

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Schoenberg Mark</u> <hr/> (Last) (First) (Middle) C/O UROGEN PHARMA LTD. 9 HA?TA?ASIYA STREET <hr/> (Street) RA?ANANA L3 4365007 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2019	3. Issuer Name and Ticker or Trading Symbol <u>UroGen Pharma Ltd. [URGN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 01/01/2019 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	5,287 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Units	(2)	(2)	Ordinary Shares	8,334	(3)	D

Explanation of Responses:

- The original Form 3 did not reflect that a portion of the restricted stock units reported on Table II had vested, and therefore the number of ordinary shares reported on Table I was understated by 4,166 shares.
- On December 7, 2017, the reporting person was granted restricted stock units ("RSUs") representing 12,500 ordinary shares. 1/3rd of the RSUs vested on December 4, 2018, with the balance vesting in equal quarterly installments thereafter over a period of two years. The original Form 3 incorrectly stated the initial vesting date as December 7, 2019, and therefore did not reflect that 1/3rd of the RSUs had vested.
- Each RSU represents a contingent right to receive one ordinary share of the Issuer.

Remarks:

/s/ Peter Pfreundschuh, 03/07/2019
Attorney-in-Fact

** 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 5 (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.