AGILE THERAPEUTICS INC Form SC 13D June 02, 2014

## SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

## SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. \_\_)\*

> Agile Therapeutics, Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

> 00847L 10 0 (CUSIP Number)

Pasquale DeAngelis ProQuest Investments 2430 Vanderbilt Beach Road, #108 - 190 Naples, FL 34109 (609) 919-3567 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 29, 2014 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 00847L 10 0			0 13D	Page 2 of 14 Pages		
1.		-	TING PERSONS			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
•	ProQuest Inves			20-0992411		
2.			OPRIATE BOX IF A	(a)o		
3.	MEMBER OF SEC USE ONL		OUP	(b)x		
э.	SEC USE UNI	- I				
4.	SOURCE OF F	TIND	S			
т.	WC	UND	5			
5.		IF DI	SCLOSURE OF LEGAL PRO	CEEDINGS IS		
	REQUIRED P	URSU	ANT TO ITEM 2(d) OR 2(e)	0		
6.			PLACE OF ORGANIZATION			
	Delaware					
	NUMBER OF	7.	SOLE VOTING POWER			
	SHARES		0			
B	ENEFICIALLY	8.	SHARED VOTING POWER	R		
D.	OWNED BY		2,677,846			
	EACH	9.	SOLE DISPOSITIVE POWI	ER		
REPORTING 0			0			
Р	ERSON WITH	10.	SHARED DISPOSITIVE PO	JWER		
11	ACCDECATE		2,677,846 NUNT DENEEICIALLY OWN	IED DV EACH DEDODTING DEDSON		
11.	11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2 677 846					
12.	2,677,846 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)					
14.	EXCLUDES CERTAIN SHARES 0					
13.			SS REPRESENTED BY AMO	-		
-0.	14.4%					
		0.0.0.0.0.0				

14. TYPE OF REPORTING PERSON

PN

CUSIP No. 0084	7L 10 0	13D	Page 3 of 14 Pages				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) ProQuest Associates III LLC 20-0992451						
-	APPROPRIATE	ΒΟΧ ΙΕ Δ	(a)o				
MEMBER OF		DOATIA	(b)x				
3. SEC USE ON							
4. SOURCE OF	FUNDS						
AF 5 CHECK DOX							
		E OF LEGAL PRO ITEM 2(d) OR 2(e)	O CEEDINGS IS				
-		FORGANIZATION	0				
Delaware	OKTERCE OF						
NUMBER OF	7. SOLE V	OTING POWER					
SHARES	0						
BENEFICIALLY		O VOTING POWER					
OWNED BY	2,677,840						
EACH	9. SOLE D $_0$	ISPOSITIVE POWE	2R				
REPORTING	0	D DISPOSITIVE PO	WFR				
PERSON WITH	2,677,840						
11. AGGREGATH	, ,		ED BY EACH REPORTING PERSON				
2,677,846							
	EXCLUDES CERTAIN SHARES 0						
13. PERCENT OF 14.4%	13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
14.4% 14. TYPE OF REPORTING PERSON							
14. TITE OF REFORTING PERSON							

CUSIP No. 008471	L 10 0	13D	Page 4 of 14 Pages			
	1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
ProQuest Invest			20-5935001			
	APPROPRIATE BOX	X IF A	(a)o			
MEMBER OF A			(b)x			
3. SEC USE ONL	, Υ					
4. SOURCE OF F	UNDS					
WC						
	F DISCLOSURE O					
•	REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) o CITIZENSHIP OR PLACE OF ORGANIZATION					
Delaware	OKTENCE OF OK					
NUMBER OF	7. SOLE VOTIN	NG POWER				
SHARES						
BENEFICIALLY	8. SHARED VC 1,178,851	TING POWER				
OWNED BY		SITIVE POWE	R			
EACH REPORTING	0					
PERSON WITH	WER					
11. AGGREGATE	1,178,851 AMOUNT BENEFI	CIALLY OWN	ED BY EACH REPORTING PERSON			
1,178,851						
	12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)					
	EXCLUDES CERTAIN SHARES 0					
13. PERCENT OF 6.3%	13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14. TYPE OF REPORTING PERSON						

PN

CUSIP No. 0084	7L 10 0	13D	Page 5 of 14 Pages		
I.R.S. IDENT	REPORTING P IFICATION NO pociates IV LLC		ONS (ENTITIES ONLY) 20-5934968		
2. CHECK THE MEMBER OF	APPROPRIAT F A GROUP	E BOX IF A	(a)o (b)x		
3. SEC USE ONLY					
4. SOURCE OF AF	FUNDS				
	5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS				
•		OF ORGANIZATION	0		
NUMBER OF	7. SOLE $0$	VOTING POWER			
SHARES BENEFICIALLY	8. SHARI 1,178,8	ED VOTING POWER 851			
OWNED BY EACH	9. SOLE	DISPOSITIVE POWE	R		
REPORTING PERSON WITH	10. SHARI 1,178,8	ED DISPOSITIVE PO 351	WER		
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,178,851					
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
<ul> <li>13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</li> <li>6.3%</li> </ul>					

14. TYPE OF REPORTING PERSON OO

CUSIP No. 00847L 10 0			13D	Page 6 of 14 Pages	
1.			ΓING PERSONS ΊΟΝ ΝΟ. OF ABOVE PERSON	S (ENTITIES ONLY)	
2.	•	APPRO	OPRIATE BOX IF A	(a)o	
	MEMBER OF A GROUP			(b)x	
3.	SEC USE ONI	LY			
4.	SOURCE OF	FUNDS	5		
5.	CHECK BOX	IF DIS	CLOSURE OF LEGAL PROCE	EEDINGS IS	
	-		ANT TO ITEM 2(d) OR 2(e)	0	
6.		OR PI	LACE OF ORGANIZATION		
В	United States NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING ERSON WITH	<ol> <li>7.</li> <li>8.</li> <li>9.</li> <li>10.</li> </ol>	SOLE VOTING POWER 0 SHARED VOTING POWER 3,856,697 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POW	ΈR	
			3,856,697	DV EACH DEDODTING DEDCON	
11.	11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,856,697				
12.					
13.					
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14. TYPE OF REPORTING PERSON IN

CUSIP No. 00847	'L 10 0	13D	Page 7 of 14 Pages		
1. NAMES OF R I.R.S. IDENTI Alain Schreibe	FICATION NO		ONS (ENTITIES ONLY)		
2. CHECK THE		E BOX IF A	(a)o		
MEMBER OF			(b)x		
3. SEC USE ONI	_ Y				
4. SOURCE OF I AF					
		RE OF LEGAL PRC			
-		ITEM 2(d) OR 2(e)			
		F ORGANIZATION			
United States F		OTING DOWED			
NUMBER OF	7. SOLE $\sim$	VOTING POWER			
SHARES	0	ED VOTING POWE	R		
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REPORTING	0				
PERSON WITH 10. SHARED DISPOSITIVE POWER 3,856,697					
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
3,856,697					
	12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)				
	EXCLUDES CERTAIN SHARES 0 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13. PERCENT OF 20.7%	CLASS REPR	ESENTED BY AMC	JUNT IN KOW (11)		
14. TYPE OF REPORTING PERSON					

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CUSIP No. 00847L 10 0 13D

Page 8 of 14 Pages

Introduction.

Item 1. Security and Issuer.

This Schedule 13D relates to Common Stock, par value \$0.0001 per share (the "Common Stock"), issued by Agile Therapeutics, Inc. (the "Issuer"). The Issuer's principal executive office is located at 101 Poor Farm Road, Princeton, New Jersey 08540.

Item 2. Identity and Background.

(a)-(c)ProQuest Investments III, L.P. ("Investments III") is a Delaware limited partnership with its principal office located at 2430 Vanderbilt Beach Road, #108-190, Naples, Florida 34109.

ProQuest Associates III LLC ("Associates III") is a Delaware limited liability company and the general partner of Investments III, with its principal office located at 2430 Vanderbilt Beach Road, #108-190, Naples, Florida 34109.

ProQuest Investments IV, L.P. ("Investments IV") is a Delaware limited partnership with its principal office located at 2430 Vanderbilt Beach Road, #108-190, Naples, Florida 34109.

ProQuest Associates IV LLC ("Associates IV") is a Delaware limited liability company and the general partner of Investments IV, with its principal office located at 2430 Vanderbilt Beach Road, #108-190, Naples, Florida 34109.

Jay Moorin ("Moorin") is an individual and Managing Member of Associates II and Associates III. The principal business address for Jay Moorin is c/o ProQuest Investments, 2430 Vanderbilt Beach Road, #108-190, Naples, Florida 34109.

Alain Schreiber ("Schreiber") is an individual and Managing Member of Associates II and Associates III. The principal business address for Alain Schreiber is c/o ProQuest Investments, 2430 Vanderbilt Beach Road, #108-190, Naples, Florida 34109.

Investments III, Associates III, Investments IV, Associates IV, Moorin and Schreiber are referred to as the Reporting Persons.

 (d) During the last five years, none of Investments III, Associates III, Investments IV, Associates IV, Moorin or Schreiber have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).