

| OMB APPROVAL | |
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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

| | | | | | | | | |
|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>PFREUNDSCHUH PETER P.</u> | | | 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 _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/15/2020</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| <u>400 ALEXANDER PARK DRIVE</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>PRINCETON NJ 08540</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | 10/15/2020 | | M | | 4,917 | A | (1) | 12,805 | D | |
| Ordinary Shares | 10/15/2020 | | S | | 976(2) | D | \$21.7992 | 11,829 | D | |
| Ordinary Shares | 10/15/2020 | | S | | 407(2) | D | \$21.8243 | 11,422 | D | |
| Ordinary Shares | 10/15/2020 | | S | | 1,017(2) | D | \$21.72 | 10,405 | D | |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (1) | 10/15/2020 | | M | | | 833 | (3) | (3) | Ordinary Shares | 833 | \$0.00 | 1,667 | D | |
| Restricted Stock Units | (1) | 10/15/2020 | | M | | | 2,084 | (4) | (4) | Ordinary Shares | 2,084 | \$0.00 | 2,082 | D | |
| Restricted Stock Units | (1) | 10/15/2020 | | M | | | 2,000 | (5) | (5) | Ordinary Shares | 2,000 | \$0.00 | 4,000 | D | |

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one ordinary share of the Issuer.
- Represents shares sold to satisfy withholding tax obligations upon the settlement of restricted stock units.
- The reporting person was granted restricted stock units ("RSUs") on January 26, 2019 representing 5,000 ordinary shares. 33.33% of the RSUs vested on January 26, 2020 and 8.33% of the remaining RSUs vest in equal quarterly installments thereafter. In September the award was modified to accelerate vesting at October 15, 2020 for amounts of RSUs that would have otherwise become vested as of April 15, 2021.
- The reporting person was granted restricted stock units ("RSUs") on August 20, 2018 representing 5,000 ordinary shares. 33.33% of the RSUs vested on August 20, 2019 and 8.33% of the remaining RSUs vest in equal quarterly installments thereafter. In September the award was modified to accelerate vesting at October 15, 2020 for amounts of RSUs that would have otherwise become vested as of April 15, 2021.
- The reporting person was granted restricted stock units ("RSUs") on January 31, 2020 representing 5,000 ordinary shares. Under the original terms of the agreement, 33.33% of the RSUs will vest on January 31, 2021 and 8.33% of the remaining RSUs vest in equal quarterly installments thereafter. In September the award was modified to accelerate vesting at October 15, 2020 for amounts of RSUs that would have otherwise become vested as of April 15, 2021.

Remarks:

/s/ Jason Smith, Attorney-in-Fact 10/16/2020

** 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.