

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>Braunstein Scott</u> (Last) (First) (Middle) <u>C/O PROTARA THERAPEUTICS, INC.</u> <u>1 LITTLE WEST 12TH STREET</u> (Street) <u>NEW YORK NY 10014</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Protara Therapeutics, Inc. [TARA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/13/2020</u>	

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			

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
Stock Option (Right to Buy)	\$9.18	01/09/2020 ⁽¹⁾		A		2,861		(2)	07/11/2028	Common Stock	2,861	(3)	2,861	D	
Stock Option (Right to Buy)	\$9.18	01/09/2020 ⁽¹⁾		A		16,214		(4)	12/03/2028	Common Stock	16,214	(5)	16,214 ⁽⁶⁾	D	
Stock Option (Right to Buy)	\$9.18	01/09/2020 ⁽¹⁾		A		15,641		(7)	04/28/2029	Common Stock	15,641	(8)	15,641	D	

Explanation of Responses:

- On September 23, 2019, the Issuer entered into an Agreement and Plan of Merger and Reorganization (the "Merger Agreement") as amended on November 19, 2019, with the Issuer, REM 1 Acquisition, Inc. ("Merger Sub") and ArTara Subsidiary, Inc. ("ArTara Sub"). On January 9, 2020 (the "Effective Time"), Merger Sub was merged with and into ArTara Sub, with ArTara Sub surviving as a wholly owned subsidiary of the Issuer.
- One hundred nineteen (119) of the Option Shares shall vest as of the date of the grant, and the remaining Option Shares shall vest in forty six (46) approximately equal increments of fifty nine (59) whole Option Shares beginning on the first day of the first calendar month following the Date of Grant and then on the first day of each of the next forty five (45) months thereafter (each a "Vesting Date"), if the Reporting Person has remained continuously engaged by the Issuer or any Affiliate through such Vesting Date; provided that, on the last such Vesting Date (being May 1, 2022), all of the Option Shares which had not vested by then (being not less than 64 Option Shares) will vest and become exercisable, and that the vesting of all then unvested Option Shares shall be accelerated upon a Change of Control.
- Received in the Merger in exchange for a stock option to acquire 15,000 shares of ArTara Sub common stock for \$1.75 per share.
- The Option Shares shall vest in forty eight (48) approximately equal increments of three hundred thirty seven (337) whole Option Shares beginning on the first day of the first calendar month following December 4, 2018, and then on the first day of each of the next forty seven (47) months thereafter (each a "Vesting Date"), if Reporting Person has remained continuously engaged by the Issuer or any Affiliate through such Vesting Date; provided that, on the last such Vesting Date (being December 1, 2022), all of the Option Shares which had not vested by then will vest and become exercisable.
- Received in the Merger in exchange for a stock option to acquire 85,000 shares of ArTara Sub common stock for \$1.75 per share.
- The Stock Options originally noted on Table II of the Reporting Person's Form 4 filed on 1/13/2020, in the amounts of 9,537 shares and 6,676 shares, respectively, with the expiration date of 12/31/2028, have been combined and reported hereto as one Stock Option, pursuant to the Board's approval on 12/04/2018.
- 1/48th of the shares subject to the option shall vest monthly following April 29, 2019, for so long as the Reporting Person provides continuous service to the Issuer.
- Received in the Merger in exchange for a stock option to acquire 82,000 shares of ArTara Sub common stock for \$1.75 per share.

Remarks:

/s/ Jesse Shefferman, Attorney-in-fact 06/10/2020

** 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.

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