

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001824161
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer Progyny, Inc.
SEC File Number 001-39100
Address of Issuer 1359 BROADWAY
2ND FLOOR
NEW YORK
NEW YORK
10018
Phone 212-888-3124
Name of Person for Whose Account the Securities are To Be Sold Livingston Mark S.

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Officer

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common	Fidelity Brokerage Services LLC 900 Salem Street Smithfield RI 02917	12610	461698.15	96499402	03/01/2024	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition	Name of Person from	Is this	Date Donor	Amount of Securities	Date of Payment	Nature of Payment *
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	Transaction	Whom Acquired	a Gift?	Acquired	Acquired	
Common	12/01/2023 Restricted Stock Vesting	Issuer	<input type="checkbox"/>	1553	12/01/2023	Compensation
Common	12/11/2023 Restricted Stock Vesting	Issuer	<input type="checkbox"/>	106	12/11/2023	Compensation
Common	02/26/2024 Restricted Stock Vesting	Issuer	<input type="checkbox"/>	213	02/26/2024	Compensation
Common	03/01/2024 Restricted Stock Vesting	Issuer	<input type="checkbox"/>	1128	03/01/2024	Compensation
Common	03/01/2024 Option Granted 06/04/2019	Issuer	<input type="checkbox"/>	9610	03/01/2024	Cash

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Mark Livingston 1359 Broadway New York NY 10018	Common	12/01/2023	25087	868538.00
Mark Livingston 1359 Broadway New York NY 10018	Common	01/02/2024	12368	452539.06
Mark Livingston 1359 Broadway New York NY 10018	Common	02/01/2024	12651	478767.33

144: Remarks and Signature

Remarks

Date of Notice 03/01/2024

Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1 08/07/2023

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature

/s/ Jennifer Ruchti, as a duly authorized representative of Fidelity Brokerage Services LLC, as attorney-in-fact for Mark Livingston

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)