

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 25, 2023**

**UROGEN PHARMA LTD.**

(Exact name of registrant as specified in its charter)

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

**001-38079**  
(Commission  
File Number)

**98-1460746**  
(IRS Employer  
Identification No.)

**400 Alexander Park Drive, 4th Floor**  
**Princeton, New Jersey**  
(Address of principal executive offices)

**08540**  
(Zip Code)

**Registrant's telephone number, including area code: +1 (646) 768-9780**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Ordinary Shares, par value NIS0.01 per share	URGN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

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**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d)

On July 25, 2023, the board of directors (the “Board”) of UroGen Pharma Ltd., an Israeli company (the “Company”), at the recommendation of the Nominating and Corporate Governance Committee, increased the size of the Board from eight to nine directors, appointed James A. Robinson Jr. to fill the vacancy on the Board and to hold office until the Company’s 2023 Annual Meeting of Shareholders, and also appointed Mr. Robinson to the Compliance Committee of the Board.

In accordance with the Company’s 2019 Officers’ Compensation Policy, Mr. Robinson received an initial option grant to purchase 20,000 ordinary shares of the Company (“Ordinary Shares”). The option vests in equal quarterly installments for 12 quarters. Mr. Robinson is also eligible to receive an annual retainer of \$40,000 for his service on the Board, an additional annual retainer of \$5,000 for his service on the Compliance Committee of the Board, and an annual option grant to purchase 10,000 Ordinary Shares on the date of each annual shareholder meeting of the Company.

The Company will enter into its standard form of indemnity agreement for directors and officers with Mr. Robinson, a copy of which is filed as [Exhibit 10.1](#) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2022.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 25, 2023

**UROGEN PHARMA LTD.**

By: /s/ Don Kim  
Don Kim  
Chief Financial Officer