

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

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

UroGen Pharma Ltd.
(Exact name of registrant as specified in its charter)

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

98-1460746
(I.R.S. Employer
Identification No.)

400 Alexander Park Drive, 4th Floor, Princeton, New Jersey
(Address of Principal Executive Offices)

08540
(Zip Code)

2017 Equity Incentive Plan
(Full titles of the plans)

UroGen Pharma Ltd.
Molly Henderson
Chief Financial Officer
400 Alexander Park Drive, 4th Floor
Princeton, New Jersey 08540
Telephone: +1 (646) 768-9780
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Charles J. Bair
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
+1 (858) 550-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
2017 Equity Incentive Plan				
Ordinary Shares, par value NIS 0.01 per share	400,000 shares(3)	\$15.46	\$6,184,000.00	\$674.67

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional Ordinary Shares of the Registrant (“Ordinary Shares”) that become issuable under the UroGen Pharma Ltd. 2017 Equity Incentive Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
 - (2) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee, and is based on the average of the high and low sale prices per Ordinary Share as reported by The Nasdaq Global Market on August 2, 2021.
 - (3) Represents the Ordinary Shares added to the shares authorized for issuance under the Plan pursuant to an amendment to the Plan approved by the Registrant’s shareholders at the Registrant’s 2021 Annual Meeting of Shareholders.
-
-

INCORPORATION BY REFERENCE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective. The Registrant previously registered its Ordinary Shares for issuance under the Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on [June 27, 2017](#) (File No. 333-218992), [February 9, 2018](#) (File No. 333-222955), [October 12, 2018](#) (File No. 333-227812) and [August 10, 2020](#) (File No. 333-243750). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

ITEM 8.EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Articles of Association of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Report on Form 6-K, furnished to the Securities and Exchange Commission on May 18, 2017).
5.1	Opinion of Erdinast, Ben Nathan, Toledano & Co. with Hamburger Evron, Israeli counsel to the Registrant, as to the validity of the Registrant's Ordinary Shares.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Independent Registered Public Accounting Firm.
23.3	Consent of Erdinast, Ben Nathan, Toledano & Co. with Hamburger Evron. Reference is made to Exhibit 5.1.
24.1	Powers of Attorney. Reference is made to the signature page hereto.
99.1	UroGen Pharma Ltd. 2017 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 8, 2021).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on August 5, 2021.

UROGEN PHARMA LTD.

By: /s/ Elizabeth Barrett

Elizabeth Barrett
President and Chief Executive Officer

POWERS OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Elizabeth Barrett and Molly Henderson, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Elizabeth Barrett</u> Elizabeth Barrett	President, Chief Executive Officer and Member of the Board of Directors <i>(Principal Executive Officer)</i>	August 5, 2021
<u>/s/ Molly Henderson</u> Molly Henderson	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 5, 2021
<u>/s/ Arie Beldegrun, M.D.</u> Arie Beldegrun, M.D.	Chairman of the Board of Directors	August 5, 2021
<u>/s/ Cynthia Butitta</u> Cynthia Butitta	Member of the Board of Directors	August 5, 2021
<u>/s/ Fred E. Cohen</u> Fred E. Cohen	Member of the Board of Directors	August 5, 2021
<u>/s/ Kathryn Falberg</u> Kathryn Falberg	Member of the Board of Directors	August 5, 2021
<u>/s/ Stuart Holden</u> Stuart Holden	Member of the Board of Directors	August 5, 2021
<u>/s/ Ran Nussbaum</u> Ran Nussbaum	Member of the Board of Directors	August 5, 2021
<u>/s/ Shawn C. Tomasello</u> Shawn C. Tomasello	Member of the Board of Directors	August 5, 2021

EBN&CO | Erdinast, Ben Nathan, Toledano & Co.

With Hamburger Evron

Museum Tower, 4 Berkowitz St.

Tel Aviv 6423806, Israel

T.+972 3 7770111 F.+972 3 7770101

WWW.EBNLAW.CO.IL

August 5, 2021

To:
UroGen Pharma Ltd.
9 Ha'Ta'ssiya Street
Ra'anana 4365007
Israel

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as Israeli counsel for UroGen Pharma Ltd., an Israeli company (the "**Company**"), in connection with the Registration Statement on Form S-8 (the "**Registration Statement**") filed by the Company on the date hereof with the U.S. Securities and Exchange Commission (the "**SEC**") under the Securities Act of 1933, as amended (the "**Securities Act**"). The Registration Statement relates to the registration of 400,000 of the Company's ordinary shares, nominal value NIS 0.01 per share (the "**Shares**"), issuable under the UroGen Pharma Ltd. 2017 Equity Incentive Plan (the "**Plan**").

In connection herewith, we have examined the originals, or photocopies or copies, certified or otherwise identified to our satisfaction, of: (i) the Registration Statement to which this opinion is attached as an exhibit; (ii) a copy of the articles of association of the Company, as currently in effect (the "**Articles**"); (iii) resolutions of the board of directors (the "**Board**") and the shareholders of the Company, which relate to the Registration Statement and the Plan; and (iv) such other corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company as we have deemed relevant and necessary as a basis for the opinions hereafter set forth. We have also made inquiries of such officers and representatives as we have deemed relevant and necessary as a basis for the opinions hereafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, confirmed as photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company. In addition, we have assumed that the Shares and any equity awards that provide for the acquisition thereof will be granted in accordance with the Plan and the Articles.

Based upon and subject to the foregoing, we are of the opinion that the issuance of the Shares pursuant to the Plan has been duly and validly authorized and that, upon the grant of any such Shares or awards, and the vesting, exercise and/or settlement, as the case may be, of any equity awards to acquire Shares, in each case pursuant to the Plan and the Articles, such Shares will be validly issued, fully paid and non-assessable.

Members of our firm are admitted to the Bar in the State of Israel, and we do not express any opinion as to the laws of any other jurisdiction. This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, the rules and regulations of the SEC promulgated thereunder or Item 509 of the SEC's Regulation S-K under the Securities Act.

This opinion letter is rendered as of the date hereof and we disclaim any obligation to advise you of facts, circumstances, events or developments that may be brought to our attention after the effective date of the Registration Statement that may alter, affect or modify the opinions expressed herein.

Very truly yours,

Erdinast, Ben Nathan, Toledano & Co.
with Hamburger Evron

By: /s/ Yaron Sobol
Yaron Sobol, Adv.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of UroGen Pharma Ltd. of our report dated March 2, 2020 relating to the financial statements, which appears in UroGen Pharma Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2020.

Tel-Aviv, Israel
August 5, 2021

/s/ Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member firm of PricewaterhouseCoopers International Limited

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of UroGen Pharma Ltd. of our report dated March 18, 2021 relating to the financial statements, which appears in UroGen Pharma Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP
Florham Park, New Jersey
August 5, 2021