FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB APPROVAL								
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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

Name and Address of Reporting Person* Barrett Elizabeth A.			2. Issuer Name and Ticker or Trading Symbol UroGen Pharma Ltd. [URGN]									Relationship of Reporting Person(s) to Issuer (Check all applicable)							
															10	6 Owner			
/Fi	ret) (1	Middlo)									4								
													Chief Executive Officer			er			
C/O UROGEN PHARMA LTD.				11/21/2019															
K AVENUE																			
(Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
IRK														'					
NY	<i>r</i> 1	0022														•			
																	e man One F	eporting	
(St	ate) (2	Zip)																	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date			Date	ate lonth/Day/Year) i		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)					4 and S		ies cially Following	Form: Direc	Indirect Beneficia Ownershi	Beneficial Ownership	
								Code	v	Amount		(A) or (D)	Price	т	ransa	ction(s)		(Instr. 4)	
Ordinary Shares			11/21	/21/2019				P		7,530 A		\$2	8 16,548		5,548	D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		Date,	Transaction Code (Instr. 8)		of Deriv Secu Acqu (A) o Dispo of (D) (Instr	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)			Amou or Numb		Deriva Secur	Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indired Beneficia Ownersh ct (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Conversion or Exercise Price of Derivative	(First) (IOGEN PHARMA LTD. K AVENUE ORK NY 1 (State) (ACCOUNTY OF TABLE	(First) (Middle) OGEN PHARMA LTD. K AVENUE ORK NY 10022 (State) (Zip) Table I - Nor Security (Instr. 3) Shares Table II - L Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) Or Security (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (GEN PHARMA LTD. (K AVENUE (State) (Zip) Table I - Non-Derivation (e.g., pt. Conversion or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Conversion or Exercise Price of Derivative Security Security	Elizabeth A. (First) (Middle) 3. Date of 11/21/20 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls of 2. Transaction Date (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls of 2. Transaction Date (Month/Day/Year) Shares 3. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative Security (Month/Day/Year) A. Transaction Code (Instr. 8)	Elizabeth A. (First) (Middle) GEN PHARMA LTD. K AVENUE Table I - Non-Derivative Securities (Month/Day/Year) Fecurity (Instr. 3) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Shares Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)	Conversion or Exercise Price of Derivative Security Scurity	UroGen Pharma Ltd.	Code Pharma Ltd. UroGen Pharma Ltd.	Commerciant Conversion Co	Comparison of Control of Contro	(First) (Middle) (GEN PHARMA LTD. (K AVENUE Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year) (State) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Shares Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired (D) (Instr. 3) Table II - Derivative Securities Acquired (D) (Instr. 3) Table II - Derivative Securities Acquired (D) (Instr. 3) Table II - Derivative Securities Acquired (D) (Instr. 3) Table II - Derivative Securities Acquired (Conversion Con	Urogen Pharma Ltd. [Urgn] Check a X	UroGen Pharma Ltd. [URGN] Check all apploating points	Check all applicable Director Check all applicable Director Chief Executive Chief Executiv	Conversion Con	Elizabeth A. UroGen Pharma Ltd. [URGN] Check all applicable) Check all applicable Check all applicable

Explanation of Responses:

Remarks:

/s/ Peter Pfreundschuh, 11/22/2019 Attorney-in-Fact

** 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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