SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

I I. Maine and Address of Reporting Feison				2. Issuer Name and Progyny, Inc.		ing Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
C/O PROGYNY, INC. 1359 BROADWAY, 2ND FL				3. Date of Earliest T 05/13/2020	iransaction (Me	nth/Day/Year)		Officer (give title below)		Other (specify pelow)		
			4	4. If Amendment, Date of Original Filed (Month/Day/Year)				6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) NEW YORK NY 10018			Form filed by One Reporting Person Form filed by More than One Reporting Person									
(City)	(State)	(Zip)										
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1 Title of Converts (Insta 2)				24 Deemed	2	4. Coordinate Approximated (A)		Amount of	a annahin	7 Neture of		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Date Execution Date,		action Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	05/13/2020		S ⁽¹⁾		738	D	\$24.31 ⁽²⁾	736,961	I	See Footnote ⁽³⁾
Common Stock	05/13/2020		S ⁽¹⁾		1,780	D	\$25.26 ⁽⁴⁾	735,181	I	See Footnote ⁽³⁾
Common Stock	05/13/2020		S ⁽¹⁾		3,089	D	\$26.26 ⁽⁵⁾	732,092	I	See Footnote ⁽³⁾
Common Stock	05/13/2020		S ⁽¹⁾		643	D	\$27.03 ⁽⁶⁾	731,449	I	See Footnote ⁽³⁾
Common Stock	05/13/2020		S ⁽¹⁾		738	D	\$24.31 ⁽²⁾	736,961	I	See Footnote ⁽⁷⁾
Common Stock	05/13/2020		S ⁽¹⁾		1,780	D	\$25.26 ⁽⁴⁾	735,181	I	See Footnote ⁽⁷⁾
Common Stock	05/13/2020		S ⁽¹⁾		3,089	D	\$26.26 ⁽⁵⁾	732,092	I	See Footnote ⁽⁷⁾
Common Stock	05/13/2020		S ⁽¹⁾		643	D	\$27.03 ⁽⁶⁾	731,449	I	See Footnote ⁽⁷⁾
Common Stock	05/13/2020		S ⁽¹⁾		592	D	\$24.31 ⁽²⁾	822,408	I	See Footnote ⁽⁸⁾
Common Stock	05/13/2020		S ⁽¹⁾		1,423	D	\$25.26 ⁽⁴⁾	820,985	I	See Footnote ⁽⁸⁾
Common Stock	05/13/2020		S ⁽¹⁾		2,471	D	\$26.26 ⁽⁵⁾	818,514	I	See Footnote ⁽⁸⁾
Common Stock	05/13/2020		S ⁽¹⁾		514	D	\$27.03 ⁽⁶⁾	818,000	I	See Footnote ⁽⁸⁾
Common Stock	05/14/2020		S ⁽¹⁾		3,824	D	\$24.42 ⁽⁹⁾	727,625	I	See Footnote ⁽³⁾
Common Stock	05/14/2020		S ⁽¹⁾		2,426	D	\$24.93(10)	725,199	I	See Footnote ⁽³⁾
Common Stock	05/14/2020		S ⁽¹⁾		3,824	D	\$24.42 ⁽⁹⁾	727,625	I	See Footnote ⁽⁷⁾
Common Stock	05/14/2020		S ⁽¹⁾		2,426	D	\$24.93(10)	725,199	I	See Footnote ⁽⁷⁾
Common Stock	05/14/2020		S ⁽¹⁾		2,752	D	\$24.42 ⁽⁹⁾	815,248	I	See Footnote ⁽⁸⁾
Common Stock	05/14/2020		S ⁽¹⁾		1,748	D	\$24.93(10)	813,500	I	See Footnote ⁽⁸⁾
Common Stock								522,446	D	

	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Se	ecurity (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(1150.4)
Common S	itock								122,493	Ι	See Footnote ⁽¹¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 7. Title and Amount of 3A. Deemed Execution Date, 6. Date Exercisable and 10. Ownership 1. Title of 3. Transaction 5. Number 8. Price of 9. Number of 11. Nature Expiration Date (Month/Day/Year) Derivative Conversion Date (Month/Day/Year) Transaction Derivative derivative of Indirect if any (Month/Day/Year) Derivative Security or Exercise Code (Instr. Securities Security Securities Form: Beneficial 8) (Instr. 3) Price of Securities Underlying (Instr. 5) Beneficially Direct (D) Ownership or Indirect (I) (Instr. 4) (Instr. 4) Derivative Acquired Derivative Owned Following (A) or Disposed Security (Instr. 3 and 4) Security Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount or Number Expiration Date Date Exercisable of Shares Code v (A) (D) Title

Explanation of Responses:

1. Shares sold pursuant to a Rule 10b5-1 trading plan entered into on March 11, 2020.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.76 to \$24.73 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (4), (5), (6), (9) and (10).

3. The reportable securities are directly held by Melinda B. Payson and Robert L. Carson, Trustee of The Melinda B. Payson 2018 Grantor Retained Annuity Trust dated November 28, 2018 ("MBP GRAT"). The Reporting Person's spouse is a trustee of the MBP GRAT.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.81 to \$25.76 inclusive.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.81 to \$26.795 inclusive.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.81 to \$27.43 inclusive.

7. The reportable securities are directly held by Norman C. Payson and Robert L. Carson, Trustee of The Norman C. Payson 2018 Grantor Retained Annuity Trust dated November 28, 2018 ("NCP GRAT"). The Reporting Person is a trustee of the NCP GRAT.

8. The reportable securities are directly held by Norman C. Payson and Melinda B. Payson, Trustees of The Norman C. and Melinda B. Payson Revocable Trust ("NMP Trust").

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.73 to \$24.72 inclusive.

10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.74 to \$25.525 inclusive.

11. The reportable securities are directly held by EVO Eagle, LLC. The Reporting Person shares voting and dispositive power over the securities.

Remarks:

<u>/s/ Jennifer Bealer, Attorney-</u> <u>in-Fact</u> <u>05</u>

<u>y-</u> 05/15/2020

** 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.