

AGILE THERAPEUTICS INC
Form 4
January 29, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Moorin Jay

(Last) (First) (Middle)

C/O PROQUEST INVESTMENTS, 2430 VANDERBILT BEACH ROAD, #108 - 190

(Street)

NAPLES, FL 34109

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/27/2016 | | P | | 393,700 | A | \$ 6.35 |
| | | | | | 5,062,363 | I | |

See footnote (1)

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

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SEC 1474 (9-02)

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

| 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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Moorin Jay C/O PROQUEST INVESTMENTS 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109 | | X | | |
| SCHREIBER ALAIN C/O PROQUEST INVESTMENTS 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109 | | X | | |
| ProQuest Investments III, L.P. 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109 | | X | | |
| ProQuest Associates III LLC 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109 | | X | | |
| ProQuest Investments IV, L.P. 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109 | | X | | |
| ProQuest Associates IV LLC 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109 | | X | | |

Signatures

/s/ Pasquale DeAngelis 01/29/2016

__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).
Of such shares, 3,103,488 are owned by ProQuest Investments III, L.P. ("Investments III"), of which ProQuest Associates III LLC ("Associates III") is the general partner, and 1,958,875 are owned by ProQuest Investments IV, L.P., ("Investments IV"), of which
(1) ProQuest Associates IV LLC ("Associates IV") is the general partner.. Jay Moorin and Alain Schreiber are managing members of Associates III and Associates IV. Each individual managing member disclaims beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.