

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

UROGEN PHARMA LTD.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-

UROGEN PHARMA LTD.
 400 ALEXANDER PARK DRIVE, 4TH FL
 PRINCETON, NJ 08540
 ATTN: ACCOUNTS PAYABLE



SCAN TO
 VIEW MATERIALS & VOTE



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on August 5, 2024. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/URGN2024

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on August 5, 2024. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V54034-P15049

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

UROGEN PHARMA LTD.

The Board of Directors recommends you vote FOR the following:

- To elect to the Board of Directors the following eight nominees presented by the Board of Directors to hold office until the Company's next annual meeting of shareholders.

Nominees:	For	Withhold	The Board of Directors recommends you vote FOR proposals 2, 3, 4 and 5:	For	Against	Abstain
1a. Arie Beldegrun	<input type="checkbox"/>	<input type="checkbox"/>	2. To approve the Company's 2024 non-employee director and officer compensation policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Elizabeth Barrett	<input type="checkbox"/>	<input type="checkbox"/>	3. To approve an amendment to the Company's 2017 Equity Incentive Plan to increase the number of ordinary shares authorized for issuance under the plan by 800,000 shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Cynthia M. Butitta	<input type="checkbox"/>	<input type="checkbox"/>	4. To approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's proxy statement for the Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Fred E. Cohen	<input type="checkbox"/>	<input type="checkbox"/>	5. To approve the engagement of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as the Company's auditor until the Company's 2025 annual meeting of shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Stuart Holden	<input type="checkbox"/>	<input type="checkbox"/>				
1f. James A. Robinson, Jr.	<input type="checkbox"/>	<input type="checkbox"/>				
1g. Leana S. Wen	<input type="checkbox"/>	<input type="checkbox"/>				
1h. Daniel G. Wildman	<input type="checkbox"/>	<input type="checkbox"/>				

NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting or any continuation, postponement or adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer. By signing below, you certify that you either (i) have no personal interest in any of the proposals set forth above or (ii) have disclosed any personal interest you have in the proposals set forth above to the Company.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Form 10-K are available at www.proxyvote.com.

V54035-P15049

**UroGen Pharma Ltd.
Annual Meeting of Shareholders
August 6, 2024 10:00 a.m. Eastern Time
This proxy is solicited by the Board of Directors**

The shareholder(s) hereby appoint(s) Elizabeth Barrett and Don Kim, or either of them, as proxies, each with the power to appoint her/his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the ordinary shares of UroGen Pharma Ltd. that the shareholder(s) is/are entitled to vote at the Annual Meeting of Shareholders to be held at 10:00 a.m., Eastern Time on August 6, 2024, virtually at <https://www.virtualshareholdermeeting.com/URGN2024>, and any adjournment or postponement thereof.

This proxy, when properly executed and returned, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations, as more specifically described in the proxy statement, and in the discretion of the proxy holders upon any other business as may properly come before the Annual Meeting of Shareholders or any continuation, postponement or adjournment thereof.

Continued and to be signed on reverse side