

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.

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).

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1. NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 ProQuest Investments III, L.P. 20-0992411
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
 WC
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware
7. SOLE VOTING POWER
 0
8. SHARED VOTING POWER
 2,677,846
9. SOLE DISPOSITIVE POWER
 0
10. SHARED DISPOSITIVE POWER
 2,677,846
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,677,846
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 14.4%
14. TYPE OF REPORTING PERSON
 PN

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
ProQuest Associates III LLC 20-0992451
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)o
(b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS
AF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) o
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
2,677,846
9. SOLE DISPOSITIVE POWER
0
10. SHARED DISPOSITIVE POWER
2,677,846
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,677,846
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.4%
14. TYPE OF REPORTING PERSON
OO

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
ProQuest Investments IV, L.P. 20-5935001
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)o
(b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS
WC
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) o
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|---|------------------------------|-----------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH | 7. SOLE VOTING POWER | 0 |
| | 8. SHARED VOTING POWER | 1,178,851 |
| | 9. SOLE DISPOSITIVE POWER | 0 |
| | 10. SHARED DISPOSITIVE POWER | 1,178,851 |
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 o
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.3%
14. TYPE OF REPORTING PERSON
PN
-

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
ProQuest Associates IV LLC 20-5934968
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)o
(b)x
3. SEC USE ONLY
4. SOURCE OF FUNDS
AF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) o
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
1,178,851
9. SOLE DISPOSITIVE POWER
0
10. SHARED DISPOSITIVE POWER
1,178,851
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 o
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.3%
14. TYPE OF REPORTING PERSON
OO

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Jay Moorin
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) o
(b) x
 3. SEC USE ONLY
 4. SOURCE OF FUNDS
AF
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) o
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
United States
 7. SOLE VOTING POWER
0
 8. SHARED VOTING POWER
3,856,697
 9. SOLE DISPOSITIVE POWER
0
 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 o
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
20.7%
 14. TYPE OF REPORTING PERSON
IN
-

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Alain Schreiber
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) o
(b) x
3. SEC USE ONLY
4. SOURCE OF FUNDS
AF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) o
6. CITIZENSHIP OR PLACE OF ORGANIZATION
United States Resident Alien
7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
3,856,697
9. SOLE DISPOSITIVE POWER
0
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 o
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
20.7%
14. TYPE OF REPORTING PERSON
IN

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).

