

PROGYNY, INC.
Reported by
BEALER JENNIFER

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/27/21 for the Period Ending 07/23/21

Address 1359 BROADWAY
2ND FLOOR
NEW YORK, NY, 10018
Telephone 212-888-3124
CIK 0001551306
Symbol PGN
SIC Code 8090 - Services-Miscellaneous Health and Allied Services, Not Elsewhere Classified
Industry Managed Healthcare
Sector Healthcare
Fiscal Year 12/31

FORM 4

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

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * Bealer Jennifer (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 Progyny, Inc. [PGNY] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/23/2021</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, General Counsel 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	7/23/2021		M		4070	A	\$3.95	92718	D	
Common Stock	7/23/2021		F		2140	D	\$56.22	90578	D	
Common Stock	7/23/2021		S(1)		300	D	\$56.49	90278	D	
Common Stock	7/23/2021		S(1)		1630	D	\$56.38	88648	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$3.95	7/23/2021		M		633		(2)	5/21/2029	Common Stock	633	\$0	12650	D	
Employee Stock Option (right to buy)	\$3.95	7/23/2021		M		3437		(3)	5/23/2029	Common Stock	3437	\$0	75626	D	

Explanation of Responses:

- (1) Shares sold pursuant to a Rule 10b5-1 trading plan entered into on December 18, 2020.
- (2) One-fourth (1/4th) of the shares subject to the Option vested on March 20, 2020, and one thirty-sixth (1/36th) of the remaining shares subject to the Option vested or shall vest each month thereafter, subject to the Reporting Person continuing to provide service through each such date.
- (3) One-fourth (1/4th) of the shares subject to the Option vested on May 23, 2020, and one thirty-sixth (1/36th) of the remaining shares subject to the Option vested or shall vest each month thereafter, subject to the Reporting Person continuing to provide service through each such date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bealer Jennifer C/O PROGYNY, INC. 1359 BROADWAY, 2ND FL NEW YORK, NY 10018			EVP, General Counsel	

Signatures

/s/ Jennifer Bealer

7/27/2021

**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 control number.