SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <u>Progyny, Inc.</u> [PGNY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Payson Norman</u>			<u></u> []	X	Director	10% Owner			
					Officer (give title	Other (specify			
(Last)	ast) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 06/03/2020		below)	below)			
C/O PROGYN	IY, INC.		00,00,2020						
1250 PPOAD									
1359 BROADWAY, 2ND FL			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X	Form filed by One Re	porting Person			
NEW YORK	NY	10018			Form filed by More that Person	an One Reporting			
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(instr. 4)	
Common Stock	06/03/2020		S ⁽¹⁾		6,250	D	\$24.47(2)	693,949	I	See Footnote ⁽³⁾	
Common Stock	06/03/2020		S ⁽¹⁾		6,250	D	\$24.47(2)	693,949	Ι	See Footnote ⁽⁴⁾	
Common Stock	06/03/2020		S ⁽¹⁾		4,500	D	\$24.47(2)	791,000	Ι	See Footnote ⁽⁵⁾	
Common Stock	06/04/2020		S ⁽¹⁾		6,176	D	\$24.36 ⁽⁶⁾	687,773	Ι	See Footnote ⁽³⁾	
Common Stock	06/04/2020		S ⁽¹⁾		74	D	\$25.02 ⁽⁷⁾	687,699	Ι	See Footnote ⁽³⁾	
Common Stock	06/04/2020		S ⁽¹⁾		6,176	D	\$24.36(6)	687,773	I	See Footnote ⁽⁴⁾	
Common Stock	06/04/2020		S ⁽¹⁾		74	D	\$25.02 ⁽⁷⁾	687,699	I	See Footnote ⁽⁴⁾	
Common Stock	06/04/2020		S ⁽¹⁾		4,448	D	\$24.36 ⁽⁶⁾	786,552	I	See Footnote ⁽⁵⁾	
Common Stock	06/04/2020		S ⁽¹⁾		52	D	\$25.02 ⁽⁷⁾	786,500	I	See Footnote ⁽⁵⁾	
Common Stock								522,446	D		
Common Stock								122,493	I	See Footnote ⁽⁸⁾	

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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D (Insti	5. Number of Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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 \$24.11 to \$24.74 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), (6) and (7).

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 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.

5. 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").

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.935 to \$24.92 inclusive.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.04 inclusive.

8. 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>

06/05/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.