

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(D)  
of the Securities Exchange Act of 1934**

**April 26, 2023**

Date of report (Date of earliest event reported)

**Agile Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36464**  
(Commission  
File Number)

**23-2936302**  
(IRS Employer  
Identification No.)

**500 College Road East, Suite 310**  
**Princeton, New Jersey**  
(Address of principal executive offices)

**08540**  
(Zip Code)

Registrant's telephone number, including area code **(609) 683-1880**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	AGRX	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company

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 13(a) of the Exchange Act.

## Item 8.01 Other Events.

On April 26, 2023, Agile Therapeutics, Inc. (the “Company”) issued a press release announcing that the Company received a letter from the Listing Qualifications Department (the “Staff”) of the Nasdaq Stock Market (“Nasdaq”) on April 25, 2023 notifying the Company that the Staff has determined that for 10 consecutive business days, from April 11, 2023 to April 24, 2023, the minimum closing bid price for the Company’s common stock was at least \$1.00 per share. Accordingly, the Staff has determined that the Company has regained compliance with Listing Rule 5550(a)(2) and it has indicated that the matter is now closed.

The press release also announced, as previously disclosed, that on March 27, 2023, the Company received a deficiency letter from the Staff notifying the Company that it is not in compliance with the minimum stockholders’ equity requirement for continued listing on the Nasdaq Capital Market. Nasdaq Listing Rule 5550(b) (1) requires companies listed on the Nasdaq Capital Market to maintain stockholders’ equity of at least \$2,500,000 (the “Stockholders’ Equity Requirement”). In accordance with Nasdaq rules, the Company has been provided 45 calendar days, or until May 11, 2023, to submit a plan to regain compliance (the “Compliance Plan”). The Company intends to submit the Compliance Plan on or before May 11, 2023, monitor its stockholders’ equity and, if appropriate, consider further available options to regain compliance with the Equity Requirement.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

## Item 9.01. Financial Statements and Exhibits.

### (d) Exhibits.

#### Exhibit

#### Number Description

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99.1 [Press Release dated April 26, 2023.](#)

104 Cover Page Interactive Data File (Embedded within the Inline XBRL Document).

### Forward-Looking Statements

Certain information contained in this Current Report on Form 8-K includes “forward-looking statements”, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We may, in some cases use terms such as “predicts,” “believes,” “potential,” “continue,” “anticipates,” “estimates,” “expects,” “plans,” “intends,” “may,” “could,” “might,” “likely,” “will,” “should” or other words that convey uncertainty of the future events or outcomes to identify these forward-looking statements. Our forward-looking statements are based on current beliefs and expectations of our management team that involve risks, potential changes in circumstances, assumptions, and uncertainties, including our expectations regarding our ability to regain compliance with the Nasdaq continued listing requirements, and our financial condition, growth and strategies. Any or all of the forward-looking statements may turn out to be wrong or be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. These forward-looking statements are subject to risks and uncertainties including risks related to our ability to regain compliance with Nasdaq’s listing requirements, the potential de-listing of our shares on Nasdaq, our strategy, business plans and focus, and the other risks set forth in our filings with the U.S. Securities and Exchange Commission, including our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. For all these reasons, actual results and developments could be materially different from those expressed in or implied by our forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which are made only as of the date of this press release. We undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstance.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Agile Therapeutics, Inc.**

Dated: April 26, 2023

By: /s/ Alfred Altomari

Name: Alfred Altomari

Title: Chairperson and Chief Executive Officer

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**AGILE THERAPEUTICS REGAINS COMPLIANCE WITH NASDAQ MINIMUM BID PRICE REQUIREMENT**

PRINCETON, N.J., April 26, 2023 (GLOBE NEWSWIRE) – Agile Therapeutics, Inc. (Nasdaq: AGRX), a women's healthcare company, today announced that it has received a notification letter from the Listing Qualifications Department (the "Staff") of the Nasdaq Stock Market ("Nasdaq"), informing the Company that it has regained compliance with the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2).

As previously announced, the Company was notified by Nasdaq on August 15, 2022 that it was not in compliance with the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2), as the closing bid price of the Company's common stock had been below \$1.00 for more than 30 consecutive business days.

On April 25, 2023, Nasdaq provided confirmation to the Company that for the last 10 consecutive business days, from April 11, 2023 to April 24, 2023, the closing bid price of the Company's common stock has been at \$1.00 or greater. Accordingly, the Company has regained compliance with Listing Rule 5550(a)(2) and the matter is now closed.

On March 27, 2023, the Company received a deficiency letter from the Staff of Nasdaq notifying the Company that it is not in compliance with the minimum stockholders' equity requirement for continued listing on the Nasdaq Capital Market. Nasdaq Listing Rule 5550(b)(1) requires companies listed on the Nasdaq Capital Market to maintain stockholders' equity of at least \$2,500,000 (the "Stockholders' Equity Requirement"). In accordance with Nasdaq rules, the Company has been provided 45 calendar days, or until May 11, 2023, to submit a plan to regain compliance (the "Compliance Plan"). If the Compliance Plan is acceptable to the Staff, they may grant an extension of 180 calendar days from the date of the Staff notification to regain compliance with the Stockholders' Equity Requirement.

If the Staff does not accept the Compliance Plan, the Staff will provide written notification to the Company that the Compliance Plan has been rejected. At that time, the Company may appeal the Staff's determination to a Nasdaq Hearings Panel.

The Company intends to submit the Compliance Plan on or before May 11, 2023, monitor its stockholders' equity and, if appropriate, consider further available options to regain compliance with the Equity Requirement. There can be no assurance that the Company will regain compliance or otherwise maintain compliance with any of the other listing requirements.

**About Agile Therapeutics, Inc.**

Agile Therapeutics is a women's healthcare company dedicated to fulfilling the unmet health needs of today's women. Our product and product candidates are designed to provide women with contraceptive options that offer freedom from taking a daily pill, without committing to a longer-acting method. Our initial product, Twirla®, (levonorgestrel and ethinyl estradiol), a transdermal system, is a non-daily prescription contraceptive. Twirla is based on our proprietary transdermal patch technology, called Skinfusion®, which is designed to allow drug delivery through the skin. For more information, please visit the company website at [www.agiletherapeutics.com](http://www.agiletherapeutics.com). The Company may occasionally disseminate material, nonpublic information on the Company's website, Twitter account (@agilether), and LinkedIn account.

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### **Forward-Looking Statements**

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### **Contact:**

Matt Riley

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