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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL OMB Number: 3235-0287

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Estimated average burden	

1. Name and Address of Reporting Person* Schoenberg Mark			2. Issuer Name and Ticker or Trading Symbol UroGen Pharma Ltd. [URGN]		tionship of Reporting Per all applicable) Director	rson(s) to Issuer 10% Owner
(Last) (First) (Middle) C/O UROGEN PHARMA LTD. 9 HA?TA?ASIYA STREET		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2019	x	Officer (give title below) Chief Medical	Other (specify below) Officer
(Street) RA?ANANA (City)	L3 (State)	4365007 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting 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)						5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Ordinary Shares	03/04/2019		М		1,042	A	(1)	6,329	D	
Ordinary Shares	03/06/2019		S		1,991 ⁽²⁾	D	\$37.3	4,338	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. Transa Code (8)		of		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	Amount or Number of Shares				
Restricted Stock Units (RSUs)	(1)	03/04/2019		М			1,042	(3)	(3)	Ordinary Shares	1,042	\$0.00	7,292	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer.

2. Represents shares sold to satisfy withholding tax obligations upon the settlement of restricted stock units.

3. On December 7, 2017, the reporting person was granted restricted stock units ("RSUs") representing 12,500 ordinary shares. 1/3rd of the RSUs vested on December 4, 2018, with the balance vesting in equal quarterly installments thereafter over a period of two years, with the issuance of the underlying shares for the March 4, 2019 installment delayed until March 5, 2019.

Remarks:

/s/ Peter Pfreundschuh, Attorney-in-Fact

03/07/2019

Date

** Signature of Reporting Person

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.