

AGILE THERAPEUTICS INC

Form 4

June 03, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AISLING CAPITAL III LP

2. Issuer Name **and** Ticker or Trading
Symbol
AGILE THERAPEUTICS INC
[AGRX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
888 SEVENTH AVE., 12TH
FLOOR,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/02/2016

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10106

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/02/2016		J ⁽¹⁾⁽²⁾		400,000	D	\$ 0	2,583,797	I	See FN ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AISLING CAPITAL III LP 888 SEVENTH AVE., 12TH FLOOR NEW YORK, NY 10106		X		
Aisling Capital Partners III LLC 888 SEVENTH AVE., 12TH FLOOR NEW YORK, NY 10106		X		
Aisling Capital Partners III LP 888 SEVENTH AVE., 12TH FLOOR NEW YORK, NY 10106		X		
ELMS STEVE C/O AISLING CAPITAL 888 SEVENTH AVE., 12TH FLOOR NEW YORK, NY 10106		X		
Purcell Dennis J C/O AISLING CAPITAL 888 SEVENTH AVE., 12TH FLOOR NEW YORK, NY 10106		X		
SCHIFF ANDREW N C/O AISLING CAPITAL 888 SEVENTH AVE., 12TH FLOOR NEW YORK, NY 10106		X		

Signatures

See Signatures on
Exhibit 99.1

06/03/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On June 2, 2016, Aisling Capital III, LP ("Aisling") distributed 400,000 shares of Common Stock (the "Shares") of Agile Therapeutics, Inc. (the "Issuer") to its general and limited partners on a pro rata basis. Of the 400,000 Shares distributed by Aisling, Aisling Capital Partners III, LP ("Aisling GP") received its pro rata interest of 2,290 Shares, which it immediately distributed to its general and limited partners, including Aisling Capital Partners III LLC ("Aisling Partners") and Dennis Purcell, Dr. Andrew Schiff and Steve Elms. Of the 2,290 Shares distributed by Aisling GP, Aisling Partners received its pro rata interest of 9 Shares, which it immediately distributed to its members, including Messrs. Elms, Purcell and Schiff. (cont'd in FN 2)

(2) (cont'd from FN 1) As a result of such distributions by Aisling, Aisling GP and Aisling Partners, Messrs. Elms, Purcell and Schiff received (and now directly or indirectly hold) 961 Shares, 1,879 Shares and 460 Shares, respectively, in addition to the Shares held indirectly through Aisling.

(3) The reportable securities are owned directly by Aisling, and held indirectly by Aisling GP, as general partner of Aisling, Aisling Partners, as general partner of Aisling GP, and each of the individual managing members of Aisling Partners. The individual managing members (collectively, the "Managers") of Aisling Partners are Dennis Purcell, Dr. Andrew Schiff and Steve Elms. Aisling GP, Aisling Partners and the Managers share voting and dispositive power over the shares directly held by Aisling.

Remarks:

Upon completion of the transactions reported herein, each of the Reporting Persons ceased to be 10% owners with respect to the

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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