
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 DR.
 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 June 7, 2022. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/URGN2022

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 June 7, 2022. 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:

D86181-P70671

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

UROGEN PHARMA LTD

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:

1a. Arie Beldegrun

For

Withhold

For Against Abstain

1b. Elizabeth Barrett

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 400,000 shares.

1c. Cynthia M. Butitta

1d. Fred E. Cohen

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.

1e. Stuart Holden

1f. Ran Nussbaum

5. To approve the engagement of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as the Company's auditor until the Company's 2023 annual meeting of shareholders.

The Board of Directors recommends you vote FOR proposals 2, 3, 4 and 5.

2. To approve an amendment to the Company's amended and restated compensation policy for its office holders in accordance with the provisions of the Israeli Companies Law, 5759-1999.

NOTE: Such other business as may properly come before the meeting or any adjournment.

Yes

No

2a. I confirm that I do not have a personal interest in the resolution under Proposal 2 and I am not a controlling shareholder of the Company.

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.

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Signature [PLEASE SIGN WITHIN BOX]

Date

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Signature (Joint Owners)

Date

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

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**UROGEN PHARMA LTD
Annual Meeting of Shareholders
June 8, 2022 10:00 AM
This proxy is solicited by the Board of Directors**

The shareholder(s) hereby appoint(s) Elizabeth Barrett, Don Kin, and for purposes of Proposal 2, Timothy Woo, or any of them individually, as proxies, each with the power to appoint (his/her) substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of (Common/Preferred) stock 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 AM, EDT on June 8, 2022, virtually at www.virtualshareholdermeeting.com/URGN2022, and any adjournment or postponement thereof.

This proxy, when properly executed, 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.

Continued and to be signed on reverse side