FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

viasinington, D.O. 2004

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	0

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average b	urden									
hours per response:	0.5									

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

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

2. Issuer Name **and** Ticker or Trading Symbol

Anevski Peter					Pr	Progyny, Inc. [PGNY]								(Check all applicable) X Director 10% Owner						
(Last) (First) (Middle) C/O PROGYNY, INC. 1359 BROADWAY, 2ND FLOOR						Date (est Trans	saction (N	/Jonth	/Day/Year)		X Officer (give title Other (specify below) below) CHIEF EXECUTIVE OFFICER							
(Street) NEW YORK NY 10018					4.1	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting										ı				
(City)	City) (State) (Zip)														Person					
		Tab	le I - No	n-Deri	vativ	e Se	curit	ies Ac	quired	, Dis	sposed o	f, or Be	neficiall	y Owned						
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a		d (A) or r. 3, 4 and 5	Benefici Owned I	es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ect E	7. Nature of Indirect Beneficial Ownership				
									Code	v	Amount	(A) or (D)	Price	Reporte Transac (Instr. 3	tion(s)		(Instr. 4)		
Common Stock				02/28/2023					M		32,000	A	\$3.95	255	5,900	D				
Common	Stock			02/28/2023		23		S ⁽¹⁾		4,480	D	\$35.39	(2) 251	251,420						
Common	Stock			02/28	3/2023				S ⁽¹⁾		12,639	D	\$36.82	(3) 238	3,781	D				
Common	Stock			02/28/2023		3		S ⁽¹⁾		14,880	D	\$37.29	(4) 223	223,901						
Common Stock		02/28/2023)23		S ⁽¹⁾		1,120	D	\$35.39	130	130,718			See					
Common Stock		02/28/2023					S ⁽¹⁾		3,160	D	\$36.82	(3) 127	127,558			See Sootnote				
Common Stock		02/28/2023					S ⁽¹⁾		3,720	D	\$37.29	(4) 123	123,838			See				
Common Stock				03/01/2023					М		32,000	A	\$3.95	255	5,901	D				
Common Stock			03/01/2023					S ⁽¹⁾		10,640	D	\$36.86	(5) 245	5,261	D					
Common Stock				03/01/2023					S ⁽¹⁾		20,000	D	\$37.95	(6) 225	225,261					
Common Stock			03/01/2023					S ⁽¹⁾		1,360	D	\$38.46	(7) 223	223,901						
Common Stock		03/01/2023					S ⁽¹⁾		2,660	D	\$36.86	⁵⁾ 121,178		I	- 1	See Sootnote				
Common Stock			03/01/2023					S ⁽¹⁾		5,000	D	\$37.95	(6) 116	116,178		- 1	See			
Common	Stock			03/01/2023					S ⁽¹⁾		340	D	\$38.46	115,838		I	- 1	See		
		-	Table II -								osed of,			Owned		,		•		
1. Title of Derivative Security 1. Title of Conversion or Exercise Price of Derivative Security 2. Conversion Date (Month/Day/Year) 3. Transaction Date Execution if any (Month/Day/Year)		ned 4. Transaction Code (Ins		ction			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)	Derivative derivativ Security Securitie		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)					
					Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	Amount or Number of Shares							
Stock Option (Right to Buy)	\$3.95	02/28/2023			M			32,000	(8)		05/23/2029	Common Stock	32,000	\$0	1,224,5	15	.5 D			
Stock Option (Right to Buy)	\$3.95	03/01/2023			М			32,000	(8)		05/23/2029	Common Stock	32,000	\$0	1,192,5	15	D			

Explanation of Responses:

 $^{1. \} Shares \ sold \ pursuant \ to \ a \ Rule \ 10b5-1 \ trading \ plan \ entered \ into \ on \ July \ 5, \ 2022.$

^{2.} The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.82, 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 range set

forth in this footnote

- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.07 to \$37.07, 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 range set forth in this footnote.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.08 to \$37.71, 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 range set forth in this footnote.
- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.40 to \$37.39, 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 range set forth in this footnote.
- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.42 to \$38.41, 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 range set forth in this footnote.
- 7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.43 to \$38.56, 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 range set forth in this footnote.
- 8. One-fourth (1/4th) of the shares subject to the Option vested on May 23, 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.

Remarks:

/s/ Mark Livingston, Attorneyin-Fact 03/02/2023

** 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.