

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>Bealer Jennifer</u> (Last) (First) (Middle) C/O PROGYNY, INC. 1359 BROADWAY, 2ND FL (Street) NEW YORK NY 10018 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Progyny, Inc. [ PGNY ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, General Counsel</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/24/2020</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

**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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	08/24/2020		M		3,437	A	\$3.96	55,293	D	
Common Stock	08/24/2020		F		1,915	D	\$29.95	53,378	D	
Common Stock	08/24/2020		S <sup>(1)</sup>		1,522	D	\$29.97	51,856	D	
Common Stock	08/26/2020		M		6,875	A	\$0.91	58,731	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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	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
Employee Stock Option (right to buy)	\$3.96	08/24/2020		M			3,437	(2)	05/23/2029	Common Stock	3,437	\$0.00	113,439	D	
Employee Stock Option (right to buy)	\$0.91	08/26/2020		M			6,875	(3)	11/09/2027	Common Stock	6,875	\$0.00	34,376	D	

**Explanation of Responses:**

- Shares sold pursuant to a Rule 10b5-1 trading plan entered into on June 15, 2020.
- 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.
- One-fourth (1/4th) of the shares subject to the Option vested on October 30, 2018, 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/ Jennifer Bealer 08/26/2020  
 \*\* 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.

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