

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. **1**)*

Abeona Therapeutics Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

00289Y206

(CUSIP Number)

06/30/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 00289Y206

1	Names of Reporting Persons Suvretta Capital Management, LLC
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☒ (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 2,676,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 2,676,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,676,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 5.2 %	
12	Type of Reporting Person (See Instructions) IA, OO	

SCHEDULE 13G

CUSIP No.	00289Y206
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1	Names of Reporting Persons Averill Master Fund, Ltd.	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☒ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization CAYMAN ISLANDS	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 2,309,267.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 2,309,267.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,309,267.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	

11	Percent of class represented by amount in row (9) 4.5 %
12	Type of Reporting Person (See Instructions) CO

SCHEDULE 13G

CUSIP No.	00289Y206
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1	Names of Reporting Persons Aaron Cowen	
2	Check the appropriate box if a member of a Group (see instructions) ☐ (a) ☒ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 2,676,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 2,676,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,676,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) ☐	
11	Percent of class represented by amount in row (9) 5.2 %	
12	Type of Reporting Person (See Instructions) HC, IN	

SCHEDULE 13G

Item 1.

(a) Name of issuer:

Abeona Therapeutics Inc.

(b) Address of issuer's principal executive offices:

6555 Carnegie Avenue, 4th Floor ,Cleveland, OH 44103

Item 2.

(a) Name of person filing:

Suvretta Capital Management, LLC
Averill Master Fund, Ltd.
Aaron Cowen

(b) Address or principal business office or, if none, residence:

Suvretta Capital Management, LLC
540 Madison Avenue, 7th Floor
New York, New York 10022
United States of America

Averill Master Fund, Ltd.
c/o Maples Corporate Services Limited
P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Aaron Cowen
c/o Suvretta Capital Management, LLC
540 Madison Avenue, 7th Floor
New York, New York 10022

(c) Citizenship:

Suvretta Capital Management, LLC - Delaware
Averill Master Fund, Ltd. - Cayman Islands
Aaron Cowen - United States

(d) Title of class of securities:

Common Stock, \$0.01 par value

(e) CUSIP No.:

00289Y206

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☒ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

Suvretta Capital Management, LLC - 2,676,000
Averill Master Fund, Ltd. - 2,309,267
Aaron Cowen - 2, 676,000

(b) Percent of class:

Suvretta Capital Management, LLC - 5.2%
Averill Master Fund, Ltd. - 4.5%
Aaron Cowen - 5.2% %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Suvretta Capital Management, LLC - 0
Averill Master Fund, Ltd. - 0
Aaron Cowen - 0

(ii) Shared power to vote or to direct the vote:

Suvretta Capital Management, LLC - 2,676,000
Averill Master Fund, Ltd. - 2,309,267
Aaron Cowen - 2,676,000

(iii) Sole power to dispose or to direct the disposition of:

Suvretta Capital Management, LLC - 0
Averill Master Fund, Ltd. - 0
Aaron Cowen - 0

(iv) Shared power to dispose or to direct the disposition of:

Suvretta Capital Management, LLC - 2,676,000
Averill Master Fund, Ltd. - 2,309,267
Aaron Cowen - 2,676,000

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

All of the securities reported in this Schedule 13G Amendment No. 1 are directly owned by advisory clients of Suvretta Capital Management, LLC. None of those advisory clients may be deemed to beneficially own more than 5% of the Common Stock, \$0.01 par value.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Please see Exhibit B attached hereto.

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Suvretta Capital Management, LLC

Signature: /s/ Andrew Nathanson
Name/Title: Andrew Nathanson/General Counsel and Chief Compliance Officer
Date: 08/13/2025

Averill Master Fund, Ltd.

Signature: /s/ Andrew Nathanson
Name/Title: Andrew Nathanson/Authorized Signatory
Date: 08/13/2025

Aaron Cowen

Signature: /s/ Aaron Cowen
Name/Title: Aaron Cowen
Date: 08/13/2025

Comments accompanying signature: * Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his, her or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

To the extent that "ownership of 5 percent or less of a class" was indicated in Item 5, such response only applies to the Reporting Person(s) that indicated elsewhere herein that it beneficially owns five percent (5%) or less of the class.

Exhibit Information

[Exhibit A - Joint Filing Agreement]

[Exhibit B - Control Person Identification]

JOINT FILING AGREEMENT

The undersigned agree that this Schedule 13G Amendment No. 1 dated August 13, 2025 relating to the Common Stock, \$0.01 par value, of Abeona Therapeutics Inc. shall be filed on behalf of the undersigned.

SUVRETTA CAPITAL MANAGEMENT, LLC

By: /s/ Andrew Nathanson

Name: Andrew Nathanson

Title: General Counsel and Chief Compliance Officer

AVERILL MASTER FUND, LTD.

By: /s/ Andrew Nathanson

Name: Andrew Nathanson

Title: Authorized Signatory

AARON COWEN

By: /s/ Aaron Cowen

CONTROL PERSON IDENTIFICATION

Suvretta Capital Management, LLC is the relevant entity for which Aaron Cowen is the control person.