As filed with the Securities and Exchange Commission on November 4, 2026

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

UroGen Pharma Ltd.

(Exact name of registrant as specified in its charter)

State of Israel **(State or other jurisdiction of incorporation or organization)**	**98-1460746** **(I.R.S. Employer Identification No.)**
400 Alexander Park Drive, 4th Floor **Princeton, New Jersey** **(Address of Principal Executive Offices)**	**08540** **(Zip Code)**

2017 Equity Incentive Plan
2019 Inducement Plan
(Full titles of the plans)

UroGen Pharma Ltd.
Jason Smith
General Counsel
400 Alexander Park Drive, 4th Floor
Princeton, New Jersey 08540
Telephone: +1 (646) 768-9780
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Charles J. Bair
Asa M. Henin
Cooley LLP
10265 Science Center Drive
San Diego, California 92121
+1 (858) 550-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

INCORPORATION BY REFERENCE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plans are effective. The Registrant previously registered its Ordinary Shares for issuance under the Registrant's (i) 2017 Equity Incentive Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on June 27, 2017 (File No. 333-218992), February 9, 2018 (File No. 333-222955), October 12, 2018 (File No. 333-227812), August 10, 2020 (File No. 333-243750), August 5, 2021 (File No. 333-258496), August 11, 2022 (File No. 333-266761), November 14, 2023 (File No. 333-275547), August 13, 2024 (File No. 333-281520) and November 6, 2025 (File No. 333-291325) and (ii) 2019 Inducement Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on June 7, 2019 (File No. 333-232034), March 21, 2022 (File No. 333-263729) and August 13, 2024 (File No. 333-281520). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

ITEM 8. EXHIBITS.

Exhibit Number	Description
4.1	Amended and Restated Articles of Association of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on June 23, 2026).
5.1	Opinion of Gornitzky & Co., Advocates, Israeli counsel to the Registrant, as to the validity of the Registrant's Ordinary Shares.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Gornitzky & Co., Advocates Reference is made to Exhibit 5.1.
24.1	Powers of Attorney. Reference is made to the signature page hereto.
99.1	UroGen Pharma Ltd. 2017 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on June 23, 2026).
99.2	UroGen Pharma Ltd. 2019 Inducement Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on November 4, 2026).
107	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on November 4, 2026.

UROGEN PHARMA LTD.

By: /s/ Elizabeth Barrett
Elizabeth Barrett
President and Chief Executive Officer

POWERS OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Elizabeth Barrett and Chris Degnan, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Elizabeth Barrett Elizabeth Barrett	President, Chief Executive Officer and Director *(Principal Executive Officer)*	November 4, 2026

/s/ Chris Degnan Chris Degnan	Chief Financial Officer *(Principal Financial and Accounting Officer)*	November 4, 2026
/s/ Arie Belldegrun Arie Belldegrun, M.D.	Chair	November 4, 2026
/s/ Cynthia Butitta Cynthia Butitta	Director	November 4, 2026
/s/ Leana S. Wen Leana S. Wen, M.D., M.Sc.	Director	November 4, 2026
/s/ Stuart Holden Stuart Holden, M.D.	Director	November 4, 2026
/s/ James Robinson Jr. James Robinson Jr.	Director	November 4, 2026
/s/ Daniel Wildman Daniel Wildman	Director	November 4, 2026

Calculation of Filing Fee Tables

S-8

UroGen Pharma Ltd.

Table 1: Newly Registered Securities ☐Not Applicable

		Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Newly Registered Securities									
Fees to be Paid	1	Equity	Ordinary Shares, par value NIS 0.01 per share, to be issued pursuant to future awards under the UroGen Pharma Ltd. 2017 Equity Incentive Plan	Other	1,000,000	$ 33.02	$ 33,020,000.00	0.0000870	$ 2,872.74
Fees to be Paid	2	Equity	Ordinary Shares, par value NIS 0.01 per share, to be issued pursuant to future awards under the UroGen Pharma Ltd. 2019 Inducement Plan	Other	600,000	$ 33.02	$ 19,812,000.00	0.0000870	$ 1,723.64
					Total Offering Amounts:		$ 52,832,000.00		$ 4,596.38
					Total Fees Previously Paid:				$ 0.00
					Total Fee Offsets:				$ 0.00
					Net Fee Due:				$ 4,596.38

Offering Note

1

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional ordinary shares ("Ordinary Shares") of UroGen Pharma Ltd. (the "Registrant") that become issuable under the Registrant's 2017 Equity Incentive Plan, as amended (the "2017 Plan") and the Registrant's 2019 Inducement Plan, as amended (the "Inducement Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction. The amount registered represents (i) Ordinary Shares authorized for issuance under the 2017 Plan pursuant to an amendment to such plan that was approved by the Registrant's shareholders on June 22, 2026 and (ii) Ordinary Shares authorized for issuance under the Inducement Plan pursuant to an amendment to such plan that was approved by the Registrant's Board of Directors on September 14, 2026. The Inducement Plan was approved by the Registrant's Board of Directors without shareholder approval pursuant to Nasdaq Listing Rule 5635(c)(4). The proposed maximum aggregate offering price per unit and the proposed maximum aggregate offering price for the 1,000,000 Ordinary Shares and 600,0000 Ordinary Shares reserved for future grant under the 2017 Plan and the Inducement Plan, respectively, are made pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act solely for the purpose of calculating the registration fee, and are based upon the average of the high and low prices of the Ordinary Shares on October 30, 2026, as reported on the Nasdaq Global Market.

2

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional ordinary shares ("Ordinary Shares") of UroGen Pharma Ltd. (the "Registrant") that become issuable under the Registrant's 2017 Equity Incentive Plan, as amended (the "2017 Plan") and the Registrant's 2019 Inducement Plan, as amended (the "Inducement Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction. The amount registered represents (i) Ordinary Shares authorized for issuance under the 2017 Plan pursuant to an amendment to such plan that was approved by the Registrant's shareholders on June 22, 2026 and (ii) Ordinary Shares authorized for issuance under the Inducement Plan pursuant to an amendment to such plan that was approved by the Registrant's Board of Directors on September 14, 2026. The Inducement Plan was approved by the Registrant's Board of Directors without shareholder approval pursuant to Nasdaq Listing Rule 5635(c)(4). The proposed maximum aggregate offering price per unit and the proposed maximum aggregate offering price for the 1,000,000 Ordinary Shares and 600,0000 Ordinary Shares reserved for future grant under the 2017 Plan and the Inducement Plan, respectively, are made pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act solely for the purpose of calculating the registration fee, and are based upon the average of the high and low prices of the Ordinary Shares on October 30, 2026, as reported on the Nasdaq Global Market.

Table 2: Fee Offset Claims and Sources ☑**Not Applicable**

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rules 457(b) and 0-11(a)(2)												
Fee Offset Claims	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fee Offset Sources	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Rule 457(p)												
Fee Offset Claims	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fee Offset Sources	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Exhibit 5.1



November 4, 2026

UroGen Pharma Ltd.
9 Ha'Ta'asiya Street
Raanana 4365007
Israel

Re: **Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as Israeli counsel to UroGen Pharma Ltd., an Israeli company (the "**Company**"), in connection with its preparation of a Registration Statement on Form S-8 (the "**Registration Statement**") under the United States Securities Act of 1933, as amended (the "**Securities Act**"), relating to the registration of (i) an additional 1,000,000 ordinary shares, NIS 0.01 par value per share, of the Company (the "**Ordinary Shares**" and such additional Ordinary Shares, the "**2017 Plan Shares**") which may be issued under the Company's 2017 Equity Incentive Plan (the "**2017 Plan**") and (ii) an additional 600,000 Ordinary Shares (the "**2019 Plan Shares**" and, together with the 2017 Plan Shares, the "**Plan Shares**") which may be issued under the Company's 2019 Inducement Plan (the "**2019 Plan**" and, together with the 2017 Plan, the "**Plans**").

In connection with this opinion letter, we have examined originals or copies, certified or otherwise identified to our satisfaction, of: (i) the form of the Registration Statement; (ii) a copy of the articles of association of the Company, as currently in effect; (iii) the Plans; (iv) resolutions of the board of directors of the Company and the shareholders of the Company; and (v) such other corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth. We have also made inquiries of such officers and representatives of the Company as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal competence and capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, and the authenticity of the originals of such latter documents and the due execution and delivery of all documents by parties where due execution and delivery are a prerequisite to the effectiveness thereof. We have further assumed that the documents or copies thereof examined by us are true, complete and up-to-date and have not been amended, supplemented, rescinded, terminated, superseded or otherwise modified and that each individual grant under the Plans that has been made prior to the date hereof or will be made after the date hereof was and will be duly authorized by all necessary corporate action. As to all questions of fact relevant to the matters set forth herein, we did not independently establish or verify such facts and we have relied, without independent investigation, upon statements, certificates or comparable documents of officers or representatives of the Company and of public officials. We have considered such questions of Israeli law as we have deemed necessary for the purpose of rendering the opinions set forth herein.

We have assumed that, at the time of issuance of any securities under the Plans, to the extent any such issuance (including any Plan Shares underlying any such securities) would exceed the maximum share capital of the Company currently authorized, the number of Ordinary Shares that the Company is authorized to issue shall have been increased in accordance with the Company's articles of association (as then in effect) and applicable law such that a sufficient number of Ordinary Shares are authorized and available for issuance under the Company's articles of association (as then in effect).

Based upon the foregoing and subject to the assumptions, limitations and qualifications stated in this opinion letter, we are of the opinion that the Plan Shares, when issued and paid for pursuant to the terms of the 2017 Plan or the 2019 Plan, as applicable, the terms of any agreements relating to such issuance and the terms of the awards with respect thereto, will be duly authorized, validly issued, fully paid and non-assessable.

Our opinions herein are subject to and may be limited by the effect of applicable liquidation, bankruptcy, insolvency, composition, corporate rehabilitation, reorganization, moratorium, fraudulent conveyance or other similar laws affecting the rights of creditors.

We are members of the Bar of the State of Israel, and we express no opinion as to any matter relating to the laws of any jurisdiction other than the laws of Israel and have not, for the purpose of rendering the opinions set forth herein, made any investigation of the laws of any jurisdiction other than Israel.

This opinion letter is rendered as of the date hereof and the opinions expressed herein are based upon the laws of Israel that are in effect on the date hereof that have been published and are generally available on the date hereof, and we disclaim any obligation to advise you of any change of law that occurs, or of any facts, circumstances, events or developments of which we become aware, after the date of this opinion letter, even if they would alter, affect or modify the opinions expressed herein. This opinion letter is limited to the matters expressly stated herein; no opinion may be inferred or implied beyond the matters expressly stated herein to be our opinion; and our opinions herein must be read in conjunction with the qualifications, limitations and assumptions set forth herein.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the United States Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Gornitzky & Co., Advocates
Gornitzky & Co., Advocates

gornitzky.com

Gornitzky & Co., Advocates | Vitania Tel-Aviv Tower, 20 HaHarash St., TLV Israel
Zip: 6761310 | **Tel:** +972-3-7109191 | **Fax:** +972-3-5606555 | **Email:** office@gornitzky.com | **EST. 1938**

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of UroGen Pharma Ltd. of our report dated March 2, 2026 relating to the financial statements, which appears in UroGen Pharma Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers LLP Florham Park, New Jersey November 4, 2026