

# AGILE THERAPEUTICS INC

Reported by  
**CONWAY ROBERT G**

## FORM 4

(Statement of Changes in Beneficial Ownership)

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

|             |   |
|-------------|---|
| Address     | 101 POOR FARM ROAD<br>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

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Conway Robert G</b><br><br>(Last) (First) (Middle)<br><br><b>101 POOR FARM ROAD</b><br><br>(Street)<br><br><b>PRINCETON, NJ 08540</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>AGILE THERAPEUTICS INC   AGRX</b><br><br><b>1</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP Ent Planning &amp; Info Mgt</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><b>1/24/2018</b>  |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>  |  |   |

| 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 |   |  |   |

### 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                         |   | 85000  |     | (2)                                     | 1/23/2028       | Common Stock  | 85000                      | \$0  | 85000  | D  |  |
| Restricted Stock Units                   | (1)  | 1/24/2018      |                                   | A                         |   | 8625   |     | (3)                                     | (3)             | Common Stock  | 8625                       | \$0  | 8625   | D  |  |

**Explanation of Responses:**

- (1) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (2) 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.
- (3) The restricted stock units were granted on January 24, 2018 and will be fully vested and delivered on January 24, 2019.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |  |       |
|---|---------------|-----------|--|-------|
|   | Director      | 10% Owner | Officer                                | Other |
| <b>Conway Robert G<br/>101 POOR FARM ROAD<br/>PRINCETON, NJ 08540</b> |               |           | <b>SVP Ent Planning &amp; Info Mgt</b> |       |

**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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