FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Was	hington,	D.C.	20549
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

	OMB APPROVAL										
	OMB Number: 3235-0287										
	Estimated average burden hours per response: 0.5										

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b).

1. Name and Address of Reporting Person* GORDON KEVIN K					2. Issuer Name and Ticker or Trading Symbol Progyny, Inc. [PGNY]									all applic Directo	or		10% O	vner	
	GYNY, IN	C.	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 10/24/2022 Officer (give title below) below) Officer (give title below)										specify			
1359 BROADWAY, 2ND FLOOR				4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) NEW YO	ORK N	Y	10018		_									X		led by Moi		orting Person One Repo	
(City)	(S	tate)	(Zip)																
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Transa Date (Month/D.					Execution Date,		Code	Transaction Disposed Of (D) (Instr. 3, 4) Code (Instr. 5)			4 and Securitie Beneficia		es Formally (D) (collowing (I) (I		n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	v	Amount	(A) o (D)	r Price	1	Transacti	action(s) 3 and 4)			(511 4)	
Common Stock 10/24/					4/202	/2022		A		2,900	0 ⁽¹⁾ A			10,110			D		
	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 D if any (Month/Day)	Date,		ransaction of ode (Instr. De Ad (A Di of		of E		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		Derivative Security		9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount or Number of Shares	1					
Stock Option (Right to Buy)	\$38.22	10/24/2022			A		14,500		(2)		10/23/2032	Common Stock	14,500		\$0	14,50	0	D	

Explanation of Responses:

- 1. Represents the number of shares of Issuer common stock underlying restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Issuer common stock. The RSUs shall vest on May 23, 2023 subject to the Reporting Person continuing to provide service through such date.
- 2. The shares subject to the Option shall vest on May 23, 2023, subject to the Reporting Person continuing to provide service through such date.

Remarks:

/s/ Mark Livingston, Attorneyin-Fact

10/26/2022

** 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.