

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>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) 11/05/2021	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/05/2021		S <sup>(1)</sup>		5,041	D	\$64.657	66,590	D	
Common Stock	11/05/2021		S <sup>(1)</sup>		1,700	D	\$65.104 <sup>(2)(3)</sup>	64,890	D	
Common Stock	11/05/2021		S <sup>(1)</sup>		2,157	D	\$66.277 <sup>(3)(4)</sup>	62,733	D	
Common Stock	11/05/2021		S <sup>(1)</sup>		981	D	\$67.094 <sup>(3)(5)</sup>	61,752	D	
Common Stock	11/05/2021		S <sup>(1)</sup>		211	D	\$68.058 <sup>(3)(6)</sup>	61,541	D	
Common Stock	11/08/2021		A		30,000 <sup>(7)</sup>	A	\$0	91,541	D	
Common Stock	11/08/2021		S <sup>(1)</sup>		3,463	D	\$64.605 <sup>(3)(8)</sup>	88,078	D	
Common Stock	11/08/2021		S <sup>(1)</sup>		11,499	D	\$65.66 <sup>(3)(9)</sup>	76,579	D	
Common Stock	11/08/2021		S <sup>(1)</sup>		6,963	D	\$66.554 <sup>(3)(10)</sup>	69,616	D	
Common Stock	11/08/2021		S <sup>(1)</sup>		200	D	\$67.165 <sup>(3)(11)</sup>	69,416	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)	\$66.66	11/08/2021		A		115,000		(12)	11/07/2031	Common Stock	115,000	\$0	115,000	D	

Explanation of Responses:

- Shares sold pursuant to a Rule 10b5-1 trading plan entered into on June 28, 2021.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.51 to \$65.47, 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 range set forth in footnotes (2), (4), (5), (6), (8), (9), (10) and (11).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.59 to \$66.55, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.60 to \$67.51, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.79 to \$68.32, inclusive.
- Represents the number of shares of Issuer common stock underlying restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Issuer common stock. One-fourth (1/4th) of the RSUs will vest on November 8, 2022 and the remainder of the shares will vest in equal quarterly installments thereafter through November 8, 2025, subject to the Reporting Person continuing to provide service through each such date.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.11 to \$65.04, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.13 to \$66.12, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.15 to \$67.12, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.16 to \$67.17, inclusive.
- One-fourth (1/4th) of the shares subject to the option will vest November 8, 2022 and the remainder of the shares will vest in equal quarterly installments thereafter through November 8, 2025, subject to the Reporting Person continuing to provide service through each such date.

/s/ Jennifer Bealer 11/09/2021  
 \*\* 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.

