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

**FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

UroGen Pharma Ltd.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

State of Israel
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

**9 Ha'Ta'asiya Street
Ra'anana 4365007, Israel
Tel: +972 (9) 770-7601**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Urogen Pharma, Inc.
499 Park Avenue, 12th Floor
New York, New York 10022
Telephone: +1 (646) 768-9780**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Divakar Gupta
Daniel I. Goldberg
Joshua A. Kaufman
Cooley LLP
The Grace Building
1114 Avenue of the Americas
New York, NY 10036
Telephone: (212) 479-6000
Facsimile: (212) 479-6275**

**Yaron Sobol
Steven Berelowitz
Hamburger Evron & Co.
The Museum Tower
4 Berkowitz Street
Tel-Aviv 6423806, Israel
Telephone: +972 (3) 607-4040
Facsimile: +972 (3) 607-4004**

**Eric W. Blanchard
Brian K. Rosenzweig
Covington & Burling LLP
The New York Times Building 620
Eighth Avenue
New York, NY 10018-1405
Telephone: (212) 841-1111 Facsimile:
(646) 441-9111**

**Chaim Friedland
Ari Fried
Gornitzky & Co.
Zion House
45 Rothschild Blvd.
Tel Aviv 6578403, Israel
Telephone: +972 (3) 710-9191
Facsimile: +972 (3) 560-6555**

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ (333-222558)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933. Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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. ☒

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value NIS 0.01 per share	\$11,500,000(1)	\$1,431.75(2)

- (1) Based on the public offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$57,500,000 on a Registration Statement on Form F-1 (File No. 333-222558), which was declared effective on January 18, 2018. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$11,500,000 is hereby registered, which includes shares issuable upon exercise of the underwriters’ option to purchase additional shares and does not include the securities that the Registrant previously registered on the Registration Statement on Form F-1 (File No. 333-222558).
- (2) Pursuant to Rule 457(o) of the rules and regulations under the Securities Act of 1933, as amended, the registration fee has been calculated on the basis of the maximum aggregate offering price and the number of securities being registered has been omitted. The entire registration fee has been previously paid by or on behalf of the registrant.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement (this “Registration Statement”) is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of ordinary shares, par value NIS 0.01 per share, of the Registrant contemplated by the Registration Statement on Form F-1 (File No. 333-222558), initially filed with the Commission by the Registrant on January 16, 2018 (as amended, the “Prior Registration Statement”), and is being filed for the sole purpose of registering an increase in the maximum aggregate offering price of \$11,500,000 of securities of the same class as were included in the Prior Registration Statement. The contents of the Prior Registration Statement, which was declared effective by the Commission on January 18, 2018, and all exhibits thereto are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Hamburger Evron & Co.
23.1	Consent of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, an independent registered public accounting firm
23.2	Consent of Hamburger Evron & Co. (included in Exhibit 5.1)
24.1(1)	Power of Attorney
(1)	Previously filed on the signature page to the Registrant's Registration Statement on Form F-1 (File No. 333-222558), filed with the Securities and Exchange Commission on January 16, 2018 and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, or the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Form F-1 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on this 18th day of January, 2018.

UROGEN PHARMA LTD.

By: /s/ Ron Bentsur
Ron Bentsur
Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ron Bentsur</u> Ron Bentsur	Chief Executive Officer (Principal Executive Officer)	January 18, 2018
<u>/s/ Gary Titus</u> Gary Titus	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 18, 2018
<u>*</u> Arie Belldegrun, M.D.	Chairman	January 18, 2018
<u>*</u> Fred E. Cohen M.D.	Director	January 18, 2018
<u>*</u> Kathryn E. Falberg	Director	January 18, 2018
<u>*</u> Stuart Holden, M.D.	Director	January 18, 2018
<u>*</u> Cynthia M. Butitta	Director	January 18, 2018
<u>*</u> Ran Nussbaum	Director	January 18, 2018
<u>*</u> Pini Orbach, Ph.D.	Director	January 18, 2018

* Pursuant to Power of Attorney

By: /s/ Ron Bentsur
Ron Bentsur
Attorney-in-Fact

Signature of authorized representative in the United States

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the Registrant's duly authorized representative in the United States has signed this registration statement on Form F-1 in New York, New York on this 18th day of January, 2018.

By: /s/ Ron Bentsur
Name: Ron Bentsur
Title: President and CEO, Urogen Pharma, Inc.



Shai Pines	Yael Urieli	Tal Dan-Gour	Gilad Goni	Arie Hamburger	1900-1976
Haim Waintrob	Yif'at Fux	Tzahi Nahum	Adva Benor	Amnon Evron	1931-2006
Gabriel Moyal-Maor	Eleanor Stark	Karin Bresler	Einat Amidi		
Amnon Sorek	Achai Gomeh	Oshri Yamin	Shaked Nissan-Cohen		
Menachem Abramovich	Ram Museri	Zohar Ilan	Itai Shance		
Dor Shacham	Sarit Rozenberger Zada	Inbar Ben Shushan Kogeus	Bat El Levy		
Yaron Sobol	Itay Chelouche	Nisim Menashe	Gal Rosenzweig		
Ronen Yardeni	Ori Sharon	Tom Wolfstein	Zeev Milner, of counsel		
Assaf Englard	Anat Libin	Yossi Hazan			
Steven Berelowitz	Doron Dorfman	Asaf Naymark			
Ori Primo	Liat Elpaz	Rotem Paist			

January 18, 2018

To:
UroGen Pharma Ltd.
9 Ha'Ta'asiya Street
Ra'anana 4365007
Israel

Re: **Registration Statement on Form F-1**

Ladies and Gentlemen:

We have acted as Israeli counsel for UroGen Pharma Ltd., an Israeli company (the “**Company**”), in connection with the filing by the Company of a Registration Statement on Form F-1 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**SEC**”) pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to an aggregate of ordinary shares, par value NIS 0.01 (“**Ordinary Shares**”) in the amount of \$11,500,000 (the “**Shares**”), including Ordinary Shares that may be sold by the Company pursuant to the exercise of an option to purchase additional shares. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-222558), which was declared effective on January 18, 2018 (the “**Prior Registration Statement**”), including the prospectus which forms a part of the Prior Registration Statement (the “**Prospectus**”).

In connection herewith, we have examined the originals, or photocopies or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement, to which this opinion is attached as an exhibit; (ii) the Prior Registration Statement; (iii) the Prospectus; (iv) a copy of the articles of association of the Company incorporated by reference as exhibit 3.1 into the Registration Statement (the “**Articles**”); (v) resolutions of the board of directors of the Company (the “**Board**”) which relate to the Registration Statement and the actions in connection with the offering of the Shares; and (vi) 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 opinion hereafter set forth. We have also made inquiries of such officers and representatives as we have deemed relevant and necessary as a basis for the opinions hereafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original

Hamburger Evron & Co., Law Offices & Notaries המבורגר עברון ושות', משרד עורכי דין ונוטריונים						
The Museum Tower, 4 Berkowitz St., Tel Aviv 6423806, Israel			מגדל המוזיאון, רחוב ברקוביץ' 4, תל-אביב 6423806			A
WWW.EVRONLAW.COM	W	evron@evronlaw.com	E	+972-3-6074006	F	+972-3-6074000 T

documents of all documents submitted to us as certified, confirmed as photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based upon and subject to the foregoing, we are of the opinion that, upon effectiveness of the Articles and payment to the Company of the consideration per Share in such amount and form as shall be determined by the Board, the Shares, when issued and sold as described in the Registration Statement and the Prospectus, will be duly authorized, validly issued, fully paid and non-assessable.

Members of our firm are admitted to the Bar in the State of Israel, and we do not express any opinion as to the laws of any other jurisdiction. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the SEC promulgated thereunder or Item 509 of the SEC's Regulation S-K under the Securities Act.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the effective date of the Registration Statement that may alter, affect or modify the opinions expressed herein.

Very truly yours,

Hamburger Evron & Co.

By: /s/ Yaron Sobol

Yaron Sobol, Adv.

מגדל המוזיאון, רחוב ברקוביץ' 4, תל-אביב 64238 טלפון: 03-6074000 פקס: 03-6074006 דוא"ל: evron@evronlaw.com
The Museum Tower, 4 Berkowitz St., Tel Aviv 64238, Israel Phone: +972-3-6074000 Fax: +972-3-6074006 Email: evron@evronlaw.com

EvronLaw.com

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 of our report dated March 8, 2017, except for the effects of the share split discussed in note 1d to the consolidated financial statements, as to which the date is April 24, 2017 relating to the financial statements of Urogen Pharma Ltd., which appears in the Registration Statement on Form F-1 (No. 333-222558). We also consent to the reference to us under the heading "Experts" in the Registration Statement on Form F-1 (No. 333-222558).

Tel-Aviv, Israel

January 18, 2018

/s/Kesselman & Kesselman

Certified Public Accountants (Isr.)

A member firm of PricewaterhouseCoopers International Limited

*Kesselman & Kesselman, Trade Tower, 25 Hamered Street, Tel-Aviv 6812508, Israel,
P.O. Box 50005 Tel-Aviv 6150001 Telephone: +972 -3- 7954555, Fax: +972 -3- 7954556, www.pwc.com/il*