

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>	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
(Last) (First) (Middle) <u>C/O UROGEN PHARMA LTD.</u> <u>9 HA?TA?ASIYA STREET</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>RA?ANANA L3</u> <u>4365007</u>			
(City) (State) (Zip)			

## 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)
<u>Ordinary Shares</u>	<u>5,287<sup>(1)</sup></u>	<u>D</u>	

## 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	Title	Amount or Number of Shares			
<u>Restricted Stock Units</u>	<u>(2)</u>	<u>(2)</u>	<u>Ordinary Shares</u>	<u>8,334</u>	<u>(3)</u>	<u>D</u>	

## 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,  
Attorney-in-Fact03/07/2019

\*\* 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.