UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed b	y the Registr	Filed by a Party other than the Registrant \square				
Check	the appropria	ate box:				
	Prelimi	nary Proxy Statement				
	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))					
	Definitive Proxy Statement					
\times	Definitive Additional Materials					
	Soliciting Material under §240.14a-12					
		UROGEN PHARMA LTD.				
		(Name of Registrant as Specified In Its Charter)				
		(Name of Person(s) Filing Proxy Statement, if other than the Registrant)				
Paymen	nt of Filing F	Fee (Check the appropriate box):				
\boxtimes	No fee required.					
	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.					
	(1)	Title of each class of securities to which transaction applies:				
	(2)	Aggregate number of securities to which transaction applies:				
	(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):				
	(4)	Proposed maximum aggregate value of transaction:				
	(5)	Total fee paid:				
	Fee paid	Fee paid previously with preliminary materials.				
	Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.					
	(1)	Amount Previously Paid:				
	(2)	Form, Schedule or Registration Statement No.:				
	(3)	Filing Party:				
	(4)	Date Filed:				





UroGen VOTE

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MR A SAMPLE DESIGNATION (IF ANY) ADD 1 ADD 2

ADD 3 ADD 4 ADD 5

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Your vote matters - here's how to vote!

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You may vote online instead of mailing this card.

Go to www.investorvote.com/URGN or scan the QR code - login details are located in the shaded bar below.

Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada



Save paper, time and money! Sign up for electronic delivery at www.investorvote.com/URGN

Annual Shareholders Meeting Proxy Card

Using a <u>black ink</u> pen, mark your votes with an X as shown in this example.

Please do not write outside the designated areas.

(1234 5678 9012 345)

▼ IF VOTING BY MAIL. SIGN. DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals – The Board of Directors recommend	is a vote <u>FOR</u> the nominees a	nd FOR Proposals 2, 3 and 4.	
1. To elect to the Board of Directors the following eight nomin	ees presented by the Board:		+
01 - Arie Belldegrun	02 - Elizabeth Barrett	For Withhold 03 - Cynthia M. Butitta	For Withhold
04 - Fred E. Cohen	05 - Kathryn E. Falberg	06 - Stuart Holden	
07 - Ran Nussbaum	08 - Shawn C. Tomasello		
To approve an amendment to the Company's 2017 Equity Incentive Plan to increase the number of ordinary shares authorized for issuance under the plan by 400,000 shares.	For Against Abstain	To approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's proxy statement for the annual meeting.	For Against Abstain
To approve the engagement of PricewaterhouseCoopers LLP, independent registered public accounting firm, as the Compa auditor until the Company's 2022 annual meeting of sharehol	ny's		



The 2021 Annual Meeting of Shareholders of UroGen Pharma Ltd. will be held on June 7, 2021 at 10:00am ET, virtually via the internet at www.meetingcenter.io/250586249.

To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.

The password for this meeting is - URGN2021.



Small steps make an impact.





▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy - UroGen Pharma Ltd.



Notice of 2021 Annual Meeting of Shareholders – June 7, 2021

Elizabeth Barrett or Molly Henderson are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Shareholders Meeting of UroGen Pharma Ltd. to be held virtually at www.meetingcenter.io/250586249 on June 7, 2021 at 10:00 am ET, in accordance with the following instructions: in my capacity as a shareholder of the Company, I have indicated below my consent or objection to the adoption of the proposed resolutions put to vote at such meeting, and I hereby instruct the proxy appointed above to vote all shares, as follows:

If not otherwise specified by the undersigned shareholder, the shares represented by this Proxy will be voted "FOR" each nominee in Proposal 1 and "FOR" Proposals 2 - 4.

Shares represented by this proxy will be voted by the shareholder. If no such directions are indicated, the Proxies will have authority to vote FOR the nominees and FOR Proposals 2.3 and 4.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side.)

Please sign exactly as name(s) appears hereon. Joint owners Date (mm/dd/yyyy) — Please print date below.		as attorney, executor, administrator, or keep signature within the box.	orporate officer, trustee, guardian, or custodi Signature 2 – Please keep signature		
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/ /	- 11				
C Non-Voting Items					
Change of Address – Please print new address below.		Comments – Please print your comments below.			
Change of Address — Please print new address below.		Comments – Please print yo	ur comments below.		
		- 11			

