

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

**FORM 144  
NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

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| <b>OMB APPROVAL</b>                                       |
| OMB Number: 3235-0101                                     |
| Expires: July 31, 2023                                    |
| Estimated average burden<br>hours per response ..... 1.00 |
| <b>SEC USE ONLY</b>                                       |
| DOCUMENT SEQUENCE NO.                                     |
| CUSIP NUMBER  |
| WORK LOCATION   |

|   |  |  |  |
|---|--|--|--|
| 1 (a) NAME OF ISSUER <i>(Please type or print)</i><br>Progyny, Inc.   |  | (b) IRS IDENT. NO.<br>27-2220139       | (c) S.E.C. FILE NO.<br>001-39100<br>ZIP CODE |
| 1 (d) ADDRESS OF ISSUER<br>1359 Broadway  |  | CITY<br>New York                       | STATE<br>NY 10018                            |
| 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD<br>Norman C. & Melinda B. Payson Revocable Trust |  | (b) RELATIONSHIP TO ISSUER<br>Director | (c) ADDRESS STREET<br>c/o 1359 Broadway      |
|   |  | CITY<br>New York                       | STATE<br>NY 10018                            |

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

| 3 (a)<br>Title of the Class of Securities To Be Sold | (b)<br>Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY              | (c)<br>Number of Shares or Other Units To Be Sold<br><i>(See instr. 3(c))</i> | (d)<br>Aggregate Market Value<br><i>(See instr. 3(d))</i> | (e)<br>Number of Shares or Other Units Outstanding<br><i>(See instr. 3(e))</i> | (f)<br>Approximate Date of Sale<br><i>(See instr. 3(f))</i><br>(MO. DAY YR.) | (g)<br>Name of Each Securities Exchange<br><i>(See instr. 3(g))</i> |
|--|---|---------------------------|---|---|--|--|---|
|  |   | Broker-Dealer File Number |   |   |  |  |   |
| Common Stock   | Goldman, Sachs & Co., LLC<br>200 West Street<br>New York, NY 10282  |                           | 92,646  | \$4,053,263   | 92,080,926   | 8/17/22  | NASDAQ  |
|  |   |                           |   |   |  |  |   |
|  |   |                           |   |   |  |  |   |

**INSTRUCTIONS:**

1. (a) Name of issuer  
(b) Issuer's I.R.S. Identification Number  
(c) Issuer's S.E.C. file number, if any  
(d) Issuer's address, including zip code  
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold  
(b) Name and address of each broker through whom the securities are intended to be sold  
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice  
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer  
(f) Approximate date on which the securities are to be sold  
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

**Potential persons who are to 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.**

**TABLE I — SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction               | Name of Person from Whom Acquired<br>(If gift, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|---|---|-------------------------------|-----------------|-------------------|
| Common stock       | 12/1/21           | Acquisition from issuer for a family investment | Issuer  | 92,646                        | NA              | NA                |

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
| See Attached Spreadsheet   |                          |              |                           |                |

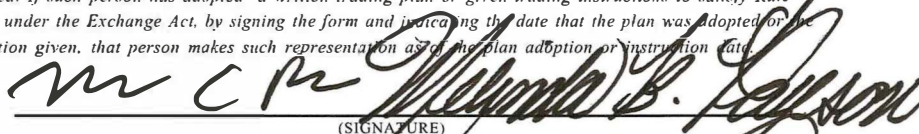
**REMARKS:** The sales of shares set forth herein are made in connection with a selling plan dated 03/11/2022, that is intended to comply with Rule 10b5-1(c).

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:** The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

8/17/22  
DATE OF NOTICE  
3/11/22  
DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10B5-1

  
(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

Norman C. & Melinda B. Payson Revocable Trust: Appendix A  
From 17-May-2022 To 17-Aug-2022

| Name and Address of Seller   | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Settlement Amount |
|--|--------------------------|--------------|---------------------------|-------------------|
| Norman & Melinda Payson Revocable Trust, c/o 1359 Broadway, New York, NY 10018 | Common Stock             | 4-Aug-22     | 6,618                     | 203,434.64        |
| Norman & Melinda Payson Revocable Trust, c/o 1359 Broadway, New York, NY 10018 | Common Stock             | 3-Aug-22     | 6,618                     | 213,248.24        |
| Norman & Melinda Payson Revocable Trust, c/o 1359 Broadway, New York, NY 10018 | Common Stock             | 21-Jul-22    | 6,618                     | 219,905.80        |
| Norman & Melinda Payson Revocable Trust, c/o 1359 Broadway, New York, NY 10018 | Common Stock             | 20-Jul-22    | 6,618                     | 220,721.11        |
| Norman & Melinda Payson Revocable Trust, c/o 1359 Broadway, New York, NY 10018 | Common Stock             | 7-Jul-22     | 6,618                     | 203,761.55        |
| Norman & Melinda Payson Revocable Trust, c/o 1359 Broadway, New York, NY 10018 | Common Stock             | 6-Jul-22     | 6,618                     | 194,057.14        |
| Norman & Melinda Payson Revocable Trust, c/o 1359 Broadway, New York, NY 10018 | Common Stock             | 23-Jun-22    | 6,618                     | 189,975.26        |
| Norman & Melinda Payson Revocable Trust, c/o 1359 Broadway, New York, NY 10018 | Common Stock             | 22-Jun-22    | 6,618                     | 180,657.98        |
| Norman & Melinda Payson Revocable Trust, c/o 1359 Broadway, New York, NY 10018 | Common Stock             | 9-Jun-22     | 6,618                     | 192,986.38        |
| Norman & Melinda Payson Revocable Trust, c/o 1359 Broadway, New York, NY 10018 | Common Stock             | 8-Jun-22     | 6,618                     | 200,631.97        |
| Norman & Melinda Payson Revocable Trust, c/o 1359 Broadway, New York, NY 10018 | Common Stock             | 26-May-22    | 6,618                     | 224,061.81        |
| Norman & Melinda Payson Revocable Trust, c/o 1359 Broadway, New York, NY 10018 | Common Stock             | 25-May-22    | 6,618                     | 212,024.60        |

The information contained in this report is provided at your request and as an accommodation to you in connection with your monitoring of investment activity. The materials provided are based upon information included in our records as well as information received from you and third parties. We do not represent that such information is accurate or complete and it should not be relied upon as such. Prices shown in the material do not necessarily reflect realizable values. If a historical time period is reflected above, Coupon Rate, Stated Maturity Date, Expected Maturity Date, S&P Rating and Moody's Rating, when provided, will still represent current information. The information does not constitute tax advice and you are urged to consult a tax advisor in connection with investment tax matters. In the event of any discrepancy between the information contained herein and the information contained in your monthly account statements, the latter shall govern. Positions shown are on a trade date, not settlement date, basis. Please immediately notify your PWM Professional of any discrepancies. Further information concerning the material may be obtained upon request.

Market values, positions, transactions and balances may include assets held away from Goldman, Sachs & Co. These include assets held by Goldman Sachs Financial Markets, L.P. ("GSFM Accounts"), which are listed above with your Goldman Sachs Accounts. Information on positions held away from Goldman, Sachs & Co. is provided for your convenience and/or at your request and is based on information provided by or through you. Goldman, Sachs & Co. has not verified and is not responsible to you for the accuracy of this information (in particular, the valuations reflected for these positions and the ability to sell them or obtain the stated values on sale). The protections afforded to you by GSFM differ from those afforded to you by GS&Co. With respect to collateral posted with GSFM (i) GSFM may repledge or otherwise use any collateral delivered to GSFM by Client in its business; (ii) in the event of GSFM's failure, Client will likely be considered an unsecured creditor of GSFM as to all such collateral then controlled by GSFM; (iii) the Securities Investor Protection Act of 1970 does not protect Client with respect to any such collateral deposited with GSFM; and (iv) such collateral will not be subject to the requirements of and customer protections afforded by the Securities and Exchange Commission customer protection rules and Rules 8c-1, 15c2-1, 15c3-2 and 15c3-3 under the Securities Exchange Act of 1934, as amended.