

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>SEIDENBERG BETH C</u> (Last) (First) (Middle) <u>C/O PROGYNY, INC.</u> <u>1359 BROADWAY, 2ND FL</u> (Street) <u>NEW YORK NY 10018</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/22/2021</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	01/11/2021		G	V	87,141	D	\$0.00	28,929	D	
Common Stock	01/11/2021		G	V	87,141	A	\$0.00	87,141	I	See footnote ⁽¹⁾
Common Stock	01/22/2021		J ⁽²⁾		1,398,900	D	\$0.00	8,295,896	I	See footnote ⁽³⁾
Common Stock	01/22/2021		J ⁽⁴⁾		522,904	A	\$0.00	579,348	I	See footnote ⁽⁵⁾
Common Stock	01/22/2021		J ⁽⁶⁾		489,038	D	\$0.00	90,310	I	See footnote ⁽⁵⁾
Common Stock	01/22/2021		J ⁽⁷⁾		13,158	A	\$0.00	42,087	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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)					

Explanation of Responses:

- 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.
- Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Kleiner Perkins Caufield & Byers XIII, LLC ("KPCB XIII") without consideration to its members (the "Fund Distribution"). Excludes 101,100 shares of Common Stock for which a change in the form of beneficial ownership for individuals and entities associated with Kleiner Perkins Caufield & Byers occurred.
- 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 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 599,533 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.
- Represents a change in the form of ownership as a result of the receipt by XIII Associates of shares in the Fund Distribution.
- Consists of shares of Common Stock of the Issuer held by XIII Associates. 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.
- Represents a pro-rata in-kind distribution of Common Stock of the Issuer by XIII Associates without consideration to its members.
- Represents a change in the form of ownership as a result of the receipt by the Reporting Person of shares in the Fund Distribution.

Remarks:

/s/ Jennifer Bealer, Attorney-in-Fact 01/26/2021

** 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.

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.

