

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

OMB APPROVAL
OMB Number: 3235-0101
Expires: June 30, 2020
Estimated average burden
hours per response 1.00

SEC USE ONLY
DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

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.

1 (a) NAME OF ISSUER (Please type or print) Progyny, Inc.		(b) IRS IDENT. NO. 27-2220139	(c) S.E.C. FILE NO. 001-39100	WORK LOCATION	
1 (d) ADDRESS OF ISSUER		CITY	STATE	ZIP CODE	(e) TELEPHONE NO.
1359 Broadway		New York	NY	10018	AREA CODE 212 NUMBER 888-3124
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD Norman C. Payson 2018 Grantor Retained Annuity Trust		(b) RELATIONSHIP TO ISSUER Director	(c) ADDRESS STREET c/o 1359 Broadway		CITY New York STATE NY ZIP CODE 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) Title of the Class of Securities To Be Sold	(b) 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) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number					
Common Stock	Goldman, Sachs & Co., LLC 200 West Street New York, NY 10282		162,000	14,228,200	85,169,405	7/22/20	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 (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	11/3/17	Acquisition from Issuer for a family investment	Issuer	162,000	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 date 3/11/2020 that is intended to comply with Rule 10b5-1 (c). The representation below regarding the seller's knowledge of material information was true as of the date the selling plan was entered into.

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 (c) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

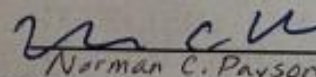
ATTENTION: The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not 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.

7/22/20

DATE OF NOTICE

3/11/20

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10b5-1



Norman C. Payson

(SIGNATURE)

Robert L. Carson

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 Payson GRAT Appendix A
From 22-Apr-2020 To 22-Jul-2020

Account Name	Transaction Type	Transaction Date	Quantity	Symbol	Trade Price	Settlement Amount
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	16-Jul-20	6,000	PGNY	25.7419	154,147.98
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	15-Jul-20	6,000	PGNY	25.4746	152,544.22
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	9-Jul-20	6,000	PGNY	25.7367	154,116.78
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	8-Jul-20	6,000	PGNY	25.7874	154,420.98
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	1-Jul-20	6,000	PGNY	26.1001	156,297.13
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	30-Jun-20	6,000	PGNY	25.5553	153,028.41
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	25-Jun-20	6,000	PGNY	25.5574	153,041.01
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	24-Jun-20	6,000	PGNY	25.6497	153,594.79
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	18-Jun-20	6,000	PGNY	22.8999	137,096.36
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	17-Jun-20	6,000	PGNY	22.839	136,730.97
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	11-Jun-20	6,000	PGNY	22.6602	135,658.19
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	10-Jun-20	6,100	PGNY	24.7453	150,637.99
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	4-Jun-20	6,250	PGNY	24.3648	151,964.13
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	3-Jun-20	6,250	PGNY	24.4691	152,616.00
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	28-May-20	6,250	PGNY	24.7742	154,522.82
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	27-May-20	6,250	PGNY	24.2764	151,411.64
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	21-May-20	6,250	PGNY	25.0141	156,022.17
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	20-May-20	6,250	PGNY	25.5864	159,598.96
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	14-May-20	6,250	PGNY	24.6212	153,566.59
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	13-May-20	6,250	PGNY	25.8249	161,089.56
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	7-May-20	6,250	PGNY	22.5384	140,549.38
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	6-May-20	6,250	PGNY	22.0966	137,788.19
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	30-Apr-20	6,250	PGNY	23.4218	146,070.51
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	29-Apr-20	6,250	PGNY	23.2433	144,954.91
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	23-Apr-20	6,250	PGNY	22.6494	141,243.12
Norman Payson 2018 GRAT, c/o 1359 Broadway, New York, NY 10018	Sale	22-Apr-20	6,250	PGNY	22.3487	139,363.79

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.