SEC For	m 4 FORM	4	UNITE) STA	TES	S SE	CUR	ITIE	ES AND	ЕХСНА	NGE C	оммі	SSION			
				Washington, D.C. 20549										OMB APPROVAL		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).					EMENT OF CHANGES IN BENEFICIAL OWNERSHI 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 Number: 3235-0287 Estimated average burden hours per response: 0.5		
1. Name and Address of Reporting Person* Smith Jason Drew					2.1	2. Issuer Name and Ticker or Trading Symbol <u>UroGen Pharma Ltd.</u> [URGN]							eck all applic Directo	cable)	, 10% O	
	(Fi OGEN PHA XANDER			3. Date of Earliest Transaction (Month/Day/Year) 10/01/2020 X bel									, j			
(Street) PRINCETON NJ 08540						4. If Amendment, Date of Original Filed (Month/Day/Year) 09/10/2020 X Form filed by One Report Form filed by More than Person								porting Persor	1	
(City)	(St	ate)	(Zip)													
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
1. Title of Security (Instr. 3) Date (Month/D						Execution Date,			Code (Instr. 5)				Benefici Owned F	es For ially (D) Following (I) (I	rm: Direct) or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership
									Code V	Amount	(A) or (D)	Price	Reported Transact (Instr. 3	tion(s)	ľ	Instr. 4)
	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. Deeme Execution if any (Month/Day	Date,	4. Transa Code (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				
Employee Stock Option (right to buy)	\$19.66	10/01/2020 ⁽¹⁾			A		60,000		(2)	09/30/2030	Ordinary Shares	60,000	\$0.00	60,000	D	
Restricted Stock Unit	(3)	10/01/2020 ⁽¹⁾			A		25,000		(4)	(4)	Ordinary Shares	25,000	\$0.00	25,000	D	

Explanation of Responses:

1. The stock options and restricted stock units represented on the original Form 4 were not granted to the reporting person until October 1, 2020, following approval by the Issuer's Compensation Committee on that date.

2. 1/3 of the shares underlying the stock option will vest on each of August 31, 2021, August 31, 2022 and August 31, 2023.

3. Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer.

4. 1/3 of the shares underlying the restricted stock units will vest on each of August 31, 2021, August 31, 2022 and August 31, 2023.

Remarks:

/s/ Jason D. Smith

** Signature of Reporting Person

<u>10/02/2020</u> 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.