SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 19	934
or Section 30(h) of the Investment Company Act of 1940	

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1. Name and Address of Reporting Person <sup>*</sup> <u>TPG GP A, LLC</u>			Required (Mon	2. Date of Event Requiring Statement (Month/Day/Year) 01/12/2022		3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Progyny, Inc.</u> [ PGNY ]						
(Last) (First) (Middle) C/O TPG INC. 301 COMMERCE STREET, SUITE						4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)			
3300						Officer (give title below)		C	Other (specify pelow)	(Check App Form	l or Joint/Group Filing Ilicable Line) 1 filed by One Reporting	
(Street) FORT TX WORTH		76102								X Form Repo	on n filed by More than One orting Person	
(City) (Sta	te)	(Zip)										
			Table I -	Non-D	eriva	tive Securities B	enefic	iall	y Owned			
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr.3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)					
Common Stock						10,000,000			Ι	<b>See Explan</b> (3)(5)(6)	ation of Responses <sup>(1)(2)</sup>	
						e Securities Ben ants, options, co				)		
4) Exp			2. Date Exer Expiration D (Month/Day/	ate	U	Title and Amount of Securitie nderlying Derivative Security istr. 4)			4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expirat Date		itle	Amour or Numbe of Shares	er	Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Warrants (right to	buy)		(4)	(4)		Common Stock	565,3	51	(4)	I	See Explanation of Responses <sup>(1)(2)(3)(4)(5)(6)</sup>	
1. Name and Addres TPG GP A, L		ting Pers	on <sup>*</sup>	,			,		,	7		
(Last) C/O TPG INC.	(First)		(Middle)									
301 COMMERC	E STREI	ET, SUI	TE 3300									
(Street) FORT WORTH	TX		76102									
(City)	(State)		(Zip)									
1. Name and Addres <u>WINKELRIE</u>			on*									
(Last) C/O TPG INC.	(First)		(Middle)									
301 COMMERC	E STRE	ET, SUI	TE 3300									
(Street)												

FORT WORTH	TX	76102
(City)	(State)	(Zip)

## Explanation of Responses:

1. On January 12, 2022, in connection with TPG Inc.'s initial public offering, TPG Inc. engaged in certain transactions as part of a corporate reorganization. As a result of the reorganization, TPG GP A, LLC ("TPG GP A") replaced TPG Group Holdings (SBS) Advisors, Inc. as the managing member of TPG Group Holdings (SBS) Advisors, LLC and thus is replacing TPG Group Holdings (SBS) Advisors, Inc. as a Reporting Person for purposes of filings under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including as it relates to the securities of Progyny, Inc. (the "Issuer").

2. TPG GP A is owned by entities owned by Messrs. David Bonderman, James G. Coulter and Jon Winkelried (together with TPG GP A, the "Reporting Persons"). Because of the relationship of Messrs. Bonderman, Coulter and Winkelried to TPG GP A, each of Messrs. Bonderman, Coulter and Winkelried may be deemed to beneficially own the securities of the Issuer held by TPG Biotech III (as defined below). Messrs. Bonderman and Coulter previously disclosed their beneficial ownership of securities of the Issuer on a Form 3 filed October 24, 2019. Mr. Winkelried does not directly own any securities of the Issuer.

3. TPG GP A is the managing member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which holds 100% of the shares of Class B common stock (which represents a majority of the combined voting power of the common stock) of TPG Inc., which is the controlling shareholder of TPG GPCo, Inc., which is the managing member of TPG Holdings I-A, LLC, which is the sole member of TPG Holdings I-A, LLC, which is the sole member of TPG Biotechnology GenPar III Advisors, LLC, which is the general partner of TPG Biotechnology GenPar III, L.P., which is the general partner of TPG Biotechnology Partners III, L.P., which is the general partner of TPG Biotechnology Partners III, L.P. ("TPG Biotech III"), which directly holds 10,000,000 shares of Common Stock ("Common Stock") of the Issuer and Warrants to Purchase Preferred Stock (the "Warrants").

4. The Warrant to purchase 259,756 shares of Series B Preferred Stock (now Common Stock) may be exercised in whole or in part at any time during the period commencing on September 6, 2013 and ending on September 6, 2023. The Warrant to purchase 305,595 shares of Series B Preferred Stock (now Common Stock) may be exercised in whole or in part at any time during the period commencing on December 19, 2014 and ending on December 18, 2024. The exercise price of the Warrants is approximately \$1.7259 per share of Common Stock.

5. Because of the relationship between the Reporting Persons and TPG Biotech III, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Biotech III. Each of TPG Biotech III and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of TPG Biotech III's or such Reporting Person's pecuniary interest therein, if any.

6. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

## Remarks:

7. The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. 8. Gerald Neugebauer is signing on behalf of Mr. Winkelried pursuant to the authorization and designation letter dated October 12, 2020, which was previously filed with the Securities and Exchange Commission.

 /s/ Bradford Berenson,

 General Counsel, TPG GP

 A, LLC (7)

 /s/ Gerald Neugebauer on

 behalf of Jon Winkelried

 (7)(8)

 \*\* Signature of Reporting

 Person

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 5 (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.