

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>ADAGE CAPITAL PARTNERS GP, L.L.C.</u> (Last) (First) (Middle) 200 CLARENDON STREET, 52ND FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/03/2023	3. Issuer Name and Ticker or Trading Symbol <u>ABEONA THERAPEUTICS INC. [ABEO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value ("Common Stock")	3,249,994	I	See footnote ⁽¹⁾⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Warrants (right to buy)	11/07/2022 ⁽³⁾	11/07/2027	Common Stock 760,870	4.75	I	See footnote ⁽¹⁾⁽²⁾

1. Name and Address of Reporting Person *
ADAGE CAPITAL PARTNERS GP, L.L.C.
 (Last) (First) (Middle)
 200 CLARENDON STREET, 52ND FLOOR
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person *
Adage Capital Partners, L.P.
 (Last) (First) (Middle)
 200 CLARENDON STREET, 52ND FLOOR
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person *
Adage Capital Management, L.P.
 (Last) (First) (Middle)
 200 CLARENDON STREET, 52ND FLOOR
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person *		
<u>Atchinson Robert</u>		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
52ND FLOOR		
(Street)		
BOSTON	MA	02116
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person *		
<u>Gross Phillip</u>		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
52ND FLOOR		
(Street)		
BOSTON	MA	02116
(City)		
(State)	(Zip)	

Explanation of Responses:

- The securities to which this filing relates are held directly by Adage Capital Partners, L.P., a Delaware limited partnership (the "Fund"). Adage Capital Partners GP, L.L.C., a Delaware limited liability company ("ACPGP"), serves as the general partner of the Fund and as such has discretion over the portfolio securities beneficially owned by the Fund. Adage Capital Management, L.P., a Delaware limited partnership ("ACM"), serves as the investment manager of the Fund and as such has discretion over the portfolio securities beneficially owned by the Fund. Robert Atchinson and Phillip Gross are the managing members of (i) Adage Capital Advisors, L.L.C., a Delaware limited liability company, managing member of ACPGP and (ii) Adage Capital Partners LLC, a Delaware limited liability company, general partner of ACM.
- Each of the reporting persons disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, except as to such extent of such reporting person's pecuniary interest in the securities.
- The Warrants contain an issuance limitation prohibiting the holder of such Warrants from exercising the Warrants until such time as the holder, together with certain related parties, would not beneficially own after any such exercise more than 4.99% of the then issued and outstanding Common Stock (the "Blocker"). Due to the Blocker, none of the Warrants held by the Fund are presently exercisable.

/s/ Robert Atchinson 07/10/2023

/s/ Adage Capital Partners, L.P.;
By its general partner Adage
Capital Partners GP, L.L.C.; By its
managing member Adage Capital 07/10/2023
Advisors, L.L.C.; By its managing
member Robert Atchinson

/s/ Adage Capital Partners GP,
L.L.C.; By its managing member
Adage Capital Advisors, L.L.C.; 07/10/2023
By its managing member Robert
Atchinson

/s/ Adage Capital Management,
L.P.; By its general partner Adage
Capital Partners LLC; By its 07/10/2023
managing member Robert
Atchinson

/s/ Phillip Gross 07/10/2023

** 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 5 (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.