

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>SEIDENBERG BETH C</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>Progyny, Inc. [PGNYS]</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>10/24/2022</u>	
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	03/03/2022		G	V	22,999	D	\$0	10,094	D	
Common Stock	03/03/2022		G	V	22,999	A	\$0	227,906	I	See footnote ⁽¹⁾
Common Stock	10/24/2022		A		4,060 ⁽²⁾	A	\$0	14,154	D	
Common Stock								6,473,515	I	See footnote ⁽³⁾
Common Stock								227,906	I	See footnote ⁽¹⁾

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
Stock Option (Right to Buy)	\$38.22	10/24/2022		A		16,820		(4)	10/23/2032	Common Stock	16,820	\$0	16,820	D	
Stock Option (Right to Buy)	\$38.22	10/24/2022		A		1,898		(4)	10/23/2032	Common Stock	1,898	\$0 ⁽⁵⁾	1,898	D	

Explanation of Responses:

- The shares 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.
- 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. The RSUs shall vest on May 23, 2023, subject to the Reporting Person continuing to provide service through such date.
- 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 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 467,848 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 disclaims beneficial ownership of these 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 subject to the Option shall vest on May 23, 2023, subject to the Reporting Person continuing to provide service through such date.
- This option was issued to the Reporting Person in lieu of annual retainers for board and committee service. The shares underlying the option reflect the payment in full of the Reporting Person's annual retainers of \$37,749.66.

Remarks:

/s/ Mark Livingston, Attorney-in-Fact 10/26/2022

** 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.

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.