

**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. Amended and Restated 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:****Steven M. Cohen****Joanne R. Soslow**

Morgan, Lewis &amp; 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**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	3,867,454 shares	\$ 0.75	\$ 2,900,591	\$ 351.55

- (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 Amended and Restated 2014 Incentive Compensation Plan (the "Amended 2014 Plan").
- (2) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Amended 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 26, 2018 as reported by The NASDAQ Stock Market.

PART II

Information Required in the Registration Statement

This Registration Statement relates to the registration of an additional 3,867,454 shares (the “Shares”) of the common stock, par value \$0.0001 per share, of Agile Therapeutics, Inc. (the “Registrant”). The Shares are securities of the same class and relate to the same employee benefit plan, the 2014 Incentive Compensation Plan, as amended and restated on June 7, 2018, as those registered pursuant to the Registrant’s registration statements on Form S-8, previously filed with the Securities and Exchange Commission on October 17, 2014, June 19, 2015, March 9, 2016, and May 9, 2017. In accordance with General Instruction E of Form S-8, the contents of the Registrant’s registration statements on Form S-8 (File Nos. 333-199441, 333-205116, 333-210045, 333-217807) filed with the Securities and Exchange Commission on October 17, 2014, June 19, 2015, March 9, 2016 and May 9, 2017, respectively, are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
5.1	<a href="#"><u>Opinion and Consent of Morgan, Lewis &amp; Bockius LLP.</u></a>
23.1	<a href="#"><u>Consent of Morgan, Lewis &amp; Bockius LLP is contained in Exhibit 5.1.</u></a>
23.2	<a href="#"><u>Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</u></a>
24	<a href="#"><u>Power of Attorney. Reference is made to page 4 of this Registration Statement.</u></a>
99.1	<a href="#"><u>Agile Therapeutics, Inc. 2014 Incentive Compensation Plan and form of Stock Option Agreement, form of Non-Employee Director Stock Option Agreement and form of Restricted Stock Unit Issuance Agreement thereunder. (Incorporated by reference, Exhibit 10.4 to Registrant’s Third Amendment of Registration Statement on Form S-1, file number 333-194621, filed on May 9, 2014.)</u></a>
99.2	<a href="#"><u>Agile Therapeutics, Inc. Amended and Restated 2014 Incentive Compensation Plan (Incorporated by reference, Appendix A to Registrant’s Proxy Statement pursuant to Section 14(a) of the Securities Exchange Act of 1934, file number 001-36464, filed on April 25, 2018.)</u></a>

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**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 2nd day of November, 2018.

**AGILE THERAPEUTICS, INC.**

By: /s/ ALFRED ALTOMARI  
Alfred Altomari  
Chief Executive Officer

**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)	November 2, 2018
<u>/s/ SCOTT M. COIANTE</u> Scott M. Coiante	Chief Financial Officer (Principal Financial and Accounting Officer)	November 2, 2018
<u>/s/ SETH H.Z. FISCHER</u> Seth H.Z. Fischer	Director	November 2, 2018

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JOHN HUBBARD</u> John Hubbard, Ph.D	Director	November 2, 2018
<u>/s/ ABHIJEET LELE</u> Abhijeet Lele	Director	November 2, 2018
<u>/s/ WILLIAM T. MCKEE</u> William T. McKee	Director	November 2, 2018
<u>/s/ AJIT S. SHETTY</u> Ajit S. Shetty, Ph.D.	Director	November 2, 2018
<u>/s/ JAMES TURSI</u> James Tursi, M.D.	Director	November 2, 2018

## OPINION AND CONSENT OF MORGAN, LEWIS &amp; BOCKIUS LLP

November 2, 2018

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

Re: Agile Therapeutics, Inc. - Registration Statement on Form S-8 for 3,867,454 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 3,867,454 shares of Common Stock (the "Shares") under the Company's Amended and Restated 2014 Incentive Compensation Plan (the "Amended 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 Amended 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 Amended 2014 Plan and in accordance with the Registration Statement, or (b) duly authorized restricted stock units or other stock-based awards under the Amended 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 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 Amended 2014 Plan or the Shares.

Very truly yours,

/s/ MORGAN, LEWIS & BOCKIUS LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the Agile Therapeutics, Inc. 2014 Incentive Compensation Plan of our report dated March 12, 2018, with respect to the financial statements of Agile Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017 filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Iselin, New Jersey  
November 2, 2018

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