

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8**REGISTRATION STATEMENT****Under****The Securities Act of 1933****AGILE THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

Delaware(State or other jurisdiction
of incorporation or organization)**23-2936302**

(IRS Employer Identification No.)

101 Poor Farm Road**Princeton, New Jersey 08540**

(Address of principal executive offices) (Zip Code)

Agile Therapeutics, Inc. 2014 Incentive Compensation Plan

(Full title of the Plans)

Alfred Altomari**Chief Executive Officer****Agile Therapeutics, Inc.****101 Poor Farm Road****Princeton, New Jersey 08540**

(Name and address of agent for service)

(609) 683-1880

(Telephone number, including area code, of agent for service)

Copies to:**Emilio Ragosa****Morgan, Lewis & Bockius LLP****502 Carnegie Center****Princeton, New Jersey 08540****Telephone: (609) 919-6600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐Accelerated filer ☐Non-accelerated filer ☒Smaller reporting company ☐

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common stock, \$0.0001 par value, to be issued pursuant to the Registrant's 2014 Incentive Compensation Plan	2,255,050 shares	\$ 6.03	\$ 13,597,952	\$ 1,581

(1) This registration statement (the "Registration Statement") covers shares of the Registrant's common stock, \$0.0001 par value per share ("Common Stock"), which are issuable pursuant to the Registrant's 2014 Incentive Compensation Plan (the "2014 Plan").

(2) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the 2014 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Registrant's Common Stock.

(3) Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended (the "1933 Act"), on the basis of the average of the high and low prices per share of Registrant's Common Stock on October 10, 2014 as reported by The NASDAQ Stock Market.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference

Agile Therapeutics, Inc. (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the “Commission”):

- (a) The Registrant’s Prospectus filed with the Commission pursuant to Rule 424(b) under the 1933 Act, relating to the Registration Statement on Form S-1, as amended (File No. 333-194621) and declared effective on May 22, 2014, which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed with the Commission;
- (b) The Registrant’s Registration Statement (File No. 001-36464) on Form 8-A filed with the Commission on May 20, 2014 pursuant to Section 12(g) of the 1934 Act, in which there is described the terms, rights, and provisions applicable to the Registrant’s outstanding Common Stock;
- (c) The Registrant’s Quarterly Report on Form 10-Q filed with the SEC for the fiscal quarter ended June 30, 2014 as filed with the SEC on August 14, 2014; and
- (d) All other reports filed pursuant to Section 13(a) or 15(d) of the 1934 Act since the end of the fiscal year covered by the Registrant’s Prospectus referred to in (a) above.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the 1934 Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Unless expressly incorporated into this Registration Statement, a report furnished by not filed on Form 8-K under the 1934 Act shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel

Not Applicable.

Item 6. Indemnification of Directors and Officers

As permitted by the Delaware General Corporation Law, the Registrant has adopted provisions in its amended and restated certificate of incorporation and amended and restated by-laws that limit or eliminate the personal liability of its directors. Consequently, a director will not be personally liable to the Registrant or the Registrant’s stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for: (i) any breach of the director’s duty of loyalty to the Registrant or the Registrant’s stockholders; (ii) any act or omission

not in good faith or that involves intentional misconduct or a knowing violation of law; (iii) any unlawful payments related to dividends or unlawful stock repurchases, redemptions or other distributions; or (iv) any transaction from which the director derived an improper personal benefit.

These limitations of liability do not alter director liability under the federal securities laws and do not affect the availability of equitable remedies such as an injunction or rescission.

In addition, the Registrant’s amended and restated by-laws provide that: (i) the Registrant will indemnify its directors, officers and, in the discretion of its board of directors, certain employees to the fullest extent permitted by the Delaware General Corporation Law; and (ii) advance expenses, including attorneys’ fees, to the Registrant’s directors and, in the discretion of the Registrant’s board of directors, to its officers and certain employees, in connection with legal proceedings, subject to limited exceptions.

The Registrant entered into indemnification agreements with each of its executive officers and directors in connection with its initial public offering. These agreements provide that the Registrant will indemnify each of its directors to the fullest extent permitted by the Delaware General Corporation Law and advance expenses to each indemnitee in connection with any proceeding in which indemnification is available.

The Registrant also maintains general liability insurance to provide insurance coverage to its directors and officers for losses arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the 1933 Act. Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers, or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

These provisions may discourage stockholders from bringing a lawsuit against the Registrant’s directors in the future for any breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if

successful, might otherwise benefit the Registrant and its stockholders. Furthermore, a stockholder's investment may be adversely affected to the extent the Registrant pays the costs of settlement and damage awards against directors, officers and certain employees pursuant to these indemnification provisions. The Registrant believes that these provisions, the indemnification agreements and the insurance are necessary to attract and retain talented and experienced directors and officers.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

Exhibit Number	Exhibit
4.1	Instruments Defining the Rights of Stockholders. Reference is made to Registrant's Registration Statement No. 001-36464 on Form 8-A, together with the exhibits thereto, which are incorporated herein by reference pursuant to Item 3(b) to this Registration Statement.
5.1	Opinion and Consent of Morgan, Lewis & Bockius LLP.
23.1	Consent of Morgan, Lewis & Bockius LLP is contained in Exhibit 5.1.
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.3	Consent of EisnerAmper LLP, Independent Registered Public Accounting Firm.
24	Power of Attorney. Reference is made to page II-4 of this Registration Statement.
99.1(1)	Agile Therapeutics, Inc. 2014 Incentive Compensation Plan.
99.2(1)	Agile Therapeutics, Inc. 2014 Incentive Compensation Plan, Form of Stock Option Agreement.
99.3(1)	Agile Therapeutics, Inc. 2014 Incentive Compensation Plan, Form of Non-Employee Director Stock Option Agreement.
99.4(1)	Agile Therapeutics, Inc. 2014 Incentive Compensation Plan, Form of Restricted Stock Unit Issuance Agreement.

(1) Exhibits 99.1 through 99.4 are incorporated by reference to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-194621), as declared effective on May 22, 2014.

Item 9. Undertakings

A. The undersigned Registrant hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the 1933 Act, (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement and (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the 1934 Act that are incorporated by reference into this Registration Statement; (2) that for the purpose of determining any liability under the 1933 Act each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the 2014 Plan.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act that is incorporated by reference into this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers or controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6 or otherwise, the Registrant has been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey on this 17th day of October, 2014.

AGILE THERAPEUTICS, INC.

By: /s/ ALFRED ALTOMARI
Alfred Altomari

POWER OF ATTORNEY**KNOW ALL PERSONS BY THESE PRESENTS:**

That each person whose signature appears below constitutes and appoints Alfred Altomari, Chief Executive Officer, and Scott M. Coiante, Chief Financial Officer, and each of them, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ALFRED ALTOMARI</u> Alfred Altomari	Chief Executive Officer and Director (Principal Executive Officer)	October 17, 2014
<u>/s/ SCOTT M. COIANTE</u> Scott M. Coiante	Chief Financial Officer (Principal Financial and Accounting Officer)	October 17, 2014
<u>/s/ KAREN HONG, PH.D.</u> Karen Hong, Ph.D	Director	October 17, 2014

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ABHIJEET LELE</u> Abhijeet Lele	Director	October 17, 2014
<u>/s/ WILLIAM T. MCKEE</u> William T. McKee	Director	October 17, 2014
<u>/s/ ANDREW SCHIFF, M.D.</u> Andrew Schiff, M.D.	Director	October 17, 2014
<u>/s/ JAMES P. TURSI, M.D.</u> James P. Tursi, M.D.	Director	October 17, 2014

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OPINION AND CONSENT OF MORGAN LEWIS & BOCKIUS LLP

October 17, 2014

Agile Therapeutics, Inc.
101 Poor Farm Road
Princeton, New Jersey 08540

Re: Agile Therapeutics, Inc. - Registration Statement on Form S-8 for 2,255,050 Shares of Common Stock

Ladies and Gentlemen:

We have acted as counsel to Agile Therapeutics, Inc., a Delaware Corporation (the “Company”), in connection with the registration on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended, of 2,255,050 shares of Common Stock (the “Shares”) under the Company’s 2014 Incentive Compensation Plan (the “2014 Plan”).

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have reviewed the Company’s charter documents and the corporate proceedings taken by the Company in connection with the establishment and implementation of the 2014 Plan. Based on such review, we are of the opinion that, if, as and when the Shares have been issued and sold (and the consideration therefor received) pursuant to the (a) provisions of option agreements duly authorized under the 2014 Plan and in accordance with the Registration Statement, or (b) duly authorized restricted stock units or other stock-based awards under the 2014 Plan and in accordance with the Registration Statement, such Shares will be duly authorized, legally issued, fully paid and nonassessable.

We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving the opinion set forth in this letter, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations of the Securities and Exchange Commission thereunder.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the 2014 Plan or the Shares.

Very truly yours,

/s/ MORGAN LEWIS & BOCKIUS LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Agile Therapeutics, Inc. 2014 Incentive Compensation Plan of our report dated March 17, 2014 (except for Note 13 as to which the date is May 8, 2014) with respect to the financial statements of Agile Therapeutics, Inc. for the years ended December 31, 2013 and 2012, included in the Registration Statement Form S-1 No. 333-194621) and the related prospectus, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Metro Park, New Jersey
October 17, 2014

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement of Agile Therapeutics, Inc. on Form S-8 to be filed on or about October 17, 2014 of our report dated March 14, 2014 (except for Note 13, as to which the date is May 8, 2014), on our audit of the statement of stockholders' deficit and the statements of operations and cash flows (not separately presented) for the cumulative period from December 22, 1997 (inception) to December 31, 2008 which report was included in Amendment No. 4 to the Registration Statement on Form S-1, (File No. 333-194621), as filed with the Securities and Exchange Commission and declared effective on May 22, 2014. Our report includes an explanatory paragraph about the existence of substantial doubt concerning the Company's ability to continue as a going concern.

/s/ EISNERAMPER LLP

Iselin, New Jersey
October 17, 2014
