

Gilmore Geoffrey
Form 4
January 26, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gilmore Geoffrey

2. Issuer Name and Ticker or Trading Symbol
AGILE THERAPEUTICS INC
[AGRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 POOR FARM ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
General Counsel

PRINCETON, NJ 08540

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/25/2018 | | M | | 17,500 | A | 17,500 |
| Common Stock | 01/25/2018 | | F | | 5,768 | D | \$ 3.32 |

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

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Employee Stock Options (Right to Buy) | \$ 3.46 | 01/24/2018 | | A | 107,000 | (2) 01/23/2028 | Common Stock 10 |
| Restricted Stock Units | (1) | 01/24/2018 | | A | 16,480 | (3) (3) | Common Stock 10 |
| Restricted Stock Units | (1) | 01/25/2018 | | M | 17,500 | (4) (4) | Common Stock 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gilmore Geoffrey 101 POOR FARM ROAD PRINCETON, NJ 08540 | | | General Counsel | |

Signatures

/s/ Scott M. Coiante,
Attorney-in-Fact

01/26/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

(1) Each restricted stock unit represents a contingent right to receive one share of common stock.

This option was granted on January 24, 2018. 25% of the shares subject to the stock option vest on January 24, 2019, and the remaining shares vest in 36 substantially equal monthly installments over the following three years such that the option will be fully vested on January 24, 2022.

(3) The restricted stock units were granted on January 24, 2018 and will be fully vested and delivered on January 24, 2019.

(4) On January 25, 2017, the reporting person was granted 35,000 restricted stock units that vest as follows: 17,500 units vested and were delivered on January 25, 2018, and 17,500 units will vest and be delivered on January 25, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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