

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 0001576145  
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  
New York  
NEW YORK  
10018  
Phone 212-888-3124  
Name of Person for Whose Account the Securities are To Be Sold David Schlanger

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 Affiliate

## 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	J.P. Morgan Securities LLC 390 Madison Avenue - 6th Floor New York NY 10017	260000	10075000	93836228	02/05/2024	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	02/05/2024 Option Exercise	Issuer	<input type="checkbox"/>	260000 02/05/2024 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
David Schlanger Care of Progyny Inc 1359 Broadway New York NY 10018	Common	12/14/2023	1063	39895.32
David Schlanger Care of Progyny Inc 1359 Broadway New York NY 10018	Common	12/20/2023	2906	108987.00
David Schlanger Care of Progyny Inc 1359 Broadway New York NY 10018	Common	12/21/2023	80000	3011951.68
David Schlanger Care of Progyny Inc 1359 Broadway New York NY 10018	Common	12/22/2023	80000	3048409.28
David Schlanger Care of Progyny Inc 1359 Broadway New York NY 10018	Common	12/26/2023	80000	3034756.80
David Schlanger Care of Progyny Inc 1359 Broadway New York NY 10018	Common	12/27/2023	76031	2863527.95
David Schlanger Care of Progyny Inc 1359 Broadway New York NY 10018	Common	01/02/2024	13998	526023.16
David Schlanger Care of Progyny Inc 1359 Broadway New York NY 10018	Common	01/08/2024	66002	2500287.43
David Schlanger Care of Progyny Inc 1359 Broadway New York NY 10018	Common	02/01/2024	30000	1148678.97
David Schlanger Care of Progyny Inc 1359 Broadway New York NY 10018	Common	02/02/2024	30000	1167453.54

## 144: Remarks and Signature

Remarks	The shares represented on this filing are for option exercises and same day sales the client may sell in the next 90 days.
Date of Notice	02/05/2024
Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1	06/23/2023

**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/ J.P. Morgan Securities LLC as agent and attorney-in-fact for David Schlanger
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**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**