

AGILE THERAPEUTICS INC
Form 4
June 02, 2014

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

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)

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

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

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

(Street)

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

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

NAPLES, FL 34109

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| 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) |

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| | | | | | | | | |
|--------------|------------|---|-----------|---|------|-----------|---|-------------------|
| 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.

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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)

| 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.

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