

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Progyny, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

27-2220139

(I.R.S. Employer
Identification No.)

**1359 Broadway
New York, New York 10018
(212) 888-3124**

(Address of Principal Executive Offices)
(Zip Code)

**Progyny, Inc. 2019 Equity Incentive Plan
Progyny, Inc. 2019 Employee Stock Purchase Plan**
(Full title of the plan)

**Allison Swartz
General Counsel
Progyny, Inc.
1359 Broadway
New York, New York 10018
(212) 888-3124**

(Name and address of agent for service)
(Telephone number, including area code, of agent for service)

**Copies to:
Andrew P. Gilbert, Esq.
Rita Patel, Esq.
DLA Piper LLP (US)
1251 Avenue of the Americas
New York, NY 10020-1104
(212) 335-4500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Progyny, Inc. (the “*Registrant*”) is filing this Registration Statement with the U.S. Securities and Exchange Commission (the “*Commission*”) to register (i) 3,950,528 additional shares of its common stock under the Registrant’s 2019 Equity Incentive Plan, as amended (the “*2019 Plan*”), pursuant to the provisions of the 2019 Plan providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2019 Plan on January 1, 2024 and that have become available for issuance under the 2019 Plan as a result of the forfeiture, termination, expiration or repurchase of stock options or other stock awards or shares withheld or reacquired to satisfy the exercise price or tax withholding obligations associated with any award that had been granted under the Registrant’s 2017 Equity Incentive Plan, as amended, and (ii) 963,485 additional shares of its common stock under the Registrant’s 2019 Employee Stock Purchase Plan (the “*2019 ESPP*” and together with the 2019 Plan, the “*Plans*”), pursuant to the provisions of the 2019 ESPP providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2019 ESPP on January 1, 2024. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its common stock for issuance (i) under the Plans on a Registration Statement on Form S-8 filed with the Commission on October 25, 2019 (File No. [333-234342](#)), (ii) under the 2019 Plan on a Registration Statement on Form S-8 dated March 10, 2020 but deemed filed with the Commission on March 11, 2020 (File No. [333-237072](#)), (iii) under the Plans on a Registration Statement on Form S-8 filed with the Commission on March 2, 2021 (File No. [333-253787](#)), (iv) under the Plans on a Registration Statement on Form S-8 filed with the Commission on March 2, 2022 (File No. [333-263240](#)) and (v) under the Plans on a Registration Statement on Form S-8 filed with the Commission on March 1, 2023 (File No. [333-270198](#)). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above except as set forth below.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) [The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on February 29, 2024.](#)
- (b) The description of the Registrant’s common stock which is contained in a registration statement on [Form 8-A filed on October 22, 2019 \(File No. 001-39100\)](#) under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), including any amendment or report filed for the purpose of updating such description.
- (c) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8.

EXHIBITS

Exhibit Number	Description	Incorporated by Reference			Filing Date
		Schedule Form	File Number	Exhibit	
4.1	Amended and Restated Certificate of Incorporation of Progyny, Inc.	8-K	001-39100	3.1	October 31, 2019
4.2	Amended and Restated Bylaws of Progyny, Inc.	S-1/A	333-233965	3.4	September 27, 2019
4.3	Form of Registrant's Common Stock Certificate.	S-1/A	333-233965	4.1	October 15, 2019
5.1*	Opinion of DLA Piper LLP (US).				
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.				
23.2*	Consent of DLA Piper LLP (US) (included in Exhibit 5.1).				
24.1*	Power of Attorney (included on the signature page of this Form S-8).				
99.1	Progyny, Inc. 2017 Equity Incentive Plan and forms of agreements thereunder.	S-8	333-233965	99.2	October 25, 2019
99.2	Amendment No. 1 to the Progyny, Inc. 2017 Equity Incentive Plan.	10-K	001-39100	10.4	March 1, 2021
99.3	Progyny, Inc. 2019 Equity Incentive Plan and forms of agreements thereunder.	S-1/A	333- 233965	10.4	October 15, 2019
99.4	Amendment No. 1 to the Progyny, Inc. 2019 Equity Incentive Plan.	10-K	001-39100	10.6	March 1, 2021
99.5	Progyny, Inc. 2019 Employee Stock Purchase Plan.	S-1/A	333-233965	10.5	October 15, 2019
107*	Filing Fee Table.				
*	Filed herewith				

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 29, 2024.

PROGYNY, INC.

By: /s/ Peter Anevski

Name: Peter Anevski

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Peter Anevski and Mark Livingston, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to sign any registration statement for the same offering covered by this registration statement that is to be effective on filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits and schedules thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Peter Anevski Peter Anevski	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	February 29, 2024
/s/ Mark Livingston Mark Livingston	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	February 29, 2024
/s/ David Schlanger David Schlanger	Director	February 29, 2024
/s/ Beth Seidenberg, M.D. Beth Seidenberg, M.D.	Director	February 29, 2024
/s/ Fred Cohen, M.D., D.Phil. Fred Cohen, M.D., D.Phil.	Director	February 29, 2024
/s/ Kevin Gordon Kevin Gordon	Director	February 29, 2024
/s/ Roger Holstein Roger Holstein	Director	February 29, 2024
/s/ Lloyd Dean Lloyd Dean	Director	February 29, 2024
/s/ Jeffrey Park Jeffrey Park	Director	February 29, 2024
/s/ Norman Payson, M.D. Norman Payson, M.D.	Director	February 29, 2024
/s/ Cheryl Scott Cheryl Scott	Director	February 29, 2024

CALCULATION OF FILING FEE TABLE

FORM S-8

(Form Type)

PROGYNY, INC.

(Exact Name of Registrant as Specified in its Charter)

Table I: Newly Registered Securities

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
2019 Equity Incentive Plan	Equity	Common Stock, par value \$0.0001 per share	Rule 457(c) and 457(h)	3,950,528 ⁽²⁾	\$34.76 ⁽³⁾	\$137,320,353.28	\$147.60 per million dollars	\$20,268.48
2019 Employee Stock Purchase Plan	Equity	Common Stock, par value \$0.0001 per share	Rule 457(c) and 457(h)	963,485 ⁽⁴⁾	\$29.55 ⁽⁵⁾	\$28,470,981.75	\$147.60 per million dollars	\$4,202.32
Total Offering Amounts						\$165,791,335.03		\$24,470.80
Total Fee Offsets								\$—
Net Fee Due								\$24,470.80

(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (“Securities Act”), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the Progyny, Inc. 2019 Equity Incentive Plan, as amended (the “2019 Plan”), and the Progyny, Inc. 2019 Employee Stock Purchase Plan (the “2019 ESPP” and together with the 2019 Plan, the “Plans”) to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plans.

(2) Consists of (i) 3,853,940 shares of Progyny, Inc. (the “Registrant”)’s common stock that may become issuable under the 2019 Plan pursuant to an automatic annual increase equal to 4% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the preceding year, plus (ii) 96,588 shares of the Registrant’s common stock that have become available for issuance under the 2019 Plan as a result of the forfeiture, termination, expiration or repurchase of stock options or other stock awards or shares withheld or reacquired to satisfy the exercise price or tax withholding obligations associated with any award that had been granted under the Progyny, Inc. 2017 Equity Incentive Plan.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Select Market on February 28, 2024.

(4) Consists of 963,485 shares of the Registrant’s common stock that may become issuable under the 2019 ESPP pursuant to an automatic annual increase equal to 1% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the preceding year.

(5) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Select Market on February 28, 2024, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2019 ESPP.

DLA Piper LLP (US)
1251 Avenue of the Americas
New York, New York 10020
www.dlapiper.com
T: 212-335-4500
F: 212-335-4501

February 29, 2024

Progyny, Inc.
1359 Broadway
New York, NY 10018

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Progyny, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation of a Registration Statement on Form S-8 (the “*Registration Statement*”) pursuant to the Securities Act of 1933, as amended (the “*Securities Act*”). The Registration Statement relates to the registration of (i) 3,950,528 shares (the “*2019 Plan Shares*”) of common stock, \$0.0001 par value per share, of the Company, that may be issued pursuant to the Company’s 2019 Equity Incentive Plan, as amended (the “*2019 Plan*”), and (ii) 963,485 shares (the “*2019 ESPP Shares*”) and together with the 2019 Plan Shares, the “*Shares*”) of common stock, \$0.0001 par value per share, of the Company, that may be issued pursuant to the Company’s 2019 Employee Stock Purchase Plan (the “*2019 ESPP*”) and together with the 2019 Plan, the “*Plans*”), as referenced in the Registration Statement. In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of the Amended and Restated Certificate of Incorporation and the Amended and Restated By-laws of the Company and such other documents, records and other instruments as we have deemed appropriate for purposes of the opinion set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when and to the extent issued in accordance with the terms of the Plans and any award agreement entered into under the Plans, the Shares will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the Delaware General Corporation Law.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the U.S. Securities and Exchange Commission thereunder.

Very truly yours,

/s/ DLA Piper LLP (US)

DLA Piper LLP (US)

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Progyny, Inc. 2019 Equity Incentive Plan and the 2019 Employee Stock Purchase Plan of our reports dated February 29, 2024, with respect to the consolidated financial statements of Progyny, Inc. and the effectiveness of internal control over financial reporting of Progyny, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, NY

February 29, 2024