

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* <u>Bealer Jennifer</u> (Last) (First) (Middle) C/O PROGYNY, INC. 1359 BROADWAY, 2ND FL (Street) NEW YORK NY 10018 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Progyny, Inc. [PGNY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>EVP, General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/01/2020		M		13,750	A	\$0.91	35,489	D	
Common Stock	05/01/2020		M		8,222	A	\$3.96	43,711	D	
Common Stock	05/01/2020		F		3,778	D	\$21.69	39,933	D	
Common Stock	05/04/2020		A		10,000 ⁽¹⁾	A	\$0.00	49,933	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					
Employee Stock Option (right to buy)	\$0.91	05/01/2020		M			13,750	(2)	11/09/2027	Common Stock 13,750	\$0.00	41,251 ⁽³⁾	D	
Employee Stock Option (right to buy)	\$3.96	05/01/2020		M			8,222	(4)	05/21/2029	Common Stock 8,222	\$0.00	22,138	D	

Explanation of Responses:

- Represents the number of shares of Issuer common stock underlying restricted stock units ("RSUs"). This was an one-time merit grant made pursuant to the Issuer's 2019 Equity Incentive Plan. Each RSU represents a contingent right to receive one share of Issuer common stock. One-fourth (1/4th) of the RSUs vest on October 25, 2020, and the remaining RSUs vest in equal quarterly installments thereafter through October 25, 2023, 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.
- This number reports the corrected number of shares subject to the Option after the partial exercises of the Option on October 24, 2019, October 30, 2019 and May 1, 2020.
- 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.

/s/ Jennifer Bealer 05/05/2020
 ** 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.