

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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).

1. Name and Address of Reporting Person* <u>Schoenberg Mark</u>			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) _____ <b>Chief Medical Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
400 ALEXANDER PARK DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	PRINCETON	NJ	08540					
(City)	(State)	(Zip)						

**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		500	A	(1)	22,595	D	
Ordinary Shares	01/31/2022		S		275(2)	D	\$7.58	22,320	D	
Ordinary Shares	01/31/2022		M		2,000	A	(1)	24,320	D	
Ordinary Shares	01/31/2022		S		1,099(2)	D	\$7.58	23,221	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	Amount or Number of Shares				
Restricted Stock Units	(1)	01/31/2022		M			500	(3)	(3)	Ordinary Shares	500	\$0.00	2,000	D	
Stock Option (right to buy)	\$7.72	01/31/2022		A		12,064		(4)	01/31/2032	Ordinary Shares	12,064	\$0.00	12,064	D	
Restricted Stock Units	(1)	01/31/2022		A		4,000		(5)	(5)	Ordinary Shares	0	\$0.00	4,000	D	
Restricted Stock	(1)	01/31/2022		M			2,000	(6)	(6)	Ordinary Shares	2,000	\$0.00	4,000	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 restricted stock units ("RSUs") on January 31, 2020 representing 6,000 ordinary shares. 33.33% of the RSUs vested on January 31, 2021 and 8.33% of the remaining RSUs vest in equal quarterly installments thereafter.
- 1/3 of the shares underlying the stock options will vest on each of January 31, 2023, January 31, 2024 and January 31, 2025
- 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
- The reporting person was granted RSUs on January 31, 2021 representing 6,000 ordinary shares. The RSUs will vest in three equal annual installments from January 31, 2022.

**Remarks:**

/s/ Jason 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.