FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

## 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								5 Relationship of Reporting Person(s) to Issuer					
Name and Address of Reporting Person*     Schlanger David J					2. Issuer Name <b>and</b> Ticker or Trading Symbol Progyny, Inc. [ PGNY ]							Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner						
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(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 01/04/2021										v) Chief Exe	cutivo (	,	′	
C/O PROGYNY, INC.					01/04/2021										iller Exe	cuuve	Officer	
1359 BRO	ADWAY,	2ND FL																
					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable					
(Street)												Line) X Form filed by One Reporting Person						
NEW YORK NY 10018												X		,		J		
													Form Perso	i filed by M on	lore than	One Rep	oorting	
(City)	City) (State) (Zip)												. 0.00					
		Table	I - N	on-Deriva	tive	Secu	rities A	cquire	ed, D	isposed o	f, or E	Benefi	ciall	y Own	ed			
1. Title of Sec	curity (Inet			2. Transaction		2A. Dee		3.	-	4. Securities				5. Amou		6. Owne	ershin 7	7. Nature of
, , ,			Date (Month/Day/Y	ear)	ear) Execution Date,		Transaction Code (Instr.				tr. 3, 4 ar	Benefic		ies cially	Form: Direct (D) or Indirect (I) (Instr. 4)	Direct I ndirect I	Indirect Beneficial Ownership (Instr. 4)	
						(Month/Day/Year)		8)			(A) or	1		Owned Following Reported Transaction(s)				
								Code	٧	Amount	(A) or (D)	Price		(Instr. 3	and 4)			
Common Ca	to als			01/04/201	,			S <sup>(1)</sup>		16 000	<u>_</u>	φ <sub>42</sub> (	<b>11</b> (2)	02	200	Ι,	, [	See
Common St	tock			01/04/202	21			S(1)		16,802	D	\$42.0	J1(-)	85	,208	I	1	footnote <sup>(3)</sup>
																		See
Common Stock 01/04/2			01/04/202	.1			S <sup>(1)</sup>		23,198	D	\$42.8		8(4) 60,010		I		footnote <sup>(3)</sup>	
			-		_													
Common Stock 01/05/20			01/05/202	1			S <sup>(1)</sup>		34,385	l <sub>D</sub>	\$42.49(5)		25,625		I		See	
Common or	toch			01/05/201						3 1,505		* '			,025	*	`   f	footnote <sup>(3)</sup>
	_												(0)					See
Common Stock 01/05/20			21			S <sup>(1)</sup>		5,615	D	\$43.1	11 <sup>(6)</sup>	20	,010	I		footnote <sup>(3)</sup>		
			_															
Common Stock 01/06/202			21			S <sup>(1)</sup>		6,804	D	\$42.79(7)		13,206		I		See		
																		footnote <sup>(3)</sup>
Common Stock 01/06/20			21			S <sup>(1)</sup>		13,206	D	\$43.55(8)		0		I	. !	See		
Common Stock 01/00/20			1			5		15,200	ח	Φ45.3	<b>33</b> (*)		U	1	' l1	footnote <sup>(3)</sup>		
																		See
Common St	tock													200	),002	I		footnote <sup>(9)</sup>
												<u> </u>						ootnote
		Tal	ble II							posed of, , convertil				Owne	d			
				· • · ·		alis, v		<u> </u>			1		÷					
1. Title of 2. Derivative Co	Conversion	3. Transaction Date		eemed ution Date,	4. Trans	action	5. Number		ate Exe	ercisable and Date	7. Titl Amou			Price of erivative	9. Numbe	er of 1	.0. Ownership	11. Nature of Indirect
Security or	or Exercise Price of	(Month/Day/Year)	if any	if any (Month/Day/Year)		(Instr.	Derivativ	e (Month/Day			Securities Underlying Derivative		S	curity Securities	s F	orm:	Beneficial	
. D	erivative		(WOIII				Securitie Acquired						- [ `	isu. 5)	Owned	´   o	Direct (D) or Indirect	ct (Instr. 4)
Se	ecurity						(A) or Disposed				Secui 3 and	rity (Inst	tr.		Following		l) (Instr. 4)	)   '
							of (D)				3 and	<del>4</del> )		Transact				
							(Instr. 3, and 5)	4							(Instr. 4)			
						Т	<u> </u>	+		1		Amour	_					
- 1		1	I			1	1 1			1	1	or	[		1			1
			l .	- 1											1	- 1		1
					Code	\v	(A) (D)	Date	: cisabl	Expiration e Date	Title	Number of Shares						

- 1. Shares sold pursuant to a Rule 10b5-1 trading plan entered into on August 12, 2020.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.40 to \$42.39 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (4), (5), (6), (7) and (8).
- 3. The reportable securities are held directly by the David J. Schlanger 2020 SD LLC.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.42 to \$43.24 inclusive.
- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.96 to \$42.94 inclusive.
- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.97 to \$43.41 inclusive.
- 7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.16 to \$43.15 inclusive.
- 8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.16 to \$44.12 inclusive.
- 9. The reportable securities are held directly by DS2019 LLC (the "DS LLC"), which is owned by David Schlanger 2019 Grantor Retained Annuity Trust (the "DS GRAT"). The Reporting Person is the managing member of the DS LLC, and the Reporting Person's spouse is the trustee of the DS GRAT.

## Remarks:

/s/ Jennifer Bealer, Attorneyin-Fact

01/06/2021

\*\* 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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