
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

UroGen Pharma Ltd.

(Exact name of registrant as specified in its charter)

State of Israel
(State of incorporation or organization)

Not Applicable
(I.R.S. Employer Identification No.)

9 Ha'Ta'asiya Street
Ra'anana 4365007
Israel
(Address of principal executive offices)

Not Applicable
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Ordinary Shares, par value NIS 0.01 per

Name of each exchange on which
each class is to be registered
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:

333-217201 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

Item 1. Description of Registrant's Securities to be Registered.

UroGen Pharma Ltd. (the "Registrant") hereby incorporates by reference (a) the description of its Ordinary Shares, par value NIS 0.01 per share, to be registered hereunder under the heading "Description of Share Capital" and (b) the information set forth under the heading "Taxation" in the Registrant's Registration Statement on Form F-1 (File No. 333-217201), initially filed with the Securities and Exchange Commission (the "Commission") on April 7, 2017 (the "Registration Statement"), and any prospectus that constitutes part of the Registration Statement and that is subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which information shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

UroGen Pharma Ltd.

Date: May 1, 2017

By: /s/ Gary Titus
Name: Gary Titus
Title: Chief Financial Officer