

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Care Capital III LLC</u> (Last) (First) (Middle) 47 HULFISH STREET SUITE 310 (Street) PRINCETON NJ 08542 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/22/2014	3. Issuer Name and Ticker or Trading Symbol <u>AGILE THERAPEUTICS INC [AGRX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	1,950,200 ⁽¹⁾	(1)	I	See Footnote ⁽²⁾
Series C Preferred Stock	(3)	(3)	Common Stock	424,557 ⁽³⁾	(3)	I	See Footnote ⁽⁴⁾
8% Convertible Promissory Notes	(5)	(5)	Common Stock	135,222 ⁽⁵⁾	(5)	I	See Footnote ⁽⁶⁾⁽⁷⁾

1. Name and Address of Reporting Person* <u>Care Capital III LLC</u> (Last) (First) (Middle) 47 HULFISH STREET SUITE 310 (Street) PRINCETON NJ 08542 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Care Capital Investments III L.P.</u> (Last) (First) (Middle) 47 HULFISH STREET SUITE 310 (Street) PRINCETON NJ 08542 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Care Capital Offshore Investments III LP</u> (Last) (First) (Middle) 47 HULFISH STREET SUITE 310 (Street)

(Street)	PRINCETON	NJ	08542
(City)		(State)	(Zip)

Explanation of Responses:

1. The issuer's Series B Preferred Stock is convertible by the reporting persons at any time on a 1.4-for-1 basis and will automatically convert into shares of Common Stock on a 1.4-for-1 basis upon the closing of the issuer's initial public offering and has no expiration date.
2. Consists of 1,918,165 shares held by Care Capital Investments III LP and 32,035 shares held by Care Capital Offshore Investments III L.P. Care Capital III LLC is the general partner of Care Capital Investments III LP and Care Capital Offshore Investments III LP and as a result, Care Capital III LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Richard Markham, Jan Leschly, Jerry N. Karabelas and David R. Ramsay are the four managing members at Care Capital III LLC, and in their capacity as such, may be deemed to exercise shared voting and investment power over the shares held by the reporting persons, each of whom disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. The number of underlying shares of common stock reported in Column 3 reflects a 1.4-for-1 stock split that became effective on May 7, 2014.
3. The issuer's Series C Preferred Stock is convertible by the reporting persons at any time on a 1.4-for-1 basis and will automatically convert into shares of Common Stock on a 1.4-for-1 basis upon the closing of the issuer's initial public offering and has no expiration date.
4. Consists of 417,584 shares held by Care Capital Investments III LP and 6,973 shares held by Care Capital Offshore Investments III L.P. Care Capital III LLC is the general partner of Care Capital Investments III LP and Care Capital Offshore Investments III LP and as a result, Care Capital III LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Richard Markham, Jan Leschly, Jerry N. Karabelas and David R. Ramsay are the four managing members at Care Capital III LLC, and in their capacity as such, may be deemed to exercise shared voting and investment power over the shares held by the reporting persons, each of whom disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. The number of underlying shares of common stock reported in Column 3 reflects a 1.4-for-1 stock split that became effective on May 7, 2014.
5. The issuer's 8% Convertible Promissory Notes (the "Notes") will automatically convert upon the closing of the issuer's initial public offering into a number of shares of Common Stock equal to the quotient of the aggregate outstanding principal amount and all accrued and unpaid interest due under the Notes divided by the initial public offering price, which is currently assumed by the issuer to be \$6.00 per share.
6. Consists of Notes with a principal balance of \$793,770.23 and interest accrued through May 22, 2014 of \$4,233.44 convertible into 133,001 shares of Common Stock held by Care Capital Investments III, LP and Notes with a principal balance of \$13,256.22 and interest accrued through May 22, 2014 of \$70.70 convertible into 2,221 shares of Common Stock held by Care Capital Offshore Investments III, L.P.
7. The Notes will continue to accrue interest until the closing of the issuer's initial public offering. Care Capital III, LLC is the general partner of Care Capital Investments III, LP and Care Capital Offshore Investments III, LP and as a result, Care Capital III, LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Richard Markham, Jan Leschly, Jerry N. Karabelas and David R. Ramsay are the four managing members at Care Capital III, LLC, and in their capacity as such, may be deemed to exercise shared voting and investment power over the shares held by Care Capital, each of whom disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Care Capital III LLC /s/ David R. Ramsay 05/22/2014

Care Capital Investments III, LLC /s/ David R. Ramsay 05/22/2014

Care Capital Offshore Investments III, LLC /s/ David R. Ramsay 05/22/2014

** Signature of Reporting Person Date

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

* 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.

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