

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>KLEINER PERKINS CAUFIELD & BYERS XIII, LLC</u> (Last) (First) (Middle) 2750 SAND HILL ROAD (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Progyony, Inc. [PGNY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	10/29/2019		C		6,149,084	A	(1)	6,868,112	D(2)	
Common Stock	10/29/2019		C		10,753,784	A	(1)	17,621,896	D(3)	

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				
Series A Preferred Stock	(1)	10/29/2019		C			6,149,084	(1)	(1)	Common Stock	6,149,084	\$0.00	0	D(4)	
Series B Preferred Stock	(1)	10/29/2019		C			10,753,784	(1)	(1)	Common Stock	10,753,784	\$0.00	0	D(5)	
Series B Warrant (right to buy)	\$1.73	10/29/2019		C(6)			242,248		09/06/2013 09/06/2023	Series B Preferred Stock	242,248	\$0.00	0	D(7)	
Common Stock Warrants (right to buy)	\$1.73	10/29/2019		C(6)		242,248			09/06/2013 09/06/2023	Common Stock	242,248	\$0.00	242,248	D(7)	
Series B Warrant (right to buy)	\$1.73	10/29/2019		C(6)		284,998			12/19/2014 12/18/2024	Series B Preferred Stock	284,998	\$0.00	0	D(8)	
Common Stock Warrants (right to buy)	\$1.73	10/29/2019		C(6)		284,998			12/19/2014 12/18/2024	Common Stock	284,998	\$0.00	284,998	D(8)	

1. Name and Address of Reporting Person*
KLEINER PERKINS CAUFIELD & BYERS XIII, LLC
 (Last) (First) (Middle)
 2750 SAND HILL ROAD
 (Street)
 MENLO PARK CA 94025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
KPCB XIII Associates, LLC
 (Last) (First) (Middle)
 2750 SAND HILL ROAD

(Street)	MENLO PARK	CA	94025
(City)	(State)	(Zip)	

Explanation of Responses:

- Each share of Series A Preferred Stock and Series B Preferred Stock automatically converted into shares of Issuer's common stock, without payment of additional consideration, on a one-for-one basis, immediately upon the closing of the Issuer's initial public offering on October 29, 2019.
- The shares are directly held by Kleiner Perkins Caufield & Byers XIII, LLC ("KPCB XIII"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is KPCB XIII Associates, LLC ("XIII Associates"). The voting and dispositive control over the shares is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 496,366 shares of Common Stock beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- The shares are directly held by KPCB XIII. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. The voting and dispositive control over the shares is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 1,273,553 shares of Common Stock beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- The shares are directly held by KPCB XIII. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. The voting and dispositive control over the shares is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 444,401 shares of Series A Preferred Stock beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- The shares are directly held by KPCB XIII. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. The voting and dispositive control over the shares is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 777,187 shares of Series B Preferred Stock beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- The Issuer's Preferred Stock warrants automatically converted into warrants to purchase Common Stock immediately prior to the closing of the Issuer's initial public offering without payment or further consideration. The transaction is listed solely for the purpose of reporting the change in the shares underlying the warrants.
- The warrant is directly held by KPCB XIII. The warrant is held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. The voting and dispositive control over the warrant is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 17,508 shares of Series B Preferred Stock underlying the warrant beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such warrant. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- The warrant is directly held by KPCB XIII. The warrant is held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. The voting and dispositive control over the warrant is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 20,597 shares of Series B Preferred Stock underlying the warrant beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such warrant. any other purpose. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Remarks:

<u>/s/ Susan Biglieri, Attorney-in-Fact for Kleiner Perkins Caufield & Byers XIII, LLC</u>	<u>10/29/2019</u>
<u>/s/ Susan Biglieri, Attorney-in-Fact for KPCB XIII Associates, LLC</u>	<u>10/29/2019</u>
** 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.

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