AGILE THERAPEUTICS INC
Form 4
May 29, 2014

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Care Capital III LLC

(Last) (First) (Middle)

47 HULFISH STREET, SUITE 310

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2014

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/29/2014		C		1,950,200	A	(1)	1,950,200	I	See footnotes (2) (3) (4)
Common Stock	05/29/2014		C		424,557	A	(5)	2,374,757	I	See footnotes (3) (4) (6)
Common Stock	05/29/2014		C		135,432	A	(7)	2,510,189	I	See footnotes (3) (8)
Common Stock	05/29/2014		P		500,000	A	$ 6	3,010,189	I	See footnote

(9)

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series B Preferred Stock	(1)	05/29/2014		C			1,393,000 (1)	(1)	(1)	Common Stock	1,950, (1)
Series C Preferred Stock	(4)	05/29/2014		C			303,255 (5)	(5)	(5)	Common Stock	424,5 (5)
8% Convertible Promissory Note	(7)	05/29/2014		C			135,432 (7)	(7)	(7)	Series A Preferred Stock	135,4 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Care Capital III LLC 47 HULFISH STREET SUITE 310 PRINCETON, NJ 08542		X		
Care Capital Investments III L.P. 47 HULFISH STREET SUITE 310 PRINCETON, NJ 08542		X		
Care Capital Offshore Investments III LP 47 HULFISH STREET SUITE 310 PRINCETON, NJ 08542		X		

Signatures

Care Capital III LLC /s/ David R. Ramsay	05/29/2014
**Signature of Reporting Person	Date
Care Capital Investments III LP, By: Care Capital III LLC, Its General Partner /s/ David R. Ramsay	05/29/2014
**Signature of Reporting Person	Date
Care Capital Offshore Investments III LP, By: Care Capital III LLC, Its General Partner /s/ David R. Ramsay	05/29/2014
**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)	The issuer's Series B Preferred Stock automatically converted into shares of Common Stock on a 1.4-for-1 basis upon the closing of the issuer's initial public offering and had no expiration date.
(2)	Consists of 1,918,165 shares of Common Stock underlying the Series B Preferred Stock held by Care Capital Investments III LP and 32,025 shares of Common Stock underlying the Series B Preferred Stock held by Care Capital Offshore Investments III L.P.
(3)	Care Capital III LLC is the general partner of Care Capital Investments III LP and Care Capital Offshore Investments III LP and as a result, Care Capital III LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Richard Markham, Jan Leschly, Jerry N. Karabelas and David R. Ramsay are the four managing members at Care Capital III LLC, and in their capacity as such, may be deemed to exercise shared voting and investment power over the shares held by the reporting persons, each of whom disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
(4)	The number of underlying shares of Common Stock reported in Column 7 reflects a 1.4-for-1 stock split that became effective on May 7, 2014.
(5)	The issuer's Series C Preferred Stock automatically converted into shares of Common Stock on a 1.4-for-1 basis upon the closing of the issuer's initial public offering and had no expiration date.
(6)	Consists of 417,584 shares of Common Stock underlying the Series C Preferred Stock held by Care Capital Investments III LP and 6,973 shares of Common Stock underlying the Series B Preferred Stock held by Care Capital Offshore Investments III L.P.
(7)	The issuer's 8% Convertible Promissory Notes (the "Notes") automatically converted into a number of shares of Common Stock equal to the quotient of the aggregate outstanding principal amount and all accrued and unpaid interest due under the Notes divided by $6.00.
(8)	Consists of Notes with a principal balance of $793,770.23 and interest accrued through May 29, 2014 of $5,468.19 convertible into 133,207 shares of Common Stock held by Care Capital Investments III, LP and Notes with a principal balance of $13,256.22 and interest accrued through May 29, 2014 of $91.32 convertible into 2,225 shares of Common Stock held by Care Capital Offshore Investments III, LP.
(9)	Consists of 491,787 Common Shares owned by Care Capital Investments III LP and 8,213 shares owned by Care Capital Offshore Investments III LP.

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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