SEC Form 4

FORM 4

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

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Livingston Mark S.	Progyny, Inc. [PGNY]	

1. Name and Address of Reporting Person*

Livingston Mark S.

(Last)   (First)   (Middle)

C/O PROGYNY, INC.
1359 BROADWAY, 2ND FL

(Street)

NEW YORK   NY   10018

(City)   (State)   (Zip)

2. Issuer Name and Ticker or Trading Symbol
Progyny, Inc. [PGNY]

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director	10% Owner
X Officer (give title below)	Other (specify below)

CHIEF FINANCIAL OFFICER

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

X Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	03/04/2024		A		15,000[1]	A	$0	52,248	D	
Common Stock	04/01/2024		M		20,627	A	$3.95	72,875	D	
Common Stock	04/01/2024		F[2]		11,591	D	$37.643	61,284	D	
Common Stock	04/01/2024		S[3]		2,129	D	$37.6	59,155	D	
Common Stock	04/01/2024		S[3]		9,036	D	$37.6194	50,119	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 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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$35.48	03/04/2024		A		45,000		[4]	03/03/2034	Common Stock	45,000	$0	45,000	D	
Stock Option (Right to Buy)	$3.95	04/01/2024		M			20,627	[5]	06/03/2029	Common Stock	20,627	$0	0	D	

Explanation of Responses:

1. Represents the number of shares of Issuer common stock underlying restricted stock units ("RSUs"). This was an annual merit grant made pursuant to the Issuer's 2019 Equity Incentive Plan. Each RSU represents a contingent right to receive one share of Issuer common stock. 25% of the RSUs will vest on March 4, 2025 with the remaining RSUs vesting in equal quarterly installments thereafter through March 4, 2028, subject to the Reporting Person's continued service through each applicable vesting date.

2. Shares withheld for payment of withholding taxes upon the exercise of stock options granted to the Reporting Person.

3. Shares sold pursuant to a Rule 10b5-1 trading plan entered into on August 7, 2023.

4. Represents an annual merit grant made pursuant to the Issuer's 2019 Equity Incentive Plan. 25% of the shares subject to the option will vest on March 4, 2025 with the remaining shares subject to the option vesting in equal quarterly installments thereafter through March 4, 2028, subject to the Reporting Person's continued service through each applicable vesting date.

5. These options are fully vested and exercisable.

Remarks:

/s/ Mark S. Livingston   04/03/2024

** 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.