

AGILE THERAPEUTICS INC

Form 4

June 02, 2014

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
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		164,417	A	<u>(2)</u> 167,140
						I	See footnote (1)
Common Stock	05/29/2014		C		1,950,200	A	<u>(2)</u> 2,117,340
						I	See footnote (7)
Common Stock	05/29/2014		C		460,350	A	<u>(2)</u> 2,577,690
						I	See footnote (8)

Edgar Filing: AGILE THERAPEUTICS INC - Form 4

Common Stock	05/29/2014	C	158,174	A	\$ 6	2,735,864	I	See footnote (9)
Common Stock	05/29/2014	P	1,120,833	A	\$ 6	3,856,697	I	See footnote (10)

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series A-1 Preferred Stock	(2)	05/29/2014		C	117,441	(2) (2)	Common Stock
Series B Preferred Stock	(2)	05/29/2014		C	1,393,000	(2) (2)	Common Stock
Series C Preferred Stock	(2)	05/29/2014		C	328,821	(2) (2)	Common Stock
Warrants (right to buy)	\$ 10	05/29/2014		J(11)	141,825	12/30/2009 12/30/2019	Series A-1 Preferred Stock
Convertible Subordinated Notes	\$ 6	05/29/2014		C	\$ 942,540.84	(5) (5)	Common Stock

## 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

06/02/2014

    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) Owned by ProQuest Investments III, L.P.
- (2) This class of preferred stock (i) converted on a 1.4-for-1 basis automatically upon the closing of the Issuer's initial public offering and (ii) had no expiration date.
- (3) Of such shares, 1,400,000 are owned by ProQuest Investments III, L.P. and 550,200 are owned by ProQuest Investments IV, L.P.
- (4) Of such shares, 330,486 are owned by ProQuest Investments III, L.P. and 129,864 are owned by ProQuest Investments IV, L.P.  
The notes converted automatically upon the Issuer's initial public offering. Absent conversion, the notes mature on the earlier of (a) 10
- (5) days after written demand by a majority of the holders of the class of notes occurring after August 1, 2014, (b) consummation of a sale transaction as defined in the notes or (c) liquidation, dissolution or winding up of the Issuer.
- (6) Of such amount, \$676,652.12 is owned by ProQuest Investments III, L.P. and \$265,888.72 is owned by ProQuest Investments IV, L.P.
- (7) Of such shares, 1,567,140 are owned by ProQuest Investments III, L.P. and 550,200 are owned by ProQuest Investments IV, L.P.
- (8) Of such shares, 1,897,626 are owned by ProQuest Investments III, L.P. and 680,064 are owned by ProQuest Investments IV, L.P.
- (9) Of such shares, 2,011,179 are owned by ProQuest Investments III, L.P. and 724,685 are owned by ProQuest Investments IV, L.P.
- (10) Of such shares, 2,677,846 are owned by Proquest Investements III, L.P. and 1,178,851 are owned by ProQuest Investments IV, L.P.
- (11) Warrants expired unexercised for no value.

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

## Edgar Filing: AGILE THERAPEUTICS INC - Form 4

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.