

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/>  <b>General Counsel</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2022	
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	01/31/2022		M		833	A	(1)	7,863	D	
Ordinary Shares	01/31/2022		S		414(2)	D	\$7.58	7,449	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)	01/31/2022		M			833	(3)	(3)	Ordinary Shares	833	\$0.00	1,667	D	
Restricted Stock Units	(1)	01/31/2022		A		7,500		(4)	(4)	Ordinary Shares	7,500	\$0.00	7,500	D	
Stock Option (right to buy)	\$7.72	01/31/2022		A		30,000		(5)	01/31/2032	Ordinary Shares	30,000	\$0.00	30,000	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.
- 1/3 of the shares underlying the restricted stock units will vest on each of January 31, 2023, January 31, 2024 and January 31, 2025.
- 1/3 of the shares underlying the stock options will vest on each of January 31, 2023, January 31, 2024 and January 31, 2025.

**Remarks:**

/s/ Jason D. Smith, Attorney-in-Fact 02/01/2022

\*\* 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.