Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, I	D.C. 20549
---------------	------------

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Name and Address of Reporting Person*  Solving or Description					2. Issuer Name <b>and</b> Ticker or Trading Symbol Progyny, Inc. [ PGNY ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Schlanger David J						<i>0)</i> — <i>)</i>	,	- L	_ 1					X	Direc	tor		10% Ov	vner
(Last)	(F	irst) (N	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 04/03/2023						X	Office below	er (give title w)		Other (s below)	specify			
C/O PROGYNY, INC.					U <del>1</del> /U3/2U23										<b>Executive Chairman</b>				
1359 BROADWAY, 2ND FL					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Inc	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)														X	Form	filed by On	e Repo	rting Perso	on
NEW YORK NY 10018															Form filed by More than One Reporting Person				
(City)	(S	tate) (Z	Rule 10b5-1(c) Transaction Indication																
	Check this box to indicate that a transaction was made pursuar satisfy the affirmative defense conditions of Rule 10b5-1(c). Set																		
		Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired,	Dis	posed of	, or B	Bene	ficiall	y Own	ed			
1. Title of Security (Instr. 3)  2. Transact Date (Month/Day					y/Year) if any		Deemed cution Date, ny nth/Day/Year)				es Acquired (A) Of (D) (Instr. 3, 4				ies cially Following	Form:	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) (D)	or P	Price	Transa	Reported Fransaction(s) Instr. 3 and 4)			(Instr. 4)
Common Stock 04/03/2					2023				F <sup>(1)</sup>		2,681	D	9	\$32.12	73	3,487		D	
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
1. Title of Derivative Security (Instr. 3)	Title of 2. 3. Transaction 2. A. Deemed 2. 2. 3. Transaction 3. Security 2. 3. Transaction 2. 2. 3. Transaction 2. 3. Tr		4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable a Expiration Date (Month/Day/Year)		ite	7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		De Se (Ir	Price of erivative ecurity astr. 5)	9. Number derivative Securities Securities Owned Following Reported Transactio (Instr. 4)	y O F D o (I	O. Ownership Form: Direct (D) or Indirect () (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code V		(A)	(D)	Date Exercisable		Expiration Date	Title	Amo or Num of Shar	ber					

## **Explanation of Responses:**

1. Shares withheld for payment of withholding taxes upon the vesting of restricted stock units granted to the Reporting Person.

## Remarks:

/s/ Mark Livingston, Attorney-04/05/2023 in-Fact

\*\* 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.