SEC Form 4

FORM 4

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

(Last) (First) (Middle)		X Director ☐ 10% Owner

C/O PROGYNY, INC. 1359 BROADWAY, 2ND FL	3. Date of Earliest Transaction (Month/Day/Year) 10/24/2020	☐ Officer (give title below) ☐ Other (specify below)

(Street)		

NEW YORK NY 10018	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

(City) (State) (Zip)		

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	10/24/2020		A		6,000[1]	A	$0.00	6,000	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)	$27.95	10/24/2020		A		27,000		[2]	10/23/2030	Common Stock	27,000	$0.00	27,000	D	
Stock Option (right to buy)	$27.95	10/24/2020		A		894		[2]	10/23/2030	Common Stock	894	$27.95[3]	894	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 October 24, 2021, subject to the Reporting Person continuing to provide service through such date.

2. The shares subject to the Option shall vest on October 24, 2021, subject to the Reporting Person continuing to provide service through such date.

3. This option was issued to the Reporting Person in lieu of annual retainers for board and committee chair service. The shares underlying the option reflect the payment of 50% of the Reporting Person's annual retainers of $50,000. The Reporting Person received the remaining $25,000 in cash.

Remarks:

/s/ Jennifer Bealer, Attorney-in-Fact   10/27/2020

** 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.