

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 21, 2020

Date of report (Date of earliest event reported)

Agile Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-36464</b> (Commission File Number)	<b>23-2936302</b> (IRS Employer Identification No.)
<b>101 Poor Farm Road</b> <b>Princeton, New Jersey</b> (Address of principal executive offices)		<b>08540</b> (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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 21, 2020, William T. McKee informed the board of directors (the “Board”) of Agile Therapeutics, Inc. (the “Company”) that he would retire as a Class II director effective June 9, 2020, the date of the Company’s 2020 Annual Meeting of Stockholders (the “Annual Meeting”). The Company expressed gratitude to Mr. McKee for his contributions to the Board and the Company. Mr. McKee’s departure is not related to any disagreement with the Company or the Board regarding any matter related to the Company’s operations, policies or practices.

**Item 8.01. Other Events.**

On April 22, 2020, the Company issued a press release announcing that Abhijeet Lele would not stand for re-election as a Class III director at the Annual Meeting. Further, the Company announced that it has nominated Sharon Barbari to stand for election to the Board at the Annual Meeting to replace Mr. Lele as a Class III member of the Board, for a term expiring at the 2023 Annual Meeting of Stockholders. Ms. Barbari has over 40 years of pharmaceutical and biotechnology experience, having served in various senior financial roles, including Chief Financial Officer, at several companies during her career, including Cytokinetics, InterMune and Gilead Sciences. Additionally, the Company announced that it intends to appoint Sandra Carson, M.D. to replace Mr. McKee as a Class II member of the Board following his retirement effective June 9, 2020. Dr. Carson is a Professor of Obstetrics, Gynecology and Reproductive Sciences and Director, Reproductive Endocrinology and Infertility at Yale University. Most recently, she served as the Emeritus Vice President for Education at the American College of Obstetricians & Gynecologists (ACOG) from August 2018 to February 2019 and Vice President for Education from March 2013 to August 2018. The Company also announced that the Company’s Board plans to appoint Seth H.Z. Fischer as the lead independent director to replace Mr. Lele at the Annual Meeting on June 9, 2020.

A copy of the Company’s press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release dated April 22, 2020</a>

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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 22, 2020

By: /s/ Alfred Altomari

Name: Alfred Altomari

Title: Chairman and Chief Executive Officer

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## Agile Therapeutics Announces Changes to its Board of Directors

**PRINCETON, N.J., April 22, 2020** - Agile Therapeutics, Inc. (Nasdaq: AGRX), a forward-thinking women's healthcare company, today announced that the company has nominated Sharon Barbari for election as a class III director to replace Abhijeet Lele, a member of the company's board of directors and the board's Lead Independent Director, who will not stand for re-election and cease to be a director on June 9, 2020, the date of the company's Annual Meeting of Stockholders. In addition, William McKee has informed the company that he will retire from the company's board of directors effective June 9, 2020. The company plans to appoint Sandra Carson, M.D., FACOG as a class II director to replace Mr. McKee when he retires.

"Sharon's extensive pharmaceutical leadership experience and expertise leading financial operations through periods of growth will be a valuable contribution to our Board," said Al Altomari, President and Chief Executive Officer of Agile. "We look forward to her insight and guidance as we continue our development as a commercial company."

Ms. Barbari has over 40 years of pharmaceutical and biotechnology experience, having served in various senior financial roles, including Chief Financial Officer, at several companies during her career, including Cytokinetics, InterMune and Gilead Sciences.

"We are looking forward to Dr. Carson joining our Board in June. She has significant clinical and research expertise in women's health coupled with established clinical experience as an OB/GYN physician and regulatory experience through her membership on U.S. Food and Drug Administration's advisory committees," continued Mr. Altomari. "With her extensive background in women's health, we believe Dr. Carson will offer valuable insight and guidance on our clinical and regulatory strategies for our pipeline."

Dr. Carson is a Professor of Obstetrics, Gynecology and Reproductive Sciences and Director, Reproductive Endocrinology and Infertility at Yale University. Most recently, she served as the Emeritus Vice President for Education at the American College of Obstetricians & Gynecologists (ACOG) from August 2018 to February 2019 and Vice President for Education from March 2013 to August 2018.

Mr. Lele has served on the company's board of directors since 2010 and as the board's lead independent director since 2016. Mr. McKee joined the board of directors in 2014, just before the company's initial public offering, and has served as the chair of the board's audit committee since that time. The company's board of directors plans to appoint Seth H.Z. Fischer as the lead independent director to replace Mr. Lele at the annual meeting of stockholders on June 9, 2020.

"Abhijeet is our longest serving independent director and joined the board over 10 years ago. He has provided important strategic insights, guidance and support throughout his long-standing tenure on Agile's board and his service as our lead independent director," stated Mr. Altomari. "In addition, since joining our board as we pursued our initial public offering, Bill has provided expert guidance to our company, especially in the areas of fiscal discipline and risk management, through his chairmanship of the board's audit committee. On behalf of the other board members and Agile's management team, I would like to thank both Abhijeet and Bill for their service to the company."

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**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 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) 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.

Follow Agile on LinkedIn and Twitter: @AgileTher.

**Forward-Looking Statement**

Certain information contained in this press release includes "forward-looking statements" within the meaning of The Private Securities Litigation Reform Act of 1995, including statements related to the future composition of our board of directors. We may, in some cases, use terms such as "predicts," "believes," "potential," "continue," "anticipates," "estimates," "expects," "plans," "intends," "may," "could," "might," "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. 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 as a result of various important factors, including the uncertainties related to current market conditions 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 circumstances.

Source: Agile Therapeutics

Contact: Investor Relations -- 609-683-1880

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