

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>BESHAR LUKE M</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				

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 Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$9.18	01/09/2020 ⁽¹⁾		A		12,399		(2)	07/11/2028	Common Stock	12,399	(3)	12,399	D	
Stock Option (Right to Buy)	\$9.18	01/09/2020 ⁽¹⁾		A		6,676		(4)	12/03/2028	Common Stock	6,676	(5)	6,676	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.
- Seven hundred seventy-four (774) of the Option Shares shall vest as of October 1, 2018, and the remaining Option Shares shall vest in forty five (45) approximately equal increments of two hundred fifty eight (258) whole Option Shares beginning on the first day of the fourth calendar month following the date of the grant (being November 1, 2018) and then on the first day of each of the next forty four (44) 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 July 1, 2022), all of the Option Shares which had not vested by then 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 65,000 shares of ArTara Sub common stock for \$1.75 per share.
- The shares subject to this option shall vest in forty eight (48) approximately equal increments of one hundred thirty nine (139) 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 (being not less than 139 Option Shares) will vest and become exercisable.
- Received in the Merger in exchange for a stock option to acquire 35,000 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.

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.