

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 9, 2020**

**Progyny, Inc.**

(Exact name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39100**  
(Commission  
File Number)

**27-2220139**  
(IRS Employer  
Identification No.)

**1359 Broadway**  
**New York, New York**  
(Address of Principal Executive Offices)

**10018**  
(Zip Code)

**(212) 888-3124**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, \$0.0001 par value per share</b>	<b>PGNY</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 9, 2020, Progyny, Inc. (the “Company”) announced that Mark Livingston, the Company’s Executive Vice President of Finance, has been appointed as Chief Financial Officer of the Company, effective September 15, 2020. In this capacity, Mr. Livingston will serve as the Company’s principal financial and accounting officer.

Mr. Livingston, 54, has served as the Company’s Executive Vice President of Finance since May 2019. Prior to joining the Company, he served as Chief Financial Officer of the international business at Scripps Network Interactive, a media company, where he worked from August 2010 to April 2018, and as Chief Financial Officer of Emerson, Reid & Company, an employee benefits wholesaler, from June 2007 to August 2010. Previously, Mr. Livingston has held senior financial leadership roles at WebMD Corporation and Hess Corporation. Mr. Livingston received his B.S. from Tulane University, and is a licensed Certified Public Accountant.

In connection with Mr. Livingston’s appointment to Chief Financial Officer, he will be entitled to an annual base salary of \$425,000, and he will be eligible to receive an annual discretionary performance and retention bonus of up to a maximum of 60% of his annual base salary. There are no arrangements or understandings between Mr. Livingston and any other persons pursuant to which he was selected as an executive officer of the Company. Mr. Livingston has no family relationships with any of the Company’s directors or executive officers, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with Mr. Livingston’s appointment, Peter Anevski will resign from the role of Chief Financial Officer, effective September 15, 2020. He will continue to serve as the Company’s President and Chief Operating Officer.

**Item 7.01 Regulation FD Disclosure.**

A copy of the Company’s press release announcing the leadership changes described above has been furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished under this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or subject to the liabilities of that section. The information shall not be deemed incorporated by reference into any other filing with the Securities and Exchange Commission made by the Company, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release dated September 9, 2020</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PROGYNY, INC.**

Dated: September 9, 2020

By: /s/ David Schlanger  
David Schlanger  
Chief Executive Officer

**Progyny, Inc. Promotes Seasoned Executive Mark Livingston to Chief Financial Officer**  
Livingston Will Continue Reporting to Pete Anevski, Progyny's President and Chief Operating Officer

NEW YORK, September 9, 2020 /GlobeNewswire/ - Progyny, Inc. (Nasdaq: PGNY), a leading benefits management company specializing in fertility and family building benefits solutions in the United States, today announced that Mark Livingston, Progyny's Executive Vice President of Finance, has been promoted to Chief Financial Officer, effective as of September 15, 2020. In this expanded role, Mr. Livingston will continue to report to Pete Anevski, Progyny's President and Chief Operating Officer. Mr. Anevski had also been Progyny's CFO since 2017.

Mr. Livingston, 54, joined Progyny in 2019, bringing more than 30 years of experience in accounting, public company reporting, and financial planning and analysis at leading healthcare, technology and media companies. He has previously served as CFO of the international business at Scripps Network Interactive and as CFO at Emerson, Reid & Company, an employee benefits wholesaler. Mr. Livingston has also held senior financial leadership roles at WebMD and Hess Corporation.

"I have known and worked with Mark for over 20 years. He is an exceptional leader who played a critical role both in ensuring Progyny's readiness to become a public company as well as our continued success following the offering, and I look forward to continue working closely with him in this expanded role," said Mr. Anevski. "Progyny is in the earliest stages of addressing its significant market opportunities. With Mark now leading our financial operations, I am able to increase my focus on scaling the business for continued growth and executing our long-term strategic vision."

"When Mark joined Progyny, we looked to him to broaden and enhance the capabilities of our finance and accounting functions, and through his energy, expertise and insight, he has helped extend Progyny's leadership position in the market," said David Schlanger, Chief Executive Officer of Progyny. "We couldn't be more pleased to see him take on a larger role at Progyny and to begin working with the investment community more closely."

"Progyny is transforming fertility benefits management, providing a better experience and achieving optimal outcomes for patients, employers and physicians," said Mr. Livingston. "This is an incredibly exciting time for the company, and I look forward to addressing our substantial market opportunities."

Mr. Livingston received his bachelor's degree in Management and Accounting from Tulane University and is a licensed Certified Public Accountant.

**About Progyny**

Progyny (Nasdaq: PGNY) is a leading fertility benefits management company in the US. We are redefining fertility and family building benefits, proving that a comprehensive and inclusive fertility solution can simultaneously benefit employers, patients, and physicians.

Our benefits solution empowers patients with education and guidance from a dedicated Patient Care Advocate (PCA), provides access to a premier network of fertility specialists using the latest science and technologies, reduces healthcare costs for the nation's leading employers, and drives optimal clinical outcomes. We envision a world where anyone who wants to have a child can do so.

Headquartered in New York City, Progyny has been recognized for its leadership and growth by CNBC Disruptor 50, Modern Healthcare's Best Places to Work in Healthcare, Financial Times, INC. 5000, and Crain's Fast 50 for NYC. For more information, visit [www.progyny.com](http://www.progyny.com).

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