

**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
2019 Inducement Plan
(Full titles of the plans)

UroGen Pharma Ltd.
Jason Smith
General Counsel
400 Alexander Park Drive, 4th Floor
Princeton, New Jersey 08540
Telephone: +1 (646) 768-9780
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Charles J. Bair
Asa M. Henin
Cooley LLP
10265 Science Center Drive
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

Accelerated filer

Non-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.

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 Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plans are effective. The Registrant previously registered its Ordinary Shares for issuance under the Registrant's (i) 2017 Equity Incentive 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), [August 10, 2020](#) (File No. 333-243750), [August 5, 2021](#) (File No. 333-258496), [August 11, 2022](#) (File No. 333-266761) and [November 14, 2023](#) (File No. 333-275547) and (ii) 2019 Inducement Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on [June 7, 2019](#) (File No. 333-232034) and [March 21, 2022](#) (File No. 333-263729). 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 EXHIBITS.**8.**

Exhibit Number	Description
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., 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 Erdinast Ben Nathan, Toledano & Co. 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 10.2 to the Registrant's Current Report on Form 8-K, filed with the Commission on August 8, 2024).
99.2	UroGen Pharma Ltd. 2019 Inducement Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on August 13, 2024).
107	Calculation of Filing Fee Table

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 13, 2024.

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 Don Kim, 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.

Signature	Title	Date
<u>/s/ Elizabeth Barrett</u> Elizabeth Barrett	President, Chief Executive Officer and Director (Principal Executive Officer)	August 13, 2024
<u>/s/ Don Kim</u> Don Kim	Chief Financial Officer (Principal Financial and Accounting Officer)	August 13, 2024
<u>/s/ Arie Belldegrun</u> Arie Belldegrun, M.D.	Chair	August 13, 2024
<u>/s/ Cynthia Butitta</u> Cynthia Butitta	Director	August 13, 2024
<u>/s/ Fred E. Cohen</u>	Director	August 13, 2024

Fred E. Cohen, M.D., D.Phil.

<u>/s/ Leana S. Wen</u> Leana S. Wen, M.D., M.Sc.	Director	August 13, 2024
<u>/s/ Stuart Holden</u> Stuart Holden, M.D.	Director	August 13, 2024
<u>/s/ James Robinson Jr.</u> James Robinson Jr.	Director	August 13, 2024
<u>/s/ Daniel Wildman</u> Daniel Wildman	Director	August 13, 2024

August 13, 2024

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 (i) 800,000 of the Company's ordinary shares, nominal value NIS 0.01 per share (the "**Shares**"), issuable under the UroGen Pharma Ltd. 2017 2017 Equity Incentive Plan (the "**2017 Plan**"), and (ii) 600,000 Shares issuable under the UroGen Pharma Ltd. 2019 Inducement Plan (the "**2019 Plan**"), and together with the 2017 Plan, the "**Plans**").

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 Company's board of directors (the "**Board**") and the shareholders of the Company (the "**Shareholders**"), which relate to the Registration Statement and the Plans; 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. Insofar as the opinions expressed herein involve factual matters, we have relied exclusively, without independent investigation or verification, upon certificates of, and other communications with, officers of the Company. We have also made inquiries of such officers, and such examinations of Israeli laws as we have deemed relevant and necessary as a basis for the opinions hereafter set forth.

In making the examination described above, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity, conformity and completeness of all documents submitted to us and the legal capacity and due authenticity of all persons executing such documents. We have assumed the same to have been properly given and to be accurate, we have assumed the veracity of all facts communicated to us by the Company and its officers, and we have assumed that all consents, resolutions and minutes of meetings of the Board and Shareholders, which have been provided to us are complete, true and accurate, have been properly prepared in accordance with the Company's incorporation documents and all applicable laws and that there are no additional contrast consents, resolutions and minutes which have not been presented to us. 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 Plans and the Articles.

The opinions set forth herein are subject to the following exceptions, limitations and qualifications: (i) the effect of bankruptcy, insolvency, reorganization, fraudulent conveyance and transfer, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights and remedies of creditors and secured parties; (ii) the effect of general principles of equity, whether applied in a proceeding in equity or at law, including without limitation, concepts of materiality, reasonableness, good faith and fair dealing, and the possible unavailability of specific performance, injunctive relief or other equitable remedies; (iii) the exercise of judicial or administrative discretion; (iv) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of, or contribution to, a party with respect to a liability where such indemnification or contribution is contrary to public policy; and (v) the effect of statutes of limitations.

Based upon and subject to the foregoing, we are of the opinion that the issuance of the Shares pursuant to the Plans 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 Plans and the Articles, such Shares will be validly issued, fully paid and non-assessable.

Our attorneys are members of the Israeli Bar Association of the State of Israel and the opinions expressed herein are limited to matters governed by the laws of the State of Israel, and we express no opinion as to any matter relating to the laws of any jurisdiction other than the laws of the State of Israel and have not, for the purpose of giving this opinion, made any investigation of the laws of any other jurisdiction than the State of Israel. This opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, in respect of any other matters, except as expressly stated above. In rendering our opinions, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

The opinions set forth herein are made as of the date hereof and are subject to, and may be limited by, future changes in the factual matters set forth herein, and we undertake no duty to advise you of any such changes or to update our opinions.

The opinions expressed herein represent the judgment of this law firm as to the legal matters addressed herein but they do not constitute guarantees or warranties as to how a court may rule on such matters and should not be construed as such.

This opinion is governed shall be exclusively governed by the laws of the State of Israel under all and any circumstances, and under all and any proceedings shall be determined exclusively by the competent courts in the city of Tel Aviv, Israel. This opinion is rendered to you subject to, based and in reliance on your agreement to comply with the exclusive choice of law and jurisdiction contained herein and to refrain under all and any circumstances from initiating any proceedings or taking any legal action relating to this opinion outside the State of Israel.

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.

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 14, 2024 relating to the financial statements, which appears in UroGen Pharma Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP
Florham Park, New Jersey
August 13, 2024

CALCULATION OF FILING FEE TABLE

Form S-8

UroGen Pharma Ltd.

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, par value NIS 0.01 per share, to be issued pursuant to future awards under the UroGen Pharma Ltd. 2017 Equity Incentive Plan (the “2017 Plan”)	457(c); 457(h)	800,000 shares ⁽²⁾	\$14.705 ⁽³⁾	\$11,764,000.00 ⁽³⁾	0.00014760	\$1,736.37
Equity	Ordinary Shares, par value NIS 0.01 per share, to be issued pursuant to future awards under the UroGen Pharma Ltd. 2019 Inducement Plan (the “Inducement Plan”)	457(c); 457(h)	600,000 shares ⁽⁴⁾	\$14.705 ⁽³⁾	\$8,823,000.00 ⁽³⁾	0.00014760	\$1,302.27
	Total Offering Amounts		1,400,000 shares		\$20,587,000.00		\$3,038.64
	Total Fee Offsets						\$0.00
	Net Fee Due						\$3,038.64

- (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 shares of UroGen Pharma Ltd.’s (the “Registrant”) Ordinary Shares (“Ordinary Shares”) that become issuable under the 2017 Plan and the Inducement Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents additional Ordinary Shares authorized for issuance under the 2017 Plan pursuant to an amendment to such plan that was approved by the Registrant’s shareholders on August 6, 2024.
- (3) This estimate is made pursuant to Rule 457(c) and Rule 457(h) 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 8, 2024.
- (4) Represents additional Ordinary Shares authorized for issuance under the Inducement Plan pursuant to an amendment to such plan approved by the Registrant’s Board of Directors on June 14, 2024. The Inducement Plan was approved by the Registrant’s Board of Directors without shareholder approval pursuant to Nasdaq Listing Rule 5635(c)(4).