SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Reporting Person* <u>PERCEPTIVE ADVISORS LLC</u>		LC R	2. Date of Event Requiring Statement (Month/Day/Year) 03/04/2019		3. Issuer Name and Ticker or Trading Symbol <u>AGILE THERAPEUTICS INC</u> [AGRX]					
(Last) (First) (Middle) 51 ASTOR PLACE, 10TH FLOOR		e)	00/07/2010		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner			 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check 		
(Street) NEW YORK	NY 1000	3			Officer (give title below)	Other (spe below)		Applicable Line) Form filed b	y One Reporting Person y More than One	
(City)	(State) (Zip)									
		т.	able I - Non	-Derivativ	ve Securities Beneficial	ly Owned	I			
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4) or Indirect (I) (Instr. 5)		cṫ(D) (In	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock	Common Stock				8,426,750 I		Se	See footnote ⁽¹⁾		
		(e.g			Securities Beneficially hts, options, convertible		s)			
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable ar Expiration Date (Month/Day/Year)		3. Title and Amount of Secur Underlying Derivative Securi	ity (Instr. 4) Conve or Exe		rcise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date	Expiration		Amount or Number of	Price of Derivative Security	e Direct (D) or Indirect (I) (Instr. 5)		
			Exercisable	Date	Title	Shares				
	ress of Reporting Person [*]									
(Last) 51 ASTOR PL	(First) ACE, 10TH FLOOR	(Middle)								
(Street) NEW YORK	NY	10003								
(City)	(State)	(Zip)								
	ress of Reporting Person [*] VE LIFE SCIENC		<u>FER</u>							
	(First) FIVE ADVISORS LL	-								
(Street)	ACE, 10TH FLOOR									
NEW YORK	NY	10003								
(City)	(State)	(Zip)								
1. Name and Addr EDELMAN	ress of Reporting Person [*] [<u>JOSEPH</u>	* 								
	(First) FIVE ADVISORS LL ACE, 10TH FLOOR									
(Street) NEW YORK	NY	10003								
				1						

(City)	(State)	(Zip)	
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Explanation of Responses:

1. The securities are directly held by Perceptive Life Sciences Master Fund Ltd. (the "Master Fund"). Perceptive Advisors LLC (the "Advisor") serves as the investment manager of Master 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 percuniary 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.

Remarks:

/s/ Perceptive Life Sciences Master Fund Ltd., By: Perceptive Advisors LLC, its investment manager By: Joseph Edelman, its managing	<u>03/06/2019</u>	
<u>member</u> /s/ Perceptive Advisors LLC, By: Joseph Edelman, its managing member	<u>03/06/2019</u>	
/s/ Joseph Edelman ** Signature of Reporting Person	<u>03/06/2019</u> Date	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.