

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>GLAXOSMITHKLINE PLC</u>	2. Date of Event Requiring Statement (Month/Day/Year) 10/24/2019	3. Issuer Name and Ticker or Trading Symbol <u>Progyny, Inc. [PGNY]</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)
(Last) (First) (Middle) 980 GREAT WEST ROAD			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) BRENTFORD MIDDLESEX X0 TW8 9GS			
(City) (State) (Zip)			

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)
Common Stock	417,054	I	See footnote ⁽³⁾

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
Series B Preferred Stock	(1)	(1)	Common Stock	9,821,190	(1)	I	See footnote ⁽³⁾
Stock Purchase Warrant (Right to Buy)	12/18/2014	12/18/2024	Series B Preferred Stock	288,713 ⁽²⁾	1.726	I	See footnote ⁽³⁾

Explanation of Responses:

- The Series B Preferred Stock is convertible at an initial conversion rate equal to one share of Common Stock per share of Series B Preferred Stock at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares have no expiration date.
- Gives effect to the one-for-4.5454 reverse stock split of the Issuer's common stock and preferred stock effective on October 14, 2019.
- The shares reported herein are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc.

/s/ Victoria Whyte, Authorized Signatory

10/24/2019

** 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.

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.