

OMB APPROVAL	
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**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

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>Barrett Elizabeth A.</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)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O UROGEN PHARMA LTD. 400 ALEXANDER PARK			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/14/2020</u>					
(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	02/03/2020 <sup>(1)</sup>		M		8,807	A	(2)	131,043	D	
Ordinary Shares	03/03/2020 <sup>(1)</sup>		M		8,807	A	(2)	139,850	D	
Ordinary Shares	04/03/2020 <sup>(1)</sup>		M		8,807	A	(2)	148,657	D	
Ordinary Shares	05/03/2020 <sup>(1)</sup>		M		8,808	A	(2)	157,465	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)				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	(2)	02/03/2020 <sup>(1)</sup>		M			8,807	(3)	(3)	Ordinary Shares	8,807	\$0.00	202,570	D	
Restricted Stock Units	(2)	03/03/2020 <sup>(1)</sup>		M			8,807	(3)	(3)	Ordinary Shares	8,807	\$0.00	193,763	D	
Restricted Stock Units	(2)	04/03/2020 <sup>(1)</sup>		M			8,807	(3)	(3)	Ordinary Shares	8,807	\$0.00	198,956	D	
Restricted Stock Units	(2)	05/03/2020 <sup>(1)</sup>		M			8,808	(3)	(3)	Ordinary Shares	8,808	\$0.00	176,148	D	

**Explanation of Responses:**

- On May 14, 2020, the reporting person filed a Form 4 that inadvertently reported that a total of 35,229 shares vested on May 3, 2020. In fact, the shares vested monthly from February 3, 2020.
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- On January 3, 2019, the reporting person was granted restricted stock units ("RSUs") representing 317,065 ordinary shares. 1/3rd of the RSUs vested on January 3, 2020, with the balance vesting in equal monthly installments thereafter over a period of three years.

**Remarks:**

/s/ Jason Smith, Attorney-in-Fact 07/06/2021

\*\* 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.