

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Bealer Jennifer</u> (Last) (First) (Middle) C/O PROGYNY, INC. 1359 BROADWAY, 2ND FLOOR (Street) NEW YORK NY 10018 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Progyny, Inc. [PGNY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, GENERAL COUNSEL</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	05/17/2022		M		1,126	A	\$23.16	81,138	D	
Common Stock	05/17/2022		F		853	D	\$37.35 ⁽¹⁾	80,285	D	
Common Stock	05/17/2022		M		3,795	A	\$3.95	84,080	D	
Common Stock	05/17/2022		F		1,244	D	\$37.35 ⁽¹⁾	82,836	D	
Common Stock	05/17/2022		M		20,625	A	\$3.95	103,461	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
Stock Options	\$3.95	05/17/2022		M		3,795		(2)	05/21/2029	Stock Options	3,795	\$0	6,958	D	
Stock Options	\$3.95	05/17/2022		M		20,625		(3)	05/23/2029	Stock Options	20,625	\$0	44,688	D	
Stock Option	\$23.16	05/17/2022		M		1,126		(4)	03/08/2030	Stock Option	1,126	\$0	4,497	D	

Explanation of Responses:

- Shares withheld for payment of withholding taxes.
- One-fourth (1/4th) of the shares subject to the Option vested on March 20, 2020, and one thirty-sixth (1/36th) of the remaining shares subject to the Option vested or shall vest each month thereafter, subject to the Reporting Person continuing to provide service through each such date.
- One-fourth (1/4th) of the shares subject to the Option vested on May 23, 2020, and one thirty-sixth (1/36th) of the remaining shares subject to the Option vested or shall vest each month thereafter, subject to the Reporting Person continuing to provide service through each such date.
- Represents an annual merit grant made pursuant to the Issuer's 2019 Equity Incentive Plan. One-fourth (1/4th) of the shares subject to the Option vest on March 9, 2021, and the remaining shares subject to the Option vest in equal quarterly installments thereafter through March 9, 2024, subject to the Reporting Person continuing to provide service through each such date.

Jennifer Bealer, Attorney-in-Fact 05/19/2022

** 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.