
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **May 10, 2018**

ABEONA THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-15771

(Commission File Number)

83-0221517

(I.R.S. Employer Identification No.)

1330 Avenue of the Americas, 33rd Floor, New York, NY 10019

(Address of principal executive offices) (Zip Code)

(646) 813-4705

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

Abeona Therapeutics Inc. (the “Company”) filed a Current Report on Form 8-K with the Securities and Exchange Commission (the “SEC”) on May 11, 2018 (the “Initial Filing”) to report, among other things, the resignation and appointment of directors of the Company. This Form 8-K/A solely amends Item 5.02 of the Initial Filing to provide more current information regarding the newly appointed directors’ prior experiences and does not amend or modify the Initial Filing in any other material respect.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(a) On May 10, 2018, Timothy J. Miller, Ph.D., resigned as a class 3 director. Dr. Miller remains President and Chief Scientific Officer of the Company. Dr. Miller did not have any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

(b) On May 10, 2018, the Board of Directors of the Company appointed F. Carsten Thiel, Ph.D., 55, to serve as a class 3 director of the Company until the 2020 annual meeting of stockholder and until his successor is duly elected and qualified; Stefano Buono, 52, to serve as class 1 director of the Company until the 2019 annual meeting of stockholder and until his successor is duly elected and qualified; and Richard B. Van Duyne, 65, to serve as class 2 director of the Company until the 2019 annual meeting of stockholder and until his successor is duly elected and qualified.

Dr. Thiel, our Chief Executive Officer since March 29, 2018, brings 25 years of proven global biopharmaceutical industry experience, including rare and orphan diseases, to Abeona. In his most recent position he served at Alexion Inc. as Executive Vice President and Chief Commercial Officer responsible for global commercial operations including maximizing the inline rare disease portfolio as well as guiding the launch of anticipated new products and indications. Prior to that he led the region Europe/Middle East/Africa and Asia Pacific as Senior Vice President, driving Alexion’s commercial build out in these regions. Prior to joining Alexion, Dr. Thiel served as Vice President, Head of Europe at Amgen Inc. In this role, he led regional operations and was responsible for multiple products in hematology/oncology, nephrology, and bone disorders, and prepared for new product launches in inflammation and cardiology. He also held various other senior leadership positions at Amgen, including General Manager, Germany, and General Manager, CEE, where he led all markets in Eastern Europe and established Amgen’s operations in Russia. He also served as Head of the Oncology franchise in Europe during the time of several blockbuster product launches. Prior to Amgen, Dr. Thiel held several sales and marketing leadership roles across Europe at Hoffmann-La Roche. He earned his doctorate in molecular biology & biochemistry at Max Planck Institute for Biophysical Chemistry in Goettingen, Germany.

Mr. Buono is an accomplished Italian physicist and alumnus of The European Organization for Nuclear Research. Until recently, Mr. Buono was the Chief Executive Officer and President of Advanced Accelerator Applications (AAA), an international radiopharmaceutical company he founded in 2002. During his tenure at AAA, the company expanded its presence to 13 countries, grew to 630 employees, established 21 manufacturing facilities, registered 8 diagnostic drugs and one therapeutic drug both in Europe and in the U.S., completed 13 acquisitions, and reached €150M in sales prior to the launch of its first therapeutic, Lutathera®, for the treatment of Neuroendocrine Tumors (NETs), an orphan disease. Among Mr. Buono’s many accomplishments was bringing AAA public in November 2015, on the NASDAQ exchange. The company traded under the ticker symbol AAAP, until it was acquired by Novartis in January 2018.

Richard (Dick) Van Duyne held executive-level business development positions with Warner-Lambert, Med- Pointe, and Pharmacia, before joining Daiichi Sankyo in 2003 as Global Head of Business Development, working directly with senior management in Tokyo, the U.S. and Europe on key licensing and business development projects. From April 2013 through November 2017 he served in a senior advisor role, working with the CEO on special projects. He continues to work with Daiichi Sankyo as a consultant. Mr. Van Duyne serves on the boards of Daiichi Sankyo Inc. (the wholly-owned U.S. subsidiary of Daiichi Sankyo) and Bionpharma Inc., a privately-held generics company based in Princeton, N.J. Mr. Van Duyne received his B.S. in Economics from the University of Pennsylvania, his M.B.A. from the Wharton Graduate Division, University of Pennsylvania and his J.D. from Stanford University.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Abeona Therapeutics Inc.
(Registrant)

By: /s/ Stephen B. Thompson
Stephen B. Thompson
Vice President Finance
Chief Accounting Officer

Dated: May 14, 2018
