## FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |           |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |
| hours per response.      | 0.5       |  |  |  |  |  |  |  |

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |  |  |  | _  |                        |  |         | _  |  | _  |  |  |                             | _   |   |  | _  |   |                                       |  |
|---|--|--|--|--|------------------------|--|---------|--|--|--|--|--|-----------------------------|---|---|--|--|---|---------------------------------------|--|
| 1. Name and Address of Reporting Person*  PERCEPTIVE ADVISORS LLC |  |  |  |  |                        | 2. Issuer Name <b>and</b> Ticker or Trading Symbol AGILE THERAPEUTICS INC [ AGRX ] |         |  |  |  |  |  |                             | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner |   |  |  |   |                                       |  |
| (Last)  |  | (First)<br>E, 10TH FLOOR                     | (Middle)   |  |                        | Date (2/26/2   |         | f Earliest Transaction (Month/Day/Year)<br>021     |  |  |  |  |                             |   | Officer (give title Other (specify below) below)    |  |  |   |                                       |  |
| (Street) NEW YORK NY 10003  |  |  | 4.   | 4. If Amendment, Date of Original Filed (Month/Day/Year) |                        |  |         |  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X Form filed by More than One Reporting |  |                             |   |   |  |  |   |                                       |  |
| (City) (State) (Zip)  |  |  |  |  |                        |  |         |  |  |  |  |  |                             | Λ   | Person  |  |  |   |                                       |  |
|   | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |  |  |                        |  |         |  |  |  |  |  |                             |   |   |  |  |   |                                       |  |
| Date  |  |  |  | nsaction   |                        | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year                         |         | Code (Instr.<br>8)                                 |  | 4. Securities Acqui<br>Disposed Of (D) (In |  | nstr. 3, 4 and 5   |                             | Beneficially Owned Following Reported Transaction(s)  |   | Form:  | nership<br>: Direct<br>· Indirect<br>str. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)       |                                       |  |
|   |  |  |  |  |                        |  |         | Code   V   Amount   (D)   Price   (Instr. 3 and 4) |  |  |  |  |                             |   |   |  |  |   |                                       |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)               | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security            |  | 3A. Deemed<br>Execution D<br>if any<br>(Month/Day/ | ate,   | 4.<br>Transa<br>Code ( | action   | · ·     |  | 6. Date Exercisable a<br>Expiration Date<br>(Month/Day/Year) |  | able and   | 7. Title and Amo<br>of Securities<br>Underlying<br>Derivative Secu<br>(Instr. 3 and 4) |                             | int 8   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number derivative Securities Beneficia Owned Following Reported | re<br>es<br>ally<br>g                        | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4 | Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |  |  |  |  | Code                   | v  | (A)     | (D)  | Date<br>Exercisab  | le I                                       | Expiration<br>Date   | Title  | Amor<br>or<br>Numl<br>of Sh | ber   |   | Transact<br>(Instr. 4)   |  |   |                                       |  |
| Warrants<br>(right to<br>buy)                                     | \$2.87   | 02/26/2021                                   |  |  | J <sup>(1)</sup>       |  | 450,000 |  | 02/26/202  | 1 (  | 02/26/2028   | Common<br>Stock  | 450,                        | ,000  | (1)   | 450,0  | 00   | I   | See<br>footnote <sup>(2)</sup>        |  |
|   |  | of Reporting Person* ADVISORS I              |  |  |                        |  |         |  |  |  |  |  |                             |   |   |  |  |   |                                       |  |
| (Last)  |  | (First) E, 10TH FLOOR                        | (Middl   | e)   |                        |  |         |  |  |  |  |  |                             |   |   |  |  |   |                                       |  |
| (Street) NEW Y  | ORK  | NY   | 1000   | 3  |                        |  |         |  |  |  |  |  |                             |   |   |  |  |   |                                       |  |
| (City)  |  | (State)                                      | (Zip)  |  |                        |  |         |  |  |  |  |  |                             |   |   |  |  |   |                                       |  |
|   | EPTIVE   | of Reporting Person <sup>*</sup> LIFE SCIENC |  | STEF   | 3                      |  |         |  |  |  |  |  |                             |   |   |  |  |   |                                       |  |
| (Last) 51 AST   | OR PLAC  | (First)<br>E, 10TH FLOOR                     | (Middl   | e)   |                        |  |         |  |  |  |  |  |                             |   |   |  |  |   |                                       |  |
| (Street)  | ORK  | NY   | 1000   | 3  |                        |  |         |  |  |  |  |  |                             |   |   |  |  |   |                                       |  |
| (City)  |  | (State)                                      | (Zip)  |  |                        |  |         |  |  |  |  |  |                             |   |   |  |  |   |                                       |  |
|   | nd Address<br>MAN JC   | of Reporting Person <sup>*</sup><br>DSEPH    |  |  |                        |  |         |  |  |  |  |  |                             |   |   |  |  |   |                                       |  |
| (Last) 51 AST   | OR PLAC  | (First)<br>E, 10TH FLOOR                     | (Middl   | e)   |                        |  |         |  |  |  |  |  |                             |   |   |  |  |   |                                       |  |
| (Street)  | ORK  | NY   | 1000   | 3  |                        |  |         |  |  |  |  |  |                             |   |   |  |  |   |                                       |  |

## Explanation of Responses:

(State)

(Zip)

(City)

2. The securities are directly held by the Credit Fund. Perceptive Advisors LLC (the "Advisor") serves as the investment manager of Credit Fund. Joseph Edelman is the managing member of the Advisor. Each of Mr. Edelman and the Advisor disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either Mr. Edelman or the Advisor is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

/s/ Joseph Edelman - for
Perceptive Life Sciences Master
Fund Ltd., By: Perceptive
Advisors LLC, its investment
manager, By: Joseph Edelman,
its managing member
/s/ Joseph Edelman - for
Perceptive Advisors LLC, By:
04/06/2021

<u>Joseph Edelman, its managing</u> <u>member</u>

04/06/2021

/s/ Joseph Edelman

\*\* 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.

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 Number.