

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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 * <u>Moorin Jay</u> <hr/> (Last) (First) (Middle) C/O PROQUEST INVESTMENTS 2430 VANDERBILT BEACH ROAD, #108 - 190 <hr/> (Street) NAPLES FL 34109 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/22/2014	3. Issuer Name and Ticker or Trading Symbol <u>AGILE THERAPEUTICS INC [ AGRX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,723	I	See footnote 1 <sup>(1)</sup>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	(2)	(2)	Common Stock	164,417	(2)	I	See footnote <sup>(1)</sup>
Series B Preferred Stock	(2)	(2)	Common Stock	1,950,200	(2)	I	See footnote <sup>(3)</sup>
Series C Preferred Stock	(2)	(2)	Common Stock	460,349	(2)	I	See footnote <sup>(4)</sup>
Warrants (right to buy)	12/30/2009	12/30/2019	Series A-1 Preferred Stock	141,825	10	I	See footnote <sup>(1)</sup>
Convertible Subordinated Notes	(6)	(6)	Common Stock	157,090	6	I	See footnote <sup>(5)</sup>

1. Name and Address of Reporting Person * <u>Moorin Jay</u> <hr/> (Last) (First) (Middle) C/O PROQUEST INVESTMENTS 2430 VANDERBILT BEACH ROAD, #108 - 190 <hr/> (Street) NAPLES FL 34109 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person *		
<a href="#">SCHREIBER ALAIN</a>		
(Last)	(First)	(Middle)
C/O PROQUEST INVESTMENTS		
2430 VANDERBILT BEACH ROAD, #108 - 190		
(Street)		
NAPLES	FL	34109
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">ProQuest Investments III, L.P.</a>		
(Last)	(First)	(Middle)
2430 VANDERBILT BEACH ROAD, #108 - 190		
(Street)		
NAPLES	FL	34109
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">ProQuest Associates III LLC</a>		
(Last)	(First)	(Middle)
2430 VANDERBILT BEACH ROAD, #108 - 190		
(Street)		
NAPLES	FL	34109
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">ProQuest Investments IV, L.P.</a>		
(Last)	(First)	(Middle)
2430 VANDERBILT BEACH ROAD, #108 - 190		
(Street)		
NAPLES	FL	34109
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">ProQuest Associates IV LLC</a>		
(Last)	(First)	(Middle)
2430 VANDERBILT BEACH ROAD, #108 - 190		
(Street)		
NAPLES	FL	34109
(City) (State) (Zip)		

**Explanation of Responses:**

1. Owned by ProQuest Investments III, L.P.
2. This class of preferred stock (i) is convertible by the reporting persons at any time on a 1.4-for-1 basis and will convert automatically upon the closing of the Issuer's initial public offering and (ii) has no expiration date.
3. Of such shares, 1,400,000 are owned by ProQuest Investments III, L.P. and 550,200 are owned by ProQuest Investments IV, L.P.
4. Of such shares, 330,485 are owned by ProQuest Investments III, L.P. and 129,864 are owned by ProQuest Investments IV, L.P.

5. Of such shares, 52,050 are owned by ProQuest Investments III, L.P. and 20,453 are owned by ProQuest Investments IV, L.P.

6. The notes will convert automatically upon the Issuer's initial public offering. Absent conversion, the notes mature on the earlier of (a) 10 days after written demand by a majority of the holders of the class of notes occurring after August 1, 2014, (b) consummation of a sale transaction as defined in the notes or (c) liquidation, dissolution or winding up of the Issuer.

**Remarks:**

/s/ Pasquale DeAngelis

05/22/2014

\*\* 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 5 (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.**

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints, as of the date hereof, Pasquale DeAngelis, his or her true and lawful attorney-in-fact with full power of substitution, resubstitution and revocation, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, including, but not limited to, the undersigned's individual capacity, to execute all agreements, certificates, forms, instruments, or other documents, and to take any action, necessary to file beneficial ownership reports on Schedules 13D and 13G and Forms 3, 4 and 5 (including any amendments thereto, and including any beneficial ownership reports which may in the future be required by the Securities and Exchange Commission to be filed provided that the purpose and form of such reports is substantially similar to Schedules 13D or 13G or Form 3, 4 or 5) under the Securities Exchange Act of 1934 with the Securities and Exchange Commission or any stock exchange or similar authority, in connection with any equity investments in Agile Therapeutics, Inc. by each of the undersigned in his or her individual capacity.

In connection with the appointment of such attorney-in-fact, each of the undersigned hereby grants unto said attorney-in-fact full power and authority to do and perform each and every act and thing which, in the opinion of such attorney-in-fact, may be requisite, necessary, proper or of benefit to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, thereby ratifying and confirming all that said attorney-in-fact (or attorney-in-fact's substitute or substitutes), may lawfully do or cause to be done by virtue hereof, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his own discretion. Each of the undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until each of the undersigned is no longer required to file Forms 3, 4 and 5 or Schedules 13D or 13G with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

Dated: May 20, 2014

/s/ Jay Moorin  
Jay Moorin

/s/ Alain Schreiber  
Alain Schreiber