

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ProQuest Investments IV, L.P.</u> (Last) (First) (Middle) 2430 VANDERBILT BEACH ROAD, #108 - 190 (Street) NAPLES FL 34109 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UroGen Pharma Ltd. [URGN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/27/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares, par value NIS 0.01 per share	11/27/2017		S		31,491	D	\$41.12 ⁽²⁾	1,419,838	D ⁽¹⁾	
Ordinary Shares, par value NIS 0.01 per share	11/28/2017		S		177,807	D	\$40.51 ⁽³⁾	1,242,031	D ⁽¹⁾	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
ProQuest Investments IV, L.P.
 (Last) (First) (Middle)
 2430 VANDERBILT BEACH ROAD, #108 - 190
 (Street)
 NAPLES FL 34109
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ProQuest Associates IV LLC
 (Last) (First) (Middle)
 2430 VANDERBILT BEACH ROAD, #108 - 190
 (Street)
 NAPLES FL 34109
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Moorin Jay
 (Last) (First) (Middle)
 C/O PROQUEST INVESTMENTS

2430 VANDERBILT BEACH ROAD, #108 - 190

(Street)
NAPLES FL 34109

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SCHREIBER ALAIN

(Last) (First) (Middle)

C/O PROQUEST INVESTMENTS

2430 VANDERBILT BEACH ROAD, #108 - 190

(Street)
NAPLES FL 34109

(City) (State) (Zip)

Explanation of Responses:

1. The securities are directly held by ProQuest Investments IV, L.P. and indirectly held by ProQuest Associates IV, LLC, the General Partner of ProQuest Investments IV, L.P. The individual managing members of ProQuest Associates IV, LLC are Jay Moorin and Alain Schreiber, M.D., who may be deemed to have shared voting and investment and dispositive power with respect to these shares. Each individual managing member disclaims beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares.
2. Constitutes the weighted average purchase price for multiple transactions reported on this line having prices per share ranging from \$41.00 to \$41.68. The Reporting Persons will provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding each separate transaction.
3. Constitutes the weighted average purchase price for multiple transactions reported on this line having prices per share ranging from \$40.50 to \$41.01. The Reporting Persons will provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding each separate transaction.

Remarks:

/s/ Pasquale DeAngelis

11/29/2017

** 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 4 (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.