

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Smith Jason Drew</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)  General Counsel
	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		833	A	(1)	13,009	D	
Ordinary Shares	01/31/2023		S		409 <sup>(2)</sup>	D	\$10.12	12,600	D	
Ordinary Shares	01/31/2023		M		2,500	A	(1)	15,100	D	
Ordinary Shares	01/31/2023		S		1,227 <sup>(2)</sup>	D	\$10.12	13,873	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			833	(3)	(3)	Ordinary Shares	833	\$0	834	D	
Restricted Stock Units	(1)	01/31/2023		M			2,500	(4)	(4)	Ordinary Shares	2,500	\$0	5,000	D	
Restricted Stock Units	(1)	01/31/2023		A			20,000	(5)	(5)	Ordinary Shares	20,000	\$0	20,000	D	
Employee Stock Option (right to buy)	\$10.39	01/31/2023		A			40,000	(6)	01/31/2033	Ordinary Shares	40,000	\$0	40,000	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 RSUs on January 31, 2021 representing 2,500 ordinary shares. The RSUs will vest in three equal annual installments from January 31, 2022.
- The reporting person was granted RSUs on January 31, 2022 representing 7,500 ordinary shares. The RSUs will vest in three equal annual installments from January 31, 2023.
- 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.

/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.

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