

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>SEIDENBERG BETH C</u> (Last) (First) (Middle) <u>C/O PROGYNY, INC.</u> <u>1359 BROADWAY, 2ND FLOOR</u> (Street) <u>NEW YORK NY 10018</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Progy, 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) <u>04/15/2021</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	04/15/2021		X		242,248	A	\$1.73	8,538,144	I	See footnote ⁽¹⁾⁽²⁾
Common Stock	04/15/2021		X		284,998	A	\$1.73	8,823,142	I	See footnote ⁽²⁾⁽³⁾
Common Stock	04/15/2021		S ⁽⁴⁾		8,328	D	\$50.32	8,814,814	I	See footnote ⁽²⁾⁽⁵⁾
Common Stock	04/15/2021		S ⁽⁶⁾		9,799	D	\$50.32	8,805,015	I	See footnote ⁽²⁾⁽⁷⁾
Common Stock								91,964	D	
Common Stock								87,141	I	See footnote ⁽⁸⁾

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
Common Stock Warrants (right to buy)	\$1.73	04/15/2021		X		242,248		09/06/2013	09/06/2023	Common Stock	242,248	\$0	0	I	See footnote ⁽²⁾⁽⁹⁾
Common Stock Warrants (right to buy)	\$1.73	04/15/2021		X		284,998		12/19/2014	12/18/2024	Common Stock	284,998	\$0	0	I	See footnote ⁽²⁾⁽¹⁰⁾

Explanation of Responses:

- 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 617,061 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.
- The Reporting Person is a partner of Kleiner Perkins Caufield & Byers. The Reporting Person disclaims beneficial ownership of the securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- 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 637,658 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.
- On April 15, 2021, KPCB XIII exercised a warrant to purchase 242,248 shares of the Issuer's Common Stock for \$1.73 per share. KPCB XIII paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 8,328 of the warrant shares to pay the exercise price and issuing to KPCB XIII the remaining 233,920 shares. Excludes 602 similarly withheld shares of Common Stock that were 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.
- 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 637,056 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.
- On April 15, 2021, KPCB XIII exercised a warrant to purchase 284,998 shares of the Issuer's Common Stock for \$1.73 per share. KPCB XIII paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 9,799 of the warrant shares to pay the exercise price and issuing to KPCB XIII the remaining 275,199 shares. Excludes 708 similarly withheld shares of Common Stock that were 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.
- 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 636,348 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.

8. The shares are directly held by Paul S. Vogel and Beth C. Seidenberg, Trustees of The Seidenberg/Vogel Revocable Trust u/a/d 03/06/03 amended and restated on 06/16/20 (the "Trust"). The Reporting Person is a trustee of the Trust.

9. The warrant is directly held by KPCB XIII. The warrant 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 is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 17,508 shares of Common Stock underlying the warrant 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.

10. The warrant is directly held by KPCB XIII. The warrant 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 is shared by individual managing directors of XIII Associates, none of whom has veto power. Excludes 20,597 shares of Common Stock underlying the warrant 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.

/s/ Jennifer Bealer, Attorney-in-
Fact 04/19/2021

** 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.

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