

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* SEIDENBERG BETH C			2. Issuer Name and Ticker or Trading Symbol Progyny, Inc. [PGNY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/24/2020			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O PROGYNY, INC. 1359 BROADWAY, 2ND FL			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) NEW YORK NY 10018								
(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		7,000 ⁽¹⁾	A	\$0.00	34,105	D	
Common Stock								14,824,096	I	See footnote ⁽²⁾
Common Stock								70,293	I	See footnote ⁽³⁾
Common Stock								57,692	I	See footnote ⁽⁴⁾

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 Option (right to buy)	\$27.95	10/24/2020		A		29,000		⁽⁵⁾	10/23/2030	Common Stock	29,000	\$0.00	29,000	D	
Stock Option (right to buy)	\$27.95	10/24/2020		A		2,325		⁽⁵⁾	10/23/2030	Common Stock	2,325	\$27.95 ⁽⁶⁾	2,325	D	

Explanation of Responses:

- 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.
- 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 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 1,071,353 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.
- Consists of shares of Common Stock of the Issuer held by XIII Associates. 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 The Seidenberg/Vogel Rev Trust 3/6/03 Paul Voge (the "Trust"). The Reporting Person is a trustee of the Trust.
- The shares subject to the Option shall vest on October 24, 2021, subject to the Reporting Person continuing to provide service through such date.
- This option was issued to the Reporting Person in lieu of annual retainers for service as a member and chair of the board of directors of the Issuer. The shares underlying the option reflect the payment in full of the Reporting Person's annual retainers of \$65,000.

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.