AGILE THERAPEUTICS INC Form SC 13D/A January 27, 2015

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

SCHEDULE 13D (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 1)*

Agile Therapeutics, Inc. (Name of Issuer)

Common Stock, \$0.0001 par value per share (Title of Class of Securities)

00847L100 (CUSIP Number)

Lloyd Appel Aisling Capital 888 Seventh Avenue, 30th Floor New York, NY 10106 (212) 651-6380

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 23, 2015 (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 (the "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. 5 00847L100		S	SCHEDULE 13D Page 2 of 1			
1			EPORTING PERSON OR TIFICATION NO. OF ABOVE PERSON			
2	Aisling Capital III, LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC USE ONLY					
4	SOURC	E OF	FFUNDS			
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT OF TO ITEMS 2(d) or 2(e)					
6	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION			
	Delawar	e				
		7	SOLE VOTING POWER			
NUMBER SHAF		8	2,983,797 SHARED VOTING POWER			
BENEFIC OWNED EAC	D BY CH TING	O	0			
REPOR		9	SOLE DISPOSITIVE POWER			
PERS WIT			2,983,797			
		10	SHARED DISPOSITIVE POWER			
			0			
11	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,983,79	97				
12	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	o		

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6% (See Item 5)

14 TYPE OF REPORTING PERSON

PN

CUSIP No. S 00847L100		S	CHEDULE 13D Page 3 of 1	age 3 of 10		
1			EPORTING PERSON OR TIFICATION NO. OF ABOVE PERSON			
2	Aisling Capital Partners III, LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC USE ONLY					
4	SOURC	E OF	FFUNDS			
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o TO ITEMS 2(d) or 2(e)					
6	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION			
	Delawar	e				
		7	SOLE VOTING POWER			
NUMBER SHAR BENEFIC	RES IALLY	8	2,983,797 SHARED VOTING POWER			
OWNEI EAC REPOR' PERS	TING	9	0 SOLE DISPOSITIVE POWER			
WIT		10	2,983,797 SHARED DISPOSITIVE POWER			
			0			
11	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,983,79	97				
12	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	o		

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6% (See Item 5)

14 TYPE OF REPORTING PERSON

PN

CUSIP No. S 00847L100		S	CHEDULE 13D Page 4 of 1	.0		
1			EPORTING PERSON OR TIFICATION NO. OF ABOVE PERSON			
2	Aisling Capital Partners III LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC USE ONLY					
4	SOURC	E OF	FFUNDS			
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT of TO ITEMS 2(d) or 2(e)					
6	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION			
	Delawar	e				
		7	SOLE VOTING POWER			
NUMBER SHAF BENEFIC	RES CIALLY ED BY CH RTING	8	2,983,797 SHARED VOTING POWER			
OWNE EAC REPOR' PERS		9	0 SOLE DISPOSITIVE POWER			
WIT		10	2,983,797 SHARED DISPOSITIVE POWER			
11	AGGRE	GAT	0 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
			ETHIOCHT BENEFICIALET OWNED BY ENGINEER ONTHWO TENSOR			
12	2,983,79		WIETHE ACODECATE AMOUNT IN DOW (11) EVOLUDES SEPTABL			
12	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	O		

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6% (See Item 5)

14 TYPE OF REPORTING PERSON

OO

CUSIP No. S 00847L100		S	CHEDULE 13D Page 5 of 1	.0		
1			EPORTING PERSON OR TIFICATION NO. OF ABOVE PERSON			
2	Steven Elms CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC USE ONLY					
4	SOURC	E OF	FFUNDS			
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o TO ITEMS 2(d) or 2(e)					
6	CITIZEI	NSHI	IP OR PLACE OF ORGANIZATION			
	United S	States				
		7	SOLE VOTING POWER			
NUMBER	OF		0			
SHAF BENEFIC	IALLY	8	SHARED VOTING POWER			
OWNED BY EACH			2,983,797			
REPOR	ΓING	9	SOLE DISPOSITIVE POWER			
PERS WIT			0			
		10	SHARED DISPOSITIVE POWER			
			2,983,797			
11	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,983,79	7				
12	CHECK		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	O		

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6% (See Item 5)

14 TYPE OF REPORTING PERSON

IN

CUSIP No. S 00847L100		S	CHEDULE 13D Page 6 of 1	.0			
1			EPORTING PERSON OR TIFICATION NO. OF ABOVE PERSON				
2	Dennis Purcell CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
3	SEC USE ONLY						
4	SOURC	E OF	FFUNDS				
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o TO ITEMS 2(d) or 2(e)						
6	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION				
	United S	States					
		7	SOLE VOTING POWER				
NUMBER SHAF BENEFIC OWNEI EAC REPOR'	RES IALLY DBY H	8	0 SHARED VOTING POWER 2,983,797 SOLE DISPOSITIVE POWER				
PERS WIT		10	0 SHARED DISPOSITIVE POWER				
11	AGGRE	GAT	2,983,797 TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,983,79	97					
12	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	O			

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6% (See Item 5)

14 TYPE OF REPORTING PERSON

IN

CUSIP No 00847L100		Page 7 of 10	0	
1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	Andrew Schiff			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) (b)	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PUTO ITEMS 2(d) or 2(e)	JRSUANT	0	
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	United States			
NUMBER SHA				