

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>Solomon Michael Edward</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2020</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>C/O PROTARA THERAPEUTICS, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/13/2020</u>					
<u>1 LITTLE WEST 12TH STREET</u>								
(Street)								
<u>NEW YORK</u>	<u>NY</u>	<u>10014</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			
Common Stock	01/10/2020		A		26,500 ⁽¹⁾	A	\$0.00	26,500	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						Amount or Number of Shares
Stock Option (Right to Buy)	\$9.18	01/09/2020 ⁽²⁾		A		2,861		(3)	07/11/2028	Common Stock	2,861	(4)	2,861	D	
Stock Option (Right to Buy)	\$9.18	01/09/2020 ⁽²⁾		A		6,676		(5)	12/03/2028	Common Stock	6,676	(6)	6,676	D	

Explanation of Responses:

- The shares being reported are being issued pursuant to restricted stock unit awards ("RSUs"), each one of which represents a contingent right to receive one share of the Issuer's common stock. 3/24th of the shares were vested upon grant and 1/24th of the shares vest monthly thereafter, beginning on February 10, 2020. Settlement for the RSUs is deferred until the earliest to occur of (i) the Reporting Person's termination of service, (ii) death, (iii) disability and (iv) a change in control of the Issuer. In the event of a change in control of the Issuer, the RSUs will vest in full.
- 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 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- 06/10/2020
in-fact

** 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.