FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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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

					OI	Secu	ion 30	(n) of the	investme	nt Co	mpany Act	01 1940							
Name and Address of Reporting Person* Livingston Mark S.					2. Issuer Name and Ticker or Trading Symbol Progyny, Inc. [PGNY]								5. Relationship of Reporting (Check all applicable) Director			10% Ov		vner	
(Last)	(F OGYNY, IN	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/01/2024								X	below)		Other (below) ICIAL OFFICI		
1359 BROADWAY, 2ND FL				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) NEW YO	ORK N	Y	10018											X Form filed by One Form filed by Mor Person				•	
(City)	City) (State) (Zip)				R	Rule 10b5-1(c) Transaction Indication													
			X	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.															
		Tab	le I - No	n-Deri	vativ	e Se	curi	ties Ac	quired,	Dis	posed o	f, or Be	nefici	ally	Owned				
Date			Date	ansaction th/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			4 and 5) Securiti Benefic Owned		es 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)
Common Stock				03/0	03/01/2024				M		22,000) A	\$3.	\$3.95		65,647		D	
Common Stock				03/01/2024		4			F ⁽¹⁾		12,390) D	\$36.	775 53		,257		D	
Common Stock				03/0	03/01/2024				F ⁽²⁾		2,393	D	\$36	6.52 50),864		D	
Common Stock			03/0	3/01/2024				S ⁽³⁾		1,872	D	\$36	\$36.63		48,992		D		
Common Stock 03/0				1/2024	/2024					1,128	D	\$36	\$36.35		47,864		D		
Common Stock 03			03/0	1/2024	/2024					1,388	D	\$36.667		46,476		D			
Common Stock 03/0				03/0	1/2024	/2024					8,222	D	\$36.	\$36.671		38,254		D	
Common Stock 03/04/				4/2024	2024			F ⁽²⁾		894	D	\$36	\$36.02		7,360		D		
		-	Table II -								osed of,				wned				
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)						e of Securities			Derivative Security		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)				
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amour or Number of Shares	er					
Stock Option (Right to Buy)	\$3.95	03/01/2024			M			22,000	(4)		06/03/2029	Common Stock	22,00	\$0		20,627	7	D	

Explanation of Responses:

- $1. \ Shares \ withheld \ for \ payment \ of \ withholding \ taxes \ upon \ the \ exercise \ of \ stock \ options \ by \ the \ Reporting \ Person.$
- 2. Shares withheld for payment of withholding taxes upon the vesting of restricted stock units granted to the Reporting Person.
- 3. Shares sold pursuant to a Rule 10b5-1 trading plan entered into on August 7, 2023.
- 4. These options are fully vested and exercisable

Remarks:

/s/ Mark S. Livingston

03/05/2024

** 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.