

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>TPG GP A, LLC</u> (Last) (First) (Middle) C/O TPG INC. 301 COMMERCE STREET, SUITE 3300 (Street) FORT WORTH TX 76102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Progyny, Inc. [PGNY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/07/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/07/2022		s		750,000	D	\$38.75	9,250,000	I	See Explanation of Responses ⁽¹⁾ (2)(3)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
TPG GP A, LLC
 (Last) (First) (Middle)
 C/O TPG INC.
 301 COMMERCE STREET, SUITE 3300
 (Street)
 FORT WORTH TX 76102
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BONDERMAN DAVID
 (Last) (First) (Middle)
 C/O TPG INC.
 301 COMMERCE STREET, SUITE 3300
 (Street)
 FORT WORTH TX 76102
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
COULTER JAMES G
 (Last) (First) (Middle)

C/O TPG INC.
301 COMMERCE STREET, SUITE 3300

(Street)
FORT WORTH TX 76102

(City) (State) (Zip)

1. Name and Address of Reporting Person*

WINKELRIED JON

(Last) (First) (Middle)

C/O TPG INC.
301 COMMERCE STREET, SUITE 3300

(Street)
FORT WORTH TX 76102

(City) (State) (Zip)

Explanation of Responses:

1. Each of David Bonderman, James G. Coulter and Jon Winkelried own entities that own TPG GP A, LLC (together with Messrs. Bonderman, Coulter and Winkelried, the "Reporting Persons"), which is the managing member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which holds 100% of the shares of Class B common stock (which represents a majority of the combined voting power of the common stock) of TPG Inc., which is the managing member of TPG GPCo, LLC, which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Operating Group I, L.P., which is the sole member of TPG Biotechnologies GenPar III Advisors, LLC, which is the general partner of TPG Biotechnology GenPar III, L.P., which is the general partner of TPG Biotechnology Partners III, L.P. ("TPG Biotech III"), which directly holds 9,250,000 shares of Common Stock, \$0.0001 par value per share, of Progyny, Inc.

2. Because of the relationship between the Reporting Persons and TPG Biotech III, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Biotech III. Each of TPG Biotech III and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of TPG Biotech III's or such Reporting Person's pecuniary interest therein, if any.

3. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(4) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (5) Gerald Neugebauer is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated February 26, 2020, which were previously filed with the Securities and Exchange Commission. (6) Gerald Neugebauer is signing on behalf of Mr. Winkelried pursuant to the authorization and designation letter dated October 12, 2020, which was previously filed with the Securities and Exchange Commission.

/s/ Bradford Berenson,
General Counsel, TPG GP A, 11/09/2022
LLC (4)

/s/ Gerald Neugebauer, on
behalf of David Bonderman 11/09/2022
(4)(5)

/s/ Gerald Neugebauer, on
behalf of James G. Coulter (4) 11/09/2022
(5)

/s/ Gerald Neugebauer, on
behalf of Jon Winkelried (4) 11/09/2022
(6)

** 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 4 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.