

| 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>Barrett Elizabeth A.</u> (Last) (First) (Middle) 400 ALEXANDER PARK DRIVE (Street) PRINCETON NJ 08540 (City) (State) (Zip) | 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) <u>Chief Executive Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2023 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 01/31/2023 | | M | | 5,000 | A | (1) | 313,358 | D | |
| Ordinary Shares | 01/31/2023 | | M | | 13,333 | A | (1) | 326,691 | 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) | 01/31/2023 | | M | | | 5,000 | (2) | (2) | Ordinary Shares | 5,000 | \$0 | 0 | D | |
| Restricted Stock Units | (1) | 01/31/2023 | | M | | | 13,333 | (3) | (3) | Ordinary Shares | 13,333 | \$0 | 13,334 | D | |
| Restricted Stock Units | (1) | 01/31/2023 | | A | | 75,000 | | (4) | (4) | Ordinary Shares | 75,000 | \$0 | 75,000 | D | |
| Employee Stock Option (right to buy) | \$10.39 | 01/31/2023 | | A | | 125,000 | | (5) | 01/31/2033 | Ordinary Shares | 125,000 | \$0 | 125,000 | D | |
| Performance Stock Units | (6) | 01/31/2023 ⁽⁸⁾ | | A | | 100,000 | | (7) | (7) | Ordinary Shares | 100,000 | \$0 | 100,000 | D | |

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one ordinary share of the Issuer.
- The reporting person was granted restricted stock units ("RSUs") on January 31, 2020 representing 15,000 ordinary shares. The RSUs vest in three equal annual installments from January 31, 2021.
- The reporting person was granted restricted stock units ("RSUs") on January 31, 2021 representing 40,000 ordinary shares. The RSUs vest in three equal annual installments from January 31, 2022.
- 1/3 of the shares underlying the restricted stock units will vest on each of January 31, 2024, January 31, 2025 and January 31, 2026.
- 1/3 of the shares underlying the stock options will vest on each of January 31, 2024, January 31, 2025 and January 31, 2026.
- Each performance stock unit ("PSU") represents a contingent right to receive one ordinary share of the Issuer.
- All shares underlying the performance stock units will vest upon achievement of a corporate milestone event.
- The performance stock units were approved by the Board of Directors of the Issuer on January 31, 2023. If the performance stock units are not ratified by the Issuer's shareholders at the Issuer's 2023 annual general meeting, the performance stock units will terminate.

/s/ Jason D. Smith, Attorney-in-Fact 02/02/2023

** 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.