

AGILE THERAPEUTICS INC

Reported by
COIANTE SCOTT M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/26/18 for the Period Ending 01/24/18

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|-------------|---|
| Address | 101 POOR FARM ROAD PRINCETON, NJ, 08540-1715 |
| Telephone | 609-683-1880 |
| CIK | 0001261249 |
| Symbol | AGRX |
| SIC Code | 2834 - Pharmaceutical Preparations |
| Industry | Biotechnology & Medical Research |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

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 or Section 30(h) of the Investment Company Act of 1940

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|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Coiante Scott M | | AGILE THERAPEUTICS INC AGRX | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer | |
| (Last) (First) (Middle) 101 POOR FARM ROAD | | 3. Date of Earliest Transaction (MM/DD/YYYY) 1/24/2018 | | | |
| (Street) PRINCETON, NJ 08540 | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| (City) (State) (Zip) | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 1/25/2018 | | M | | 17500 | A | (1) | 21439 | D | |
| Common Stock | 1/25/2018 | | F | | 6753 | D | \$3.32 | 14686 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Options (Right to Buy) | \$3.46 | 1/24/2018 | | A | | 107000 | | (2) | 1/23/2028 | Common Stock | 107000 | \$0 | 107000 | D | |
| Restricted Stock Units | (1) | 1/24/2018 | | A | | 16070 | | (3) | (3) | Common Stock | 16070 | \$0 | 51070 | D | |
| Restricted Stock Units | (1) | 1/25/2018 | | M | | 17500 | | (4) | (4) | Common Stock | 17500 | \$0 | 33570 | D | |

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of common stock.
- This option was granted on January 24, 2018. 25% of the shares subject to the stock option vest on January 24, 2019, and the remaining shares vest in 36 substantially equal monthly installments over the following three years such that the option will be fully vested on January 24, 2022.
- The restricted stock units were granted on January 24, 2018 and will be fully vested and delivered on January 24, 2019.
- The restricted stock units were granted on January 25, 2017 and vest as follows: 17,500 units vested and were delivered on January 25, 2018, and 17,500 units will vest and be delivered on January 25, 2019.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Coiante Scott M 101 POOR FARM ROAD PRINCETON, NJ 08540 | | | Chief Financial Officer | |

Signatures

/s/ Scott M. Coiante, Attorney-in-Fact

1/26/2018

** Signature of Reporting Person

Date

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

* 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).

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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