FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C	20549
vasilington,	D.C.	20049

Check this box if no longer subject						
to Section 16. Form 4 or Form 5						
obligations may continue. See						
I made and the second of the S						

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	2. Issuer Name and Ticker or Trading Symbol Progyny, Inc. [PGNY]								k all appl Direct	or		10% Owner			
	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2020										•	Other below)			
	4. If <i>A</i>	Amendr	ment, Date	of Origin	nal File	ed (Month/Day	//Year)			ividual or	Joint/Gro	up Filing (Check	Applicable	
									,	Form	filed by M		•		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
1. Title of Security (Instr. 3) 2. Transactio Date (Month/Day/N		Execution Date,		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4)		d (A) or r. 3, 4 an	and Securities Beneficially Owned Following		s ally following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
				Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
11/30/202	0/2020		20		G ⁽¹⁾	V	387,599	D	\$0.0	00	0		I	- 1	See footnote ⁽²⁾
11/30/202	020		20		V	387,599	D	\$0.0	00	0 0		I	- 1	See footnote ⁽⁴⁾	
										528	,446	D			
										122,493				See footnote ⁽⁵⁾	
										561,500		I		See footnote ⁽⁶⁾	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
ned 4	4. 5. Number of Code (Instr. Derivative		6. Dat	6. Date Exercisable and Expiration Date (Month/Day/Year) G. Date Exercisable and A. A. S.		7. Title Amoun Securit Underly Derivat Securit	Title and mount of ecurities and erlying erivative ecurity (Instr.		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported	ON S Fo Di Or (I)	vnership rm: rect (D) Indirect	Beneficial Ownership (Instr. 4)		
Code V		(A) (D)	Date Exerc	isable	or Numb		or Number of								
1 1 1 O e	erivative.g., puted Date, by/Year)	Derivative Stransaction te onth/Day/Year) 11/30/2020 11/30/2020 11/30/2020 erivative Set.g., puts, cated 4. Transactode (a) Date, ay/Year)	Derivative Secur Transaction te Execut if any (Month) 11/30/2020 11/30/2020 11/30/2020 erivative Securit e.g., puts, calls, v ed to Date, calls, v ed to	Derivative Securities Ac Transaction te de de descution Date, if any (Month/Day/Year) 11/30/2020 11/30/2020 11/30/2020 11/30/2020 11/30/2020 11/30/2020 11/30/2020 11/30/2020 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Derivative Securities Acquired Transaction te fany (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) Code (Month/Day/Year) 11/30/2020 G(1) 11/30/2020 G(3) Code (Instr. 3, 4 and 5) Date Date Date Date Date Date Date Date	Derivative Securities Acquired, Distransaction tearn (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. 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Individual or Joint/Gro Line) X Form filed by O Form filed by M Person 2. A. Deemed Execution Date, if any (Month/Day/Year) 2. A. Deemed Execution Date, if any (Month/Day/Year) 2. A. Deemed Execution Date, if any (Month/Day/Year) 3. 4. Securities Acquired (A) or Code (Instr. 9) Code V Amount (A) or Price (D) Owned Following Reported (A) or Transaction (Instr. 3 and 4) 2. A. Deemed Execution Date, if Amount (D) Price (D) Owned Following Reported	11/30/2020 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Line) X Form filed by One Report Form filed by More than One Person Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired (A) or Execution Date, if any (Month/Day/Year) 11/30/2020 G(1) V 387,599 D \$0.00 0 I 11/30/2020 G(3) V 387,599 D \$0.00 0 I 122,493 I 122,493	3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Individual or Joint/Group Filling (Check. Line) X Form filed by One Reporting Per Form filed by More than One Reperson 6. Individual or Joint/Group Filling (Check. Line) X Form filed by One Reporting Per Form filed by More than One Reperson 6. Ownership Code (Instr. 3, 4 and 5) 1. Amount (A) or (D) Price (Instr. 3, 4 and 5) 1. Amount (Instr. 3) 1. Amount or One Reporting Per Form filed by More than One Reperson 6. Ownership Code (Instr. 3, 4 and 5) 8. Ownership Code (Instr. 3, 4 and 4) 8. Owner Code (Instr. 4) 8. Ownership Code (Instr. 3, 4 and 4) 8. Ownership Code (Instr. 4) 8. Ownership Code (I	

- 1. On November 30, 2020, Melinda B. Payson and Robert L. Carson, Trustee of the Melinda B. Payson 2018 Grantor Retained Annuity Trust dated November 28, 2018 ("MBP GRAT") gifted (i) 193,800 shares to Devon Judith Payson Irrevocable Trust 2000 ("DJP Trust") and (ii) 193,799 shares to Sunny Holly Payson Irrevocable Trust 2000 ("SHP Trust").
- 2. The reportable securities are directly held by MBP GRAT. The Reporting Person's spouse is a trustee of the MBP GRAT.
- 3. On November 30, 2020, Norman C. Payson and Robert L. Carson, Trustee of the Norman C. Payson 2018 Grantor Retained Annuity Trust dated November 28, 2018 ("NCP GRAT") gifted (i) 193,800 shares to the SHP Trust and (ii) 193,799 shares to the DJP Trust.
- 4. The reportable securities are directly held by NCP GRAT. The Reporting Person is a trustee of the NCP GRAT.
- 5. The reportable securities are directly held by EVO Eagle, LLC. The Reporting Person shares voting and dispositive power over the securities.
- 6. The reportable securities are directly held by Norman C. Payson and Melinda B. Payson, Trustees of The Norman C. and Melinda B. Payson Revocable Trust ("NMP Trust").

Remarks:

/s/ Jennifer Bealer, Attorney-

12/01/2020

in-Fact

** 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.