

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>KLEINER PERKINS CAUFIELD & BYERS XIII, LLC</u>	2. Date of Event Requiring Statement (Month/Day/Year) 10/24/2019	3. Issuer Name and Ticker or Trading Symbol <u>Progyny, Inc. [PGNYS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 2750 SAND HILL ROAD			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(Street) MENLO PARK CA 94025			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	719,028	D ⁽¹⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series A Preferred Stock	(2)	(2)	Common Stock	6,149,084	(2)	D ⁽³⁾
Series B Preferred Stock	(2)	(2)	Common Stock	10,753,784	(2)	D ⁽⁴⁾
Series B Warrants (right to buy)	09/06/2013	09/06/2023	Series B Preferred Stock	242,248	1.73	D ⁽⁵⁾
Series B Warrants (right to buy)	12/19/2014	12/18/2024	Series B Preferred Stock	284,998	1.73	D ⁽⁶⁾

1. Name and Address of Reporting Person* <u>KLEINER PERKINS CAUFIELD & BYERS XIII, LLC</u>		
(Last)	(First)	(Middle)
2750 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of Reporting Person* <u>KPCB XIII Associates, LLC</u>		
(Last)	(First)	(Middle)
2750 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares are directly held by Kleiner Perkins Caufield & Byers XIII, LLC ("KPCB XIII"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is KPCB XIII Associates, LLC ("XIII Associates"). The voting and dispositive control over the shares is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 51,965 shares of Common Stock beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.

2. Each share of Series A Preferred Stock and Series B Preferred Stock is convertible at any time at the option of the holder, without payment of additional consideration, into Common Stock, on a one-for-one basis, has no expiration date and is expected to automatically convert into shares of Common Stock upon the closing of the Issuer's initial public offering.

3. The shares are directly held by KPCB XIII. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. The voting and dispositive control over the shares is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 444,401 shares of Series A Preferred Stock beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.

4. The shares are directly held by KPCB XIII. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. The voting and dispositive control over the shares is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 777,187 shares of Series B Preferred Stock beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.

5. The warrant to purchase shares of Series B Preferred Stock is directly held by KPCB XIII. The warrant to purchase shares of Series B Preferred Stock is held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. The voting and dispositive control over the warrant to purchase shares of Series B Preferred Stock is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 17,508 shares of Series B Preferred Stock underlying the warrant to purchase shares of Series B Preferred Stock beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such warrant.

6. The warrant to purchase shares of Series B Preferred Stock is directly held by KPCB XIII. The warrant to purchase shares of Series B Preferred Stock is held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XIII is XIII Associates. The voting and dispositive control over the warrant to purchase shares of Series B Preferred Stock is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 20,597 shares of Series B Preferred Stock underlying the warrant to purchase shares of Series B Preferred Stock beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such warrant.

Remarks:

XIII Associates and its respective managing directors and members disclaim beneficial ownership of these securities except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that any of them is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

[/s/ Susan Biglieri, Attorney-in-Fact for Kleiner Perkins Caufield & Byers XIII, LLC](#) [10/24/2019](#)

[/s/ Susan Biglieri, Attorney-in-Fact for KPCB XIII Associates, LLC](#) [10/24/2019](#)

** 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 5 (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.