

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

UroGen Pharma Ltd.

(Name of Issuer)

Ordinary Shares, par value NIS 0.01 per share

(Title of Class of Securities)

M96088105

(CUSIP Number)

12/31/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. M96088105

	Names of Reporting Persons
1	The Toronto-Dominion Bank Check the appropriate box if a member of a Group (see instructions)
2	☐ (a) ☐ (b)
3	Sec Use Only
	Citizenship or Place of Organization
4	CANADA (FEDERAL LEVEL)

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	2,302,334.00	
	6	Shared Voting Power
	0.00	
	7	Sole Dispositive Power
	2,302,334.00	
	8	Shared Dispositive Power
	0.00	
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	2,302,334.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	
	☐	
11	Percent of class represented by amount in row (9)	
	4.9 %	
12	Type of Reporting Person (See Instructions)	
	FI	

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

UroGen Pharma Ltd.

Address of issuer's principal executive offices:

(b)

9 HA'TA'ASIYA ST, RA'ANANA, ISRAEL 4365007

Item 2.

Name of person filing:

(a)

The Toronto-Dominion Bank

Address or principal business office or, if none, residence:

(b)

66 Wellington Street West 12th Floor TD Tower Toronto, Ontario, Canada M5K 1A2

Citizenship:

(c)

The Toronto-Dominion Bank - CANADA (FEDERAL LEVEL)

Title of class of securities:

(d)

Ordinary Shares, par value NIS 0.01 per share

CUSIP No.:

(e)

M96088105

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)

☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)

☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f)

☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g)

☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☒ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Bank

Item 4. Ownership

Amount beneficially owned:

(a) 2,302,334

Percent of class:

(b) 4.9 %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

The Toronto-Dominion Bank - 2,302,334

(ii) Shared power to vote or to direct the vote:

The Toronto-Dominion Bank - 0

(iii) Sole power to dispose or to direct the disposition of:

The Toronto-Dominion Bank - 2,302,334

(iv) Shared power to dispose or to direct the disposition of:

The Toronto-Dominion Bank - 0

Item 5. Ownership of 5 Percent or Less of a Class.

☒ Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

The Toronto-Dominion Bank

Signature: Christina Petrou

Name/Title: Christina Petrou / Executive Vice President & Chief Operating Officer

Date: 02/13/2026

