

AGILE THERAPEUTICS INC
Form SC 13D/A
February 01, 2018

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

SCHEDULE 13D
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 5)*

Agile Therapeutics, Inc.
(Name of Issuer)

Common Stock, \$0.0001 par value per share
(Title of Class of Securities)

00847L100
(CUSIP Number)

Robert Wenzel
Aisling Capital
888 Seventh Avenue, 12th Floor
New York, NY 10106
(212) 651-6380
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 18, 2017
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (the “Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aisling Capital III, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

1,304,933

NUMBER OF
SHARES

8 SHARED VOTING POWER

0

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER

1,304,933

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,304,933

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.8% (See Item 5)

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aisling Capital Partners III, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

1,304,933

NUMBER OF
SHARES 8 SHARED VOTING POWER

0

BENEFICIALLY
OWNED BY EACH 9 SOLE DISPOSITIVE POWER
REPORTING PERSON

1,304,933

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,304,933

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.8% (See Item 5)

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aisling Capital Partners III LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

1,304,933

NUMBER OF
SHARES

8 SHARED VOTING POWER

0

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER

1,304,933

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,304,933

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.8% (See Item 5)

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steven Elms

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

961

NUMBER OF
SHARES 8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH 1,304,933

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH 961

10 SHARED DISPOSITIVE POWER

1,304,933

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,854,987

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.8% (See Item 5)

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dennis Purcell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

1,879

NUMBER OF
SHARES 8 SHARED VOTING POWER

1,304,933

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH

1,879

10 SHARED DISPOSITIVE POWER

1,304,933

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,855,905

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.8% (See Item 5)

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Andrew Schiff

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

460

NUMBER OF
SHARES 8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH 1,304,933

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH 460

10 SHARED DISPOSITIVE POWER

1,304,933

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,854,486

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.8% (See Item 5)

14 TYPE OF REPORTING PERSON

IN

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Item 1. Security and Issuer.

This Amendment No. 5 (this "Amendment") to the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on May 30, 2014 as previously amended by Amendment No. 1 on March 9, 2016, by Amendment No. 2 on June 3, 2016, by Amendment No. 3 on September 30, 2016 and by Amendment No.4 on October 3, 2016, relates to the Common Stock, \$0.0001 par value (the "Common Stock") of Agile Therapeutics, Inc., a Delaware corporation (the "Issuer") and is being filed to amend the Schedule 13D as specifically set forth below. The principal executive office of the Issuer is located at 101 Poor Farm Road, Princeton, New Jersey 08540.

Unless otherwise indicated, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D, and unless otherwise amended hereby, all information previously filed remains in effect. This Amendment No. 5 is being filed to report that, as of immediately following the transactions described in Item 5(c) below, the Reporting Persons ceased to beneficially own more than 5% of the Common Stock of the Issuer.

Item 2. Identity and Background.

No material change.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated in its entirety as follows:

As of the date hereof, each of the Reporting Persons together constitute a group under Section 13(d) of the Act and may be deemed to beneficially own 1,304,933 shares of Common Stock, consisting of (i) 338,578 shares of Common Stock issued upon the conversion of (x) 566,667 shares of Series C Preferred Stock of the Issuer into 793,334 shares of Common Stock and (y) subordinated promissory notes of the Issuer into 45,164 shares of Common Stock at the closing of the Issuer's initial public offering of Common Stock ("IPO") on May 22, 2014 (the conversion of the Series C Preferred Stock and the promissory notes collectively referred to herein as, the "Conversion"), (ii) 154,389 shares of Common Stock, which were acquired on May 23, 2014 in the IPO at a price of \$6.00 per share and (iii) 811,966 shares of Common Stock, which were acquired on January 23, 2015 in a private placement at a price of \$5.85 per share. In addition, Messrs. Elms, Schiff and Purcell directly or indirectly hold 961, 1,879 and 460 shares of Common Stock, respectively, in addition to the shares of Common Stock held indirectly through Aisling.

The source of the purchase price for the Common Stock was capital contributions from the partners of Aisling. No borrowed funds were used in the purchase of the Common Stock.

Item 4. Purpose of Transaction.

No material change.

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Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated in its entirety as follows:

(a),(b)

Reporting Person	Sole Voting and Dispositive Power	Shared Voting and Dispositive Power	Total Shares	% Ownership
Aisling Capital III, LP	1,304,933	0	1,304,933	3.8
Aisling Capital Partners III, LP	1,304,933	0	1,304,933	3.8
Aisling Capital Partners III LLC	1,304,933	0	1,304,933	3.8
Steve Elms	961	1,304,933	1,305,894	3.8
Dennis Purcell	1,879	1,304,933	1,306,812	3.8
Andrew Schiff	460	1,304,933	1,305,393	3.8

The aggregate percentage of shares of Common Stock reported as owned by each Reporting Person is based on 34,186,342 shares of Common Stock issued and outstanding, as of November 3, 2017, as reported in the Issuer's Form 10-Q filed with the SEC on November 6, 2017. Pursuant to the regulations promulgated under Section 13(d) of the Act, each of the Reporting Persons constitute members of a group and may be deemed to beneficially own an aggregate of 1,304,933 shares of Common Stock owned by the group, constituting approximately 3.8% of the outstanding shares of Common Stock.

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(c) Except as previously reported or as set forth in this Item 5(c), or otherwise herein, to the knowledge of the Reporting Persons with respect to the persons named in response to Item 5(a), none of the persons named in response to Item 5(a) has effected any transactions in the Common Stock during the past 60 days.

Between August 9, 2016 and December 19, 2017, Aisling sold the following Shares set forth in the table below in open market transactions:

Date	Shares Sold	Price Per Share
8/29/2016	5,000	\$7.54
8/30/2016	11,200	\$7.31
8/31/2016	6,900	\$7.24
9/1/2016	115,198	\$7.45
9/2/2016	9,703	\$7.28
9/6/2016	11,777	\$7.09
9/7/2016	7,426	\$7.09
9/8/2016	32,796	\$7.04
9/20/2016	3,138	\$7.41
9/21/2016	7,777	\$7.43
9/22/2016	4,220	\$7.30
9/23/2016	4,364	\$7.20
9/26/2016	32,843	\$7.23
9/27/2016	25,253	\$7.35
9/28/2016	6,023	\$7.30
9/29/2016	5,000	\$7.13
9/30/2016	19,724	\$7.01
10/3/2016	12,518	\$7.16
10/4/2016	12,671	\$7.06
10/5/2016	14,168	\$7.07
10/6/2016	52,301	\$7.18
10/12/2016	11,600	\$7.79
10/17/2016	6,547	\$7.53
10/18/2016	12,301	\$7.23
10/19/2016	19,821	\$7.06
10/20/2016	7,574	\$7.00
10/21/2016	10,391	\$7.01
10/24/2016	2,854	\$7.00
10/25/2016	8,683	\$7.17
10/25/2016	250,000	\$7.17
11/8/2016	12,140	\$7.66
11/9/2016	4,932	\$7.36
11/11/2016	5,918	\$7.20
11/14/2016	3,789	\$7.21
11/15/2016	2,710	\$7.20
11/16/2016	400	\$7.21

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11/17/2016	4,211	\$7.21
11/18/2016	14,873	\$7.20
11/21/2016	200	\$7.20
12/18/2017	300,000	\$4.62
12/19/2017	200,000	\$4.61

(d) The partners of Aisling have the right to participate in the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock held for the account of Aisling in accordance with their ownership interests in Aisling.

(e) As of December 18, 2017, immediately following certain transactions described in Item 5(c) above, the Reporting Persons ceased to beneficially own more than 5% of the Common Stock of the Issuer.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No material change.

Item 7. Material to be Filed as Exhibits.

Fifth Amended and Restated Registration Rights Agreement, dated as of July 18, 2012, by and among the Exhibit Issuer and the parties listed therein, as modified by the Amendment to Registration Rights Agreement, dated 2: as of May 5, 2014, by and among the Issuer and the parties listed therein (incorporated herein by reference to Exhibit 4.2 to the Form S-1/A filed by the Issuer on May 9, 2014 (File No. 333-194621))(previously filed).

Exhibit Joint Filing Agreement dated as of May 30, 2014, as required by Rule 13d-1(k)(1) under the Securities 3: Exchange Act of 1934, as amended (previously filed).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 1, 2018

 AISLING CAPITAL III, LP

By: Aisling Capital Partners III,
 LP
 General Partner

By: Aisling Capital Partners III
 LLC
 General Partner

By: /s/ Dennis Purcell
 Name: Dennis Purcell
 Title: Managing Member

 AISLING CAPITAL
 PARTNERS III, LP

By: Aisling Capital Partners III
 LLC
 General Partner

By: /s/ Dennis Purcell
 Name: Dennis Purcell
 Title: Managing Member

 AISLING CAPITAL PARTNERS III LLC

By: /s/ Dennis Purcell
 Name: Dennis Purcell
 Title: Managing Member

/s/ Steven Elms
Steven Elms

/s/ Dennis Purcell
Dennis Purcell

/s/ Andrew Schiff
Andrew Schiff

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).
