

| 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* Bealer Jennifer | | | 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, General Counsel | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/23/2021 | | | |
| C/O PROGYNY, INC. 1359 BROADWAY, 2ND FL | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 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 | |
| (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 | 06/23/2021 | | M | | 632 | A | \$3.95 | 86,988 | D | |
| Common Stock | 06/23/2021 | | M | | 3,438 | A | \$3.95 | 90,436 | D | |
| Common Stock | 06/23/2021 | | M | | 2,292 | A | \$0.91 | 92,718 | D | |
| Common Stock | 06/23/2021 | | F | | 331 | D | \$60.06 | 92,387 | D | |
| Common Stok | 06/23/2021 | | F | | 1,799 | D | \$60.5 | 90,588 | D | |
| Common Stock | 06/23/2021 | | S | | 301 | D | \$60.33 | 90,287 | D | |
| Common Stock | 06/23/2021 | | S | | 1,639 | D | \$60.21 | 88,648 | 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 |
| Employee Stock Option (right to buy) | \$3.95 | 06/23/2021 | | M | | 632 | | (1) | 05/21/2029 | Common Stock | 632 | \$0 | 13,283 | D | |
| Employee Stock Option (right to buy) | \$3.95 | 06/23/2021 | | M | | 3,438 | | (2) | 05/23/2029 | Common Stock | 3,438 | \$0 | 79,063 | D | |
| Employee Stock Option (right to buy) | \$0.91 | 06/23/2021 | | M | | 2,292 | | (3) | 11/09/2027 | Common Stock | 2,292 | \$0 | 11,459 | D | |

Explanation of Responses:

- 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.
- One-fourth (1/4th) of the shares subject to the Option vested on October 30, 2018, 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.

/s/ Jennifer Bealer 06/25/2021

** 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.

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.