

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Schoenberg Mark</u>			2. Issuer Name and Ticker or Trading Symbol <u>UroGen Pharma Ltd. [URGN]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Medical Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2021</u>			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		
400 ALEXANDER PARK DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>PRINCETON NJ 08540</u>								
(City) (State) (Zip)								

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			
Ordinary Shares	01/31/2021		M		2,000	A	(1)	21,831	D	
Ordinary Shares	01/31/2021		S		1,076(2)	D	\$22.07	20,755	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	01/31/2021		M			2,000	(3)	(3)	Ordinary Shares	2,000	\$0.00	4,000	D	
Stock Option (right to buy)	\$22.07	01/31/2021		A		21,000		(4)	01/31/2031	Ordinary Shares	21,000	\$0.00	21,000	D	
Restricted Stock Units	(1)	01/31/2021		A		6,000		(5)	(5)	Ordinary Shares	6,000	\$0.00	6,000	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one ordinary share of the Issuer.
- Represents shares sold to satisfy withholding tax obligations upon the settlement of restricted stock units.
- The reporting person was granted restricted stock units ("RSUs") on January 31, 2020 representing 6,000 ordinary shares. 33.33% of the RSUs vested on January 31, 2021 and 8.33% of the remaining RSUs vest in equal quarterly installments thereafter.
- 1/3 of the shares underlying the stock options will vest on each of January 31, 2022, January 31, 2023 and January 31, 2024
- 1/3 of the shares underlying the restricted stock units will vest on each of January 31, 2022, January 31, 2023 and January 31, 2024

Remarks:

/s/ Jason Smith, Attorney-in-Fact 02/02/2021

** 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.