

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Progyny, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-2220139
(I.R.S. Employer
Identification Number)

1359 Broadway
New York, New York 10018
(212) 888-3124
(Address of Principal Executive Offices)
(Zip Code)

Progyny, Inc. 2019 Equity Incentive Plan
(Full title of the plan)

Jennifer Bealer
General Counsel
Progyny, Inc.
1359 Broadway
New York, New York 10018
(212) 888-3124
(Name and address of agent for service)
(Telephone number, including area code, of agent for service)

Copies to:
Nicole Brookshire
Alison Haggerty
Cooley LLP
55 Hudson Yards
New York, New York 10001
(212) 479-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	4,023,256 (2)	\$ 22.605 (3)	\$ 90,945,702	\$ 11,805

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the plan set forth herein by reason of any stock dividend, stock

split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's common stock.

- (2) Represents (i) an automatic annual increase equal to 4% of the total number of shares of the Registrant's common stock outstanding on December 31 of the preceding year, which annual increase is provided by the Registrant's 2019 Equity Incentive Plan (the "**2019 Plan**") plus (ii) 655,728 shares of the Registrant's common stock that have become available for issuance under the 2019 Plan as a result of the forfeiture, termination, expiration or repurchase of stock options or other stock awards that had been granted under the Registrant's 2017 Equity Incentive Plan (the "**2017 Plan**"), pursuant to the terms of the 2019 Plan.
 - (3) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on March 9, 2020.
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REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Progyny, Inc. (the “**Registrant**”) is filing this Registration Statement with the Securities and Exchange Commission (the “**Commission**”) to register 4,023,256 additional shares of its common stock under the 2019 Plan, pursuant to the provisions of the 2019 Plan providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2019 Plan on January 1, 2020 and that have become available for issuance under the 2019 Plan as a result of the forfeiture, termination, expiration or repurchase of stock options or other stock awards that had been granted under the 2017 Plan. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) [The contents of the Registrant’s Registration Statement on Form S-8 \(File No. 333-234342\), filed with the Commission on October 25, 2019.](#)
- (b) [The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on March 10, 2020.](#)
- (c) [The Registrant’s Current Report on Form 8-K, filed with the Commission on February 12, 2020.](#)

(d) The description of the Registrant’s common stock which is contained in a registration statement on [Form 8-A filed on October 22, 2019 \(File No. 001-39100\)](#) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendment or report filed for the purpose of updating such description.

(e) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
4.1	Amended and Restated Certificate of Incorporation of Progyny, Inc.	8-K	001-39100	3.1	October 29, 2019
4.2	Amended and Restated Bylaws of Progyny, Inc.	S-1/A	333-233965	3.3	September 27, 2019
4.3	Form of Registrant's Common Stock Certificate.	S-1/A	333-233965	4.1	October 15, 2019
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.				
23.2*	Consent of Cooley LLP (included in Exhibit 5.1).				
24.1*	Power of Attorney (included on the signature page of this Form S-8).				
99.1	Progyny, Inc. 2019 Equity Incentive Plan and forms of agreements thereunder.	S-1/A	333- 233965	10.4	October 15, 2019

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 10, 2020.

PROGYNY, INC.

By: /s/ David Schlanger
Name: David Schlanger
Title: Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Schlanger and Peter Anevski, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to sign any registration statement for the same offering covered by this registration statement that is to be effective on filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Schlanger</u> David Schlanger	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	March 10, 2020
<u>/s/ Peter Anevski</u> Peter Anevski	President, Chief Financial & Operating Officer (<i>Principal Financial and Accounting Officer</i>)	March 10, 2020
<u>/s/ Beth Seidenberg, M.D.</u> Beth Seidenberg, M.D.	Director	March 10, 2020
<u>/s/ Fred Cohen, M.D., D.Phil.</u> Fred Cohen, M.D., D.Phil.	Director	March 10, 2020
<u>/s/ Kevin Gordon</u> Kevin Gordon	Director	March 10, 2020
<u>/s/ Jeffrey Park</u> Jeffrey Park	Director	March 10, 2020
<u>/s/ Norman Payson, M.D.</u> Norman Payson, M.D.	Director	March 10, 2020
<u>/s/ Cheryl Scott</u> Cheryl Scott	Director	March 10, 2020



Alison A. Haggerty
+1 212 479 6596
ahaggerty@cooley.com

March 10, 2020

Progyny, Inc.
1359 Broadway
New York, NY 10018

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Progyny, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the U.S. Securities and Exchange Commission, covering the offering of up to 4,023,256 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share, issuable pursuant to the Company's 2019 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Plan and (d) originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

COOLEY LLP 55 HUDSON YARDS NEW YORK, NY 10001
T: (212) 479-6000 F: (212) 479-6275 COOLEY.COM



Progyny, Inc.
March 10, 2020
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Alison Haggerty
Alison Haggerty

COOLEY LLP 55 HUDSON YARDS NEW YORK, NY 10001
T: (212) 479-6000 F: (212) 479-6275 COOLEY.COM

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2019 Equity Incentive Plan of Progyny, Inc. of our report dated March 9, 2020, with respect to the consolidated financial statements of Progyny, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2019 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York

March 10, 2020
