

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 DRIVE, 4TH FL  
 BRWICKTON, NJ 08540  
 ATTN: ACCOUNTS PAYABLE



**VOTE BY INTERNET**

Before The Meeting - Go to [www.proxyvote.com](http://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 September 6, 2023. 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/URGN2023](http://www.virtualshareholdermeeting.com/URGN2023)

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 September 6, 2023. 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:

V21597-P97752

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

**UROGEN PHARMA LTD**

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:	For	Withhold
1a. Arie Beldegrun	<input type="checkbox"/>	<input type="checkbox"/>
1b. Elizabeth Barrett	<input type="checkbox"/>	<input type="checkbox"/>
1c. Cynthia M. Butitta	<input type="checkbox"/>	<input type="checkbox"/>
1d. Fred E. Cohen	<input type="checkbox"/>	<input type="checkbox"/>
1e. Stuart Holden	<input type="checkbox"/>	<input type="checkbox"/>
1f. James A. Robinson, Jr.	<input type="checkbox"/>	<input type="checkbox"/>
1g. Leana S. Wen	<input type="checkbox"/>	<input type="checkbox"/>
1h. Daniel Wildman	<input type="checkbox"/>	<input type="checkbox"/>

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

	For	Against	Abstain
2. 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 450,000 shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve a grant of Performance Stock Units to the Company's CEO under the Company's 2017 Equity Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a. I confirm that I do not have a personal interest in the resolution under Proposal 3 and I am not a controlling shareholder of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	
	Yes	No	
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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the engagement of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as the Company's independent auditor until our 2024 Annual Meeting of Shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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.

--	--

Signature [PLEASE SIGN WITHIN BOX]

Date

--	--

Signature (Joint Owners)

Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

V21598-P97752

**UROGEN PHARMA LTD  
Annual Meeting of Shareholders  
September 7, 2023 10:00 AM Eastern Time  
This proxy is solicited by the Board of Directors**

The shareholder(s) hereby appoint(s) Elizabeth Barrett and Don Kim, or either of them, 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 September 7, 2023, virtually at <https://www.virtualshareholdermeeting.com/URGN2023>, 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