

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Payson Norman</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/13/2020		S ⁽¹⁾		738	D	\$24.31 ⁽²⁾	736,961	I	See Footnote ⁽³⁾
Common Stock	05/13/2020		S ⁽¹⁾		1,780	D	\$25.26 ⁽⁴⁾	735,181	I	See Footnote ⁽³⁾
Common Stock	05/13/2020		S ⁽¹⁾		3,089	D	\$26.26 ⁽⁵⁾	732,092	I	See Footnote ⁽³⁾
Common Stock	05/13/2020		S ⁽¹⁾		643	D	\$27.03 ⁽⁶⁾	731,449	I	See Footnote ⁽³⁾
Common Stock	05/13/2020		S ⁽¹⁾		738	D	\$24.31 ⁽²⁾	736,961	I	See Footnote ⁽⁷⁾
Common Stock	05/13/2020		S ⁽¹⁾		1,780	D	\$25.26 ⁽⁴⁾	735,181	I	See Footnote ⁽⁷⁾
Common Stock	05/13/2020		S ⁽¹⁾		3,089	D	\$26.26 ⁽⁵⁾	732,092	I	See Footnote ⁽⁷⁾
Common Stock	05/13/2020		S ⁽¹⁾		643	D	\$27.03 ⁽⁶⁾	731,449	I	See Footnote ⁽⁷⁾
Common Stock	05/13/2020		S ⁽¹⁾		592	D	\$24.31 ⁽²⁾	822,408	I	See Footnote ⁽⁸⁾
Common Stock	05/13/2020		S ⁽¹⁾		1,423	D	\$25.26 ⁽⁴⁾	820,985	I	See Footnote ⁽⁸⁾
Common Stock	05/13/2020		S ⁽¹⁾		2,471	D	\$26.26 ⁽⁵⁾	818,514	I	See Footnote ⁽⁸⁾
Common Stock	05/13/2020		S ⁽¹⁾		514	D	\$27.03 ⁽⁶⁾	818,000	I	See Footnote ⁽⁸⁾
Common Stock	05/14/2020		S ⁽¹⁾		3,824	D	\$24.42 ⁽⁹⁾	727,625	I	See Footnote ⁽³⁾
Common Stock	05/14/2020		S ⁽¹⁾		2,426	D	\$24.93 ⁽¹⁰⁾	725,199	I	See Footnote ⁽³⁾
Common Stock	05/14/2020		S ⁽¹⁾		3,824	D	\$24.42 ⁽⁹⁾	727,625	I	See Footnote ⁽⁷⁾
Common Stock	05/14/2020		S ⁽¹⁾		2,426	D	\$24.93 ⁽¹⁰⁾	725,199	I	See Footnote ⁽⁷⁾
Common Stock	05/14/2020		S ⁽¹⁾		2,752	D	\$24.42 ⁽⁹⁾	815,248	I	See Footnote ⁽⁸⁾
Common Stock	05/14/2020		S ⁽¹⁾		1,748	D	\$24.93 ⁽¹⁰⁾	813,500	I	See Footnote ⁽⁸⁾
Common Stock								522,446	D	

