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 15, 2015**

PLASMATECH BIOPHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**0-9314**	**83-0221517**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

4848 Lemmon Avenue, Suite 517, Dallas, TX	**75219**
(Address of principal executive offices)	(Zip Code)

(214) 905-5100
(Registrant's telephone number, including area code)

PLASMATECH BIOPHARMACEUTICALS, INC.
(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:

☐ 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))

Explanatory Note

PlasmaTech Biopharmaceuticals, Inc ("PlasmaTech") filed a Current Report on Form 8-K with the Securities and Exchange Commission (the "SEC") on May 18, 2015 (the "Initial Filing") to report, among other things, the completion of PlasmaTech's acquisition of Abeona Therapeutics LLC ("Abeona"), an Ohio limited liability corporation.

This Form 8-K/A is being filed solely to amend and supplement Item 9.01 of the Initial Filing to include Abeona's financial statements and pro forma financial information required by Item 9.01 of Form 8-K, which were not previously filed with the Initial Filing and are permitted to be filed by amendment no later than 71 calendar days after the Initial Filing was required to be filed with the SEC. This Form 8-K/A amends the Initial Filing for the inclusion of the foregoing financial statements and pro forma consolidated financial statements and does not amend or modify the Initial Filing in any other respect.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements of Business Acquired

Abeona's audited financial statements for December 31, 2014 and 2013 are filed within this Form 8-K/A as Exhibit 99.1 and incorporated herein by reference.

Abeona's unaudited financial statements for March 31, 2015 and 2014 are filed within this Form 8-K/A as Exhibit 99.2 and incorporated herein by reference.

(b) Pro Forma Financial Information

The unaudited pro forma condensed combined financial statements with respect to PlasmaTech's acquisition of Abeona by which Abeona became a wholly owned subsidiary of PlasmaTech, are filed with this Form 8-K/A as Exhibit 99.3 and incorporated herein by reference and are based upon the historical condensed consolidated financial statements and notes thereto (as applicable) of PlasmaTech and Abeona.

As previously disclosed, on May 15, 2015, we closed our acquisition of Abeona and will issue an aggregate of 3,979,761 shares of PlasmaTech's common stock to the members of Abeona. In addition, there may be up to an additional $9 million in performance milestones payable to members of Abeona, in common stock or cash, at PlasmaTech's option.

The pro forma adjustments are based upon available information and certain assumptions that PlasmaTech believes are reasonable under the circumstances.

These unaudited pro forma condensed combined financial statements should be read in conjunction with the historical consolidated financial statements and related notes contained in the annual, quarterly and other reports filed by PlasmaTech with the SEC and the audited consolidated financial statements of Abeona included in this Form 8-K/A.

(d) Exhibits

Number	Title
23.1	Consent of Independent Auditors
99.1	Audited financial statements of Abeona Therapeutics LLC for the year ended December 31, 2014 and for the period from inception (March 29, 2013) through December 31, 2013
99.2	Unaudited financial statements of Abeona Therapeutics LLC for the Three Months Ended March 31, 2015 and March 31, 2014
99.3	Unaudited Pro Forma Condensed Combined Balance Sheet as Of March 31, 2015 and Pro Forma Condensed Combined Statement of Operations for the Three Months Ended March 31, 2015 and for the Twelve Months Ended December 31, 2014

SIGNATURES

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.

	/s/ Stephen B. Thompson
By:	Stephen B. Thompson
	Vice President Finance

Date: June 4, 2015

Exhibit Index

Exhibit No.	Description
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99.2	Unaudited financial statements of Abeona Therapeutics LLC for the Three Months Ended March 31, 2015 and March 31, 2014
99.3	Unaudited Pro Forma Condensed Combined Balance Sheet as Of March 31, 2015 and Pro Forma Condensed Combined Statement of Operations for the Three Months Ended March 31, 2015 and for the Twelve Months Ended December 31, 2014

EXHIBIT 23.1

CONSENT OF INDEPENDENT AUDITOR

Plasma Tech Biopharmaceuticals, Inc.
Dallas, Texas

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (File No. 333-204179) and Form S-8 (File Nos. 333-204055 and 333-189985) of PlasmaTech Biopharmaceuticals, Inc. of our report dated May 16, 2015, relating to the financial statements of Abeona Therapeutics LLC, which appears in this Form 8-K/A.

/s/ BDO USA. LLP
Cleveland, Ohio
June 4, 2015

EXHIBIT 99.1

Abeona Therapeutics LLC

Financial Statements
December 31, 2014 and 2013

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

Abeona Therapeutics LLC

Financial Statements

December 31, 2014 and 2013

Abeona Therapeutics LLC

Contents

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32125 Solon Road
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Independent Auditor's Report

To the Members
Abeona Therapeutics LLC
Cleveland, Ohio

We have audited the accompanying financial statements of Abeona Therapeutics LLC which comprise the balance sheets as of December 31, 2014 and 2013, and the related statements of operations and changes in members' equity and cash flows for the year ended December 31, 2014 and for the period from inception (March 29, 2013) through December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Abeona Therapeutics LLC as of December 31, 2014 and 2013, and the results of its operations and its cash flows for the year ended December 31, 2014 and for the period from inception (March 29, 2013) through December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

BDO USA, LLP

May 16, 2015

Financial Statements

Abeona Therapeutics LLC

Balance Sheets

December 31,	**2014**	2013
Assets		
Current Assets		
Cash	**$ 3,993,390**	$ 625,413
Prepaid expenses	**30,172**	15,264
	4,023,562	640,677
Property and Equipment, net	**56,587**	-
Other Assets		
License rights, net	**251,070**	89,250
Deposits	**1,061**	-
Total Assets	**$ 4,332,280**	$ 729,927
Liabilities and Members' Equity		
Current Liabilities		
Accounts payable	**28,414**	-
Accrued salaries and other expenses	**20,978**	20,547
Total Liabilities	**49,392**	20,547
Members' Equity	**4,282,888**	709,380
Total Liabilities and Members' Equity	**$ 4,332,280**	$ 729,927

See accompanying notes to financial statements.

Abeona Therapeutics LLC

Statements of Operations

	Year ended December 31, 2014	Period from March 29, 2013 through December 31, 2013
Research and Development Costs	**$ 27,986**	$ -
General and Administrative Expenses	**407,959**	139,406
Operating Loss	**435,945**	139,406
Other Income	**(1,953)**	-
Net Loss	**$ 433,992**	$ 139,406

See accompanying notes to financial statements.

Abeona Therapeutics LLC

Statements of Changes in Members' Equity

	Class A Units		Class B Units		Class C Units		Accumulated	
	Units	Dollars	Units	Dollars	Units	Dollars	Deficit	Total
Balance, March 29, 2013	-	$ -	-	$ -	-	$ -	$ -	$ -
Issuance of membership units	27,405	755,000	-	-	54,595	3,200	-	758,200
Issuance of membership units in exchange for license rights	-	-	8,000	90,000	-	-	-	90,000
Issuance of membership units to founders for services					10,000	586	-	586
Net Loss	-	-	-	-	-	-	(139,406)	(139,406)
Balance, December 31, 2013	27,405	755,000	8,000	90,000	64,595	3,786	(139,406)	709,380
Issuance of membership units	**76,750**	**3,837,500**	**-**	**-**	**-**	**-**	**-**	**3,837,500**
Issuance of membership units in exchange for license rights	**-**	**-**	**6,675**	**170,000**	**-**	**-**	**-**	**170,000**
Net Loss	**-**	**-**	**-**	**-**	**-**	**-**	**(433,992)**	**(433,992)**
Balance, December 31, 2014	**104,155**	**$4,592,500**	**14,675**	**$260,000**	**64,595**	**$ 3,786**	**$ (573,398)**	**$4,282,888**

See accompanying notes to financial statements.

Abeona Therapeutics LLC

Statements of Cash Flows

	Year ended December 31, 2014	Period from March 29, 2013 through December 31, 2013
Operativing Activities		
Net loss	**$ (433,992)**	$ (139,406)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	**3,129**	-
Amortization of license rights	**8,180**	750
Memberhip units issued in exchange for services	**-**	586
Increase in:		
Prepaid expenses and other	**(15,969)**	(15,264)
Increase in:		
Accounts payable	**28,414**	-
Accrued salaries and other expenses	**431**	20,547
Net cash for operating activities	**(409,807)**	(132,787)
Investing Activities		
Purchases of property and equipment	**(59,716)**	-
Net cash for investing activities	**(59,716)**	-
Financing Activities		
Proceeds from sale of units	**3,837,500**	758,200
Net cash from financing activities	**3,837,500**	758,200
Net change in cash	**3,367,977**	625,413
Cash, beginning of year	**625,413**	-
Cash, end of year	**$ 3,993,390**	$ 625,413

Supplemental disclosure of non-cash investing and financing activity:

During 2014, the Company issued 6,675 Class B units valued at $170,000 under terms of the license agreement disclosed in Note D.

During 2013, the Company issued 8,000 Class B units valued $90,000 under terms of the license agreement disclosed in Note D.

During 2013, the Company issued 10,000 Class C units valued at $586 to two founders.

See accompanying notes to financial statements.

NOTE A - Summary of significant accounting policies

Background and nature of operations

Abeona Therapeutics LLC (the Company), an Ohio limited liability company, is engaged in the development and commercialization of therapies for patients with lysosomal storage diseases.

The Company began operations on March 29, 2013 and its operations consist primarily of research and development expenditures, and revenues from planned principal operations have not yet been realized. The Company relies on the sale of membership interests for funding of operations.

The Company has incurred losses from operations since inception and has an accumulated deficit of $573,398 as of December 31, 2014. The Company anticipates incurring additional losses until such time, if ever, that it can generate significant revenues from product candidates currently in development.

Future success of operations is subject to several technical hurdles and risk factors, including satisfactory product development, timely initiation and completion of clinical trials, regulatory approval and market acceptance of the Company’s products and the Company’s continued ability to obtain future funding.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Maintenance and repairs are charged to operations as incurred. Depreciation is based on the straight-line method over the estimated useful lives of the related assets which range from 2 to 5 years.

Intangible assets license rights

License rights are being amortized through the maturity date of the licensing agreement. (See Note D).

Long-lived assets

The Company reviews its long-lived assets for impairment whenever events or circumstances indicate that are carrying amount of an asset may not be recoverable in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 360, *Impairment or Disposal of Long-Lived Assets*.

Research and development costs

All research and development costs are charged to expense as incurred.

NOTE A - Summary of significant accounting policies, continued

Income taxes

The Company, with the consent of its members, was formed as a limited liability company. The operating agreement, construed under Ohio laws, states that the Company will be treated as a partnership for federal and state income tax purposes. In lieu of paying taxes at the company level, the members of a limited liability company are taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for federal or state income taxes has been included in these financial statements.

The Company follows the accounting guidance for uncertainty in income taxes using the provisions of Accounting Standards Codification (ASC) 740, *Income Taxes*. Using that guidance, tax positions initially need to be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities.

As of December 31, 2014 and 2013, the Company had no uncertain tax positions that qualify for either recognition or disclosure in the financial statements. It is the Company’s policy to include any penalties and interest related to income taxes in its general and administrative expenses, however, the Company has no penalties or interest related to income taxes for the year ended December 31, 2014 and the period from March 29, 2013 through December 31, 2013, respectively. The earliest year that the Company is subject to examination is the period ended December 31, 2013.

Concentrations of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash. The Company places its temporary cash investments with financial institutions which are insured up to FDIC limits. The Company has never experienced any losses related to their balances.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of significant assets and liabilities at the date of the financial statements, and reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Recent accounting pronouncement

During 2014, the Company early adopted Accounting Standards Update No. 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation, which eliminated the definition of a development stage entity and certain previously required incremental financial reporting disclosures.

NOTE A - Summary of significant accounting policies, continued

Evaluation of subsequent events

The Company has evaluated subsequent events through May 16, 2015, which is the date the financial statements were available to be issued, and has determined that there were no subsequent events that have occurred through that date that have not already been reflected in the financial statements and/or disclosed in the notes.

NOTE B - Property and equipment

Property and equipment consisted of the following at:

December 31,	**2014**	2013
Lab equipment	**$ 55,000**	$ -
Computer equipment	**4,716**	-
	59,716	-
Accumulated depreciation	**(3,129)**	-
Property and equipment, net	**$ 56,587**	$ -

Depreciation expense for the year ended December 31, 2014 and for the period from inception (March 29, 2013) through December 31, 2013 was $3,129 and -0-, respectively.

NOTE C - Members' equity

The interests of the Company are divided into Class A, Class B, Class C and Class D Units. Only those members holding Class A Units and Class C Units are entitled to vote on certain governance issues pertaining to the Company's operations. Class D units will generally be issued pursuant to and subject to conditions and restrictions of the Company's equity plan, once adopted. See Note D regarding the Class B Units.

The holders of Class A Units are entitled to receive preferred returns on a cumulative basis at a rate of 5% per annum on the daily balance of the Member's Net Capital Contribution, as defined by the operating agreement. As of December 31, 2014 and 2013, the Company has cumulative preferred returns totaling approximately $111,000 and $3,500, respectively.

Subsequent to December 31, 2014, the Company issued an additional 6,000 Class A Units for $300,000 and 525 Class B Units under the terms of the licensing agreement (see Note D).

NOTE D - Technology license agreement

The Company is party to an exclusive license agreement with a hospital, which owns the Class B units, dated November 8, 2013, that grants an exclusive, non-transferable license to certain licensed patented technology of the hospital. The agreement allows the Company to sublicense the technology upon written approval by the hospital. The agreement will end upon the earliest of (a) last to expire valid claim of licensed patents, unless terminated earlier within the terms of the agreement or (b) twenty years after the effective date. Additionally, the Company must achieve certain development milestones by specified dates. The license agreement may be terminated by the hospital if the Company fails to meet each development milestone.

Under the terms of the license agreement, until the Company has received aggregate proceeds of not less than $5,000,000 from (a) sales of membership Units together with (b) the receipt of funds to support Company operations, the Company shall issue additional Class B Units to the Class B Unitholder such that the Class B Unitholder holds an 8% membership interest of the Company. As of December 31, 2014 and 2013, under the terms of the license agreement, the Company has issued 14,675 and 8,000 Class B Units, respectively.

The fair value of the Class B Units at the date of issuance of $170,000 and $90,000 at December 31, 2014 and 2013, respectively, was recorded as license rights and is being amortized through the maturity date of the licensing agreement. Unamortized license rights were $251,070 and $89,250 at December 31, 2014 and 2013, respectively. Amortization for the year ended December 31, 2014 and for the period from inception (March 29, 2013) through December 31, 2013 was $8,180 and $750, respectively. Future annual amortization expense will be approximately $13,300 for 2015 through 2019.

If the license agreement, noted above, is terminated by the Company due to breach of any provision of the agreement, the Company has the right and option to purchase the entire Class B Units within six months after the license termination date at a price commensurate of the current value, as defined by the operating agreement.

If the license agreement, noted above, is terminated by the Company for convenience at any time after the second anniversary or by giving written notice to the Class B Unitholder at least six months prior to the effective termination date or by the Class B Unitholder due to breach of any provision of the agreement or due to legal action by part of the Company, the Class B Unitholder has the right and option to cause the Company to purchase the entire membership interests of the Class B Unitholder within six months after the license termination date at a price commensurate of the current value, as defined by the operating agreement.

In connection with the license agreement, the Company is required to pay an annual, non-creditable and non-refundable license maintenance fee of $15,000 the first year, $20,000 the second year, $25,000 for years three and four, and then $30,000 for years five and beyond. License fee expense for the years ended December 31, 2014 and 2013 was $15,000 and -0-, respectively and is included in the general and administrative expenses on the Statements of Operations.

NOTE D - Technology license agreement, continued

The license agreement requires non-creditable, non-refundable royalty payments equal to 2.5% of net sales of the licensed product sold by the Company.

The license agreement requires the Company to pay four product development milestone payments totaling $715,000 beginning with a $15,000 payment due upon the commencement of Phase I clinical trials, which are estimated to begin in 2015.

Under the terms of the license agreement the Company reimburses the hospital for patent costs associated with the licensed patents.

NOTE E - Operating lease

The Company occupies office and lab space under an operating lease. The total rent expense amounted to $6,691 and $-0- in 2014 and 2013, respectively. Future minimum lease payments for operating leases having an initial or remaining term in excess of one year at December 31, 2014 are as follows:

December 31, 2014	
2015	**$ 23,171**
2016	**23,711**
2017	**1,980**
	$ 48,862

NOTE F - Subsequent event

On May 5, 2015, the Company entered into an Agreement and Plan of Merger with Plasmatech Biopharmaceutical, Inc., “Plasmatech”, a company focused on gene and cell therapy for severe and life-threatening diseases. Plasmatech, headquartered in Dallas, TX, is a public company traded on the NASDAQ Global Market. Under terms of the agreement, upon closing of the transaction, the Company will become a wholly owned subsidiary of Plasmatech. Members of the Company will receive 3,979,761 shares of common stock of Plasmatech and Plasmatech will become the sole member of the Company. Those shares will be allocated in accordance with the Company’s operating agreement, including payment of preferred returns. The members of the Company may also receive additional consideration totaling $9,000,000 in the form of cash, stock in Plasmatech, or a combination of both, if certain milestones enumerated in the agreement are achieved within the time periods defined.

EXHIBIT 99.2

Abeona Therapeutics LLC

Balance Sheets
(unaudited)

	March 31, 2015	December 31, 2014
ASSETS		
Cash	$ 4,026,000	$ 3,993,000
Prepaid expenses	24,000	30,000
Total current assets	4,050,000	4,023,000
Property and Equipment, net	53,000	57,000
Other Assets		
License rights, net	261,000	251,000
Deposits	1,000	1,000
Total assets	$ 4,365,000	$ 4,332,000
LIABILITIES AND MEMBERS' EQUITY		
Current liabilities		
Accounts payable	$ 135,000	$ 28,000
Accrued salaries and other expenses	49,000	17,000
Unearned revenue	1,000	4,000
Total liabilities	185,000	49,000
Members' equity		
Contributed capital	5,120,000	4,857,000
Accumulated deficit	(990,000)	(574,000)
	4,180,000	4,283,000
Total liabilities and members' equity	$ 4,365,000	$ 4,332,000

See accompanying notes to financial statements.

Abeona Therapeutics LLC

Statement of Operations
(unaudited)

	Three Months ended March 31, 2015	Three Months ended March 31, 2014
Research and development costs	$ 279,000	$ -
General and administrative expenses	133,000	72,000
Depreciation and amortization	7,000	1,000
Operating loss	419,000	73,000
Other income	(3,000)	-
Net loss	$ 416,000	$ 73,000

See accompanying notes to financial statements.

Abeona Therapeutics LLC

Statements of Cash Flows
(unaudited)

	Three Months ended March 31, 2015	Three Months ended March 31, 2014
Cash flows from operating activities:		
Net loss	$ (416,000)	$ (73,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	4,000	-
Amortization of licensing rights	3,000	1,000
Decrease (increase) in prepaid expenses	6,000	(2,000)
Increase in accounts payable	107,000	-
Increase in accrued salaries and other expenses	32,000	4,000
Decrease in unearned revenue	(3,000)	-
Net cash used in operating activities	(267,000)	(70,000)
Cash flows from investing activities:		
Purchases of property and equipment	-	(2,000)
Net cash used in investing activities	-	(2,000)
Cash flows from financing activities:		
Proceeds from sale of units	300,000	-
Net cash used in financing activities	300,000	-
Net increase (decrease) in cash and cash equivalents	33,000	(72,000)
Cash at beginning of period	3,993,000	625,000
Cash at end of period	$ 4,026,000	$ 553,000

See accompanying notes to financial statements.

Abeona Therapeutics LLC

Notes to Financial Statements
(unaudited)

Abeona Therapeutics LLC (the Company), an Ohio limited liability company, is engaged in the development and commercialization of therapies for patients with lysosomal storage diseases.

The Company began operations on March 29, 2013 and its operations consist primarily of research and development expenditures, and revenues from planned principal operations have not yet been realized. The Company relies on the sale of membership interests for funding of operations.

The Company has incurred losses from operations since inception and has an accumulated deficit of $990,000 as of March 31, 2015. The Company anticipates incurring additional losses until such time, if ever, that it can generate significant revenues from product candidates currently in development.

Future success of operations is subject to several technical hurdles and risk factors, including satisfactory product development, timely initiation and completion of clinical trials, regulatory approval and market acceptance of the Company's products and the Company's continued ability to obtain future funding.

(1) Interim Financial Statements

The balance sheet as of March 31, 2015, the statements of operations for the three months ended March 31, 2015 and 2014, and the statements of cash flows for the three months ended March 31, 2015 and 2014, were prepared by management without audit. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, except as otherwise disclosed, necessary for the fair presentation of the financial position, results of operations, and changes in financial position for such periods, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these interim financial statements be read in conjunction with the financial statements and notes thereto for the year ended December 31, 2014. The results of operations for the period ended March 31, 2015 are not necessarily indicative of the operating results which may be expected for a full year.

(2) Technology license agreement

The Company is party to an exclusive license agreement with a hospital, which owns the Class B units, dated November 8, 2013, that grants an exclusive, non-transferable license to certain licensed patented technology of the hospital. The agreement allows the Company to sublicense the technology upon written approval by the hospital. The agreement will end upon the earliest of (a) last to expire valid claim of licensed patents, unless terminated earlier within the terms of the agreement or (b) twenty years after the effective date. Additionally, the Company must achieve certain development milestones by specified dates. The license agreement may be terminated by the hospital if the Company fails to meet each development milestone.

Under the terms of the license agreement, until the Company has received aggregate proceeds of not less than $5,000,000 from (a) sales of membership Units together with (b) the receipt of funds to support Company operations, the Company shall issue additional Class B Units to the Class B Unitholder such that the Class B Unitholder holds an 8% membership interest of the Company. As of March 31, 2015 and 2014, under the terms of the license agreement, the Company has issued 15,200 and 8,000 Class B Units, respectively.

The fair value of the Class B Units at the date of issuance of $273,000 and $260,000 at March 31, 2015 and December 31, 2014, respectively, was recorded as license rights and is being amortized through the maturity date of the licensing agreement. Unamortized license rights were $261,000 and $251,000 at March 31, 2015 and December 31, 2014, respectively. Amortization for the period ended March 31, 2015 and for the period ended March 31, 2014 was $3,000 and $1,000, respectively. Future annual amortization expense will be approximately $14,000 for 2015 through 2019.

If the license agreement, noted above, is terminated by the Company due to breach of any provision of the agreement, the Company has the right and option to purchase the entire Class B Units within six months after the license termination date at a price commensurate of the current value, as defined by the operating agreement.

If the license agreement, noted above, is terminated by the Company for convenience at any time after the second anniversary or by giving written notice to the Class B Unitholder at least six months prior to the effective termination date or by the Class B Unitholder due to breach of any provision of the agreement or due to legal action by part of the Company, the Class B Unitholder has the right and option to cause the Company to purchase the entire membership interests of the Class B Unitholder within six months after the license termination date at a price commensurate of the current value, as defined by the operating agreement.

In connection with the license agreement, the Company is required to pay an annual, non-creditable and non-refundable license maintenance fee of $15,000 the first year, $20,000 the second year, $25,000 for years three and four, and then $30,000 for years five and beyond.

The license agreement requires non-creditable, non-refundable royalty payments equal to 2.5% of net sales of the licensed product sold by the Company.

The license agreement requires the Company to pay four product development milestone payments totaling $715,000 beginning with a $15,000 payment due upon the commencement of Phase I clinical trials, which are estimated to begin in the third or fourth quarter of 2015.

Under the terms of the license agreement the Company reimburses the hospital for patent costs associated with the licensed patents.

(3) Members' equity

For the three months ended March 31, 2015, the Company issued an additional 6,000 Class A Units for $300,000 and 525 Class B Units for $13,000 under the terms of the licensing agreement.

(4) Subsequent event

On May 15, 2015, the Company closed an Agreement and Plan of Merger with PlasmaTech Biopharmaceuticals, Inc., "PlasmaTech", a company focused on gene and cell therapy for severe and life-threatening diseases. PlasmaTech, headquartered in Dallas, TX, is a public company traded on the NASDAQ Global Market. Under terms of the agreement the Company become a wholly owned subsidiary of PlasmaTech on May 15, 2015. Members of the Company received 3,979,761 shares of common stock of PlasmaTech and PlasmaTech became the sole member of the Company. Those shares are allocated in accordance with the Company's operating agreement, including payment of preferred returns. The members of the Company may also receive additional consideration totaling $9,000,000 in the form of cash, stock in PlasmaTech, or a combination of both, if certain milestones enumerated in the agreement are achieved within the time periods defined.

PLASMATECH BIOPHARMACEUTICALS, INC,

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The following unaudited pro forma condensed combined financial statements apply to the merger between Abeona Therapeutics LLC (“Abeona”) and PlasmaTech Biopharmaceuticals, Inc. (“PlasmaTech”), by which Abeona became a wholly owned subsidiary of PlasmaTech, and are based upon the historical condensed consolidated financial statements and notes thereto (as applicable) of PlasmaTech and Abeona.

The unaudited pro forma condensed combined balance sheet at March 31, 2015 gives pro forma effect to the merger as if the merger had been completed on March 31, 2015 and combines PlasmaTech’s unaudited combined balance sheet and Abeona’s unaudited balance sheet as of March 31, 2015.

The unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2015 gives pro forma effect to the merger as if it had been completed on January 1, 2014 and combines PlasmaTech’s unaudited consolidated statements and Abeona’s unaudited statements of operations for the three months ended March 31, 2015.

The unaudited pro forma condensed combined statement of operations for the twelve months ended December 31, 2014 gives pro forma effect to the merger as if it had been completed on January 1, 2014 and combines PlasmaTech’s audited consolidated statements of operations and Abeona’s audited statements of operations for the year ended December 31, 2014.

As previously disclosed, on May 15, 2015, we closed our acquisition of Abeona and will issue an aggregate of 3,979,761 shares of PlasmaTech’s common stock to the members of Abeona. In addition, there may be up to an additional $9 million in performance milestones payable to members of Abeona, in common stock or cash, at PlasmaTech’s option.

The pro forma adjustments are based upon available information and certain assumptions that PlasmaTech believes are reasonable under the circumstances and are based upon our preliminary purchase price allocation.

These unaudited pro forma condensed combined financial statements should be read in conjunction with the historical consolidated financial statements and related notes contained in the annual, quarterly and other reports filed by PlasmaTech with the SEC and the audited consolidated financial statements of Abeona included in this Form 8-K/A.

Basis of Presentation

The unaudited pro forma condensed combined financial information has been derived from the historical financial information of the PlasmaTech and Abeona and was prepared using the acquisition method of accounting in accordance with the Financial Accounting Standards Board’s Accounting Standards Codification (“ASC”) 805, Business Combinations, and uses the fair value concepts defined in ASC 820, Fair Value Measurements and Disclosures. ASC 805 requires, among other things, that all assets acquired and liabilities assumed be recognized at their fair values as of the purchase date. In addition ASC 805 establishes that the consideration transferred be measured at the closing date of the purchase at the then-current market price. Under ASC 805, acquisition-related transaction costs (e.g., advisory, legal, valuation, other professional fees) and certain acquisition-related restructuring charges impacting the target company are not included as a component of consideration transferred but are accounted for as expenses in the periods in which the costs are incurred.

The pro forma adjustments are preliminary and have been made solely for the purpose of providing unaudited pro forma condensed combined financial information. The Company anticipates that the values assigned to the assets acquired and liabilities assumed will be finalized during the measurement period following the May 15, 2015 closing date.

Pro Forma Condensed Combined Balance Sheet
As of March 31, 2015
(Unaudited)

	Historical			
	PlasmaTech	Abeona	Pro Forma Adjustments	Pro Forma Combined
ASSETS				
Current assets				
Cash and cash equivalents	$ 7,948,000	$ 4,026,000		$ 11,974,000
Receivables	144,000	-		144,000
Prepaid expenses and other current expenses	98,000	24,000		122,000
Total current assets	8,190,000	4,050,000		12,240,000
Property and equipment, net	11,000	53,000		64,000
Licensed technology, net	4,875,000	261,000	2,156,000(a)	7,031,000
			(261,000)(a)	
Goodwill	-	-	32,172,000(a)	32,173,000
Other assets	41,000	1,000		42,000
Total assets	$ 13,117,000	$ 4,365,000		$ 51,550,000
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued expenses	$ 638,000	$ 184,000	375,000(c)	$ 1,197,000
Short-term milestone payment liabilities	-	-	5,694,000(d)	5,694,000
Current portion of deferred revenue	602,000	1,000		603,000
Total current liabilities	1,240,000	185,000		7,494,000
Long-term milestone payment liability	-	-	795,000(d)	795,000
Payable due Licensor	4,000,000	-		4,000,000
Long-term debt deferred revenue	4,718,000	-		4,718,000
Total liabilities	9,958,000	185,000		17,007,000
Stockholders' equity				
Common stock	200,000	-	40,000(a)	240,000
Additional paid-in capital	301,033,000	-	38,207,000(a)	332,752,000
			(3,919,000)(a)	
			(261,000)(a)	
			4,180,000(b)	
			(6,489,000)(d)	
Member's equity	-	4,180,000	(4,180,000)(b)	-
Accumulated deficit	(298,074,000)		(375,000)(c)	(298,449,000)
Total stockholders' equity	3,159,000	4,180,000		34,543,000
Total liabilities and stockholders' equity	$ 13,117,000	$ 4,365,000		$ 51,550,000

See accompanying Notes to Pro Forma Condensed Combined Balance Sheet

Notes to Pro Forma Condensed Combined Balance Sheet

Note 1: The above statement gives effect to the following pro forma adjustments necessary to reflect the merger of PlasmaTech and Abeona, as if the transaction had occurred March 31, 2015.

a) To record the exchange, for accounting purposes, by Abeona members of their units for 3,979,761 shares of PlasmaTech. The initial consideration of $31,758,000 was calculated using the PlasmaTech stock price on date of the close, May 15, 2015 of $7.98 times the number of PlasmaTech shares (3,979,761) issued to Abeona members.

There is a contingent valuation on three milestones. Per the merger agreement with Abeona each milestone would consist of either cash, our stock or a combination of both, at PlasmaTech's election, equivalent to a stated dollar amount. The fair value of the probability of achieving all three milestones is estimated at $6,489,000.

The following preliminary purchase price allocation is based on information we have to date and is unaudited. We expect to finalize our purchase price allocation once all information has been obtained.

Total purchase price	
Initial consideration	$ 31,758,000
Contingent consideration	6,489,000
Total purchase price	$ 38,247,000
Allocation of the purchase price	
Cash	$ 4,026,000
Prepaid expenses	24,000
Property and equipment	53,000
Other assets	1,000
Accounts payable	(184,000)
Unearned revenue	(1,000)
Total tangible assets	3,919,000
Licensing agreement	2,156,000
Goodwill	32,172,000
Total intangible assets	34,329,000
Total net asset value	$ 38,247,000

b) To eliminate the Members' Equity of Abeona.

c) To record $375,000 in merger costs.

d) To record milestone liabilities. The present value of probability of the short-term milestone liabilities for milestone #1 and #2 are $5,694,000 and long-term liability for milestone #3 is $795,000.

After the consummation of the transactions described herein, PlasmaTech had 200,000,000 common shares authorized, and approximately 23,978,562 common shares were issued and outstanding at March 31, 2015.

Pro Forma Condensed Combined Statement of Operations
For the Three Months Ended March 31, 2015
(Unaudited)

	Historical			
	PlasmaTech	Abeona	Pro Forma Adjustments	Pro Forma Combined
Revenues	$ 258,000	$ -		$ 258,000
Expenses				
Research and development	453,000	279,000		732,000
General and administrative	1,689,000	133,000	(173,000)(b)	1,649,000
Depreciation and amortization	118,000	7,000	27,000(a)	152,000
Total expenses	2,260,000	419,000		2,533,000
Loss from operations	(2,002,000)	(419,000)		(2,275,000)
Interest and miscellaneous income	3,000	3,000		6,000
Interest and other expenses	(1,000)	-		(1,000)
	2,000	3,000		(5,000)
Net loss allocable to common stockholders	$ (2,000,000)	$ (416,000)		$ (2,280,000)
Basic and diluted loss per common share				
Loss allocable to all common stockholders	$ (0.10)			$ (0.10)
Weighted average basic and diluted common shares outstanding	19,983,751			23,963,512

Notes to Pro Forma Condensed Combined Statement of Operations

Note 1: The above statement gives effect to the merger of PlasmaTech and Abeona, as if the merger had occurred on January 1, 2014.

a) To record $27,000, three months amortization of the licensing agreement for estimated change in fair value.

b) To reverse $173,000 in merger costs recorded in the first quarter of 2015.

Note 2: The pro forma combined-weighted average number of common outstanding shares is based on the weighted average number of shares of common stock of PlasmaTech during the period plus those shares to be issued in conjunction with the merger. A reconciliation between PlasmaTech's historical weighted average shares outstanding and pro forma weighted average shares outstanding and pro forma weighted average shares outstanding is as follows:

Historical	19,983,751
Abeona equivalent shares giving effect to the merger	3,979,761
Total	23,963,512

Pro Forma Condensed Combined Statement of Operations
For the Twelve Months Ended December 31, 2014
(Unaudited)

	Historical PlasmaTech	Historical Abeona	Pro Forma Adjustments	Pro Forma Combined
Revenues	$ 925,000	$ -		$ 925,000
Expenses				
Research and development	333,000	28,000		361,000
General and administrative	3,712,000	397,000		4,109,000
Depreciation and amortization	11,000	11,000	109,000(a)	131,000
Total expenses	4,056,000	436,000		4,601,000
Loss from operations	(3,131,000)	(436,000)		(3,676,000)
Interest and miscellaneous income	45,000	2,000		47,000
Interest and other expenses	(582,000)	-		(582,000)
Loss on change in fair value of derivative preferred stock	(23,110,000)	-		(23,110,000)
	(23,647,000)	2,000		(23,645,000)
Net loss	(26,778,000)	(434,000)		(27,321,000)
Less preferred stock dividends	(2,875,000)	-		(2,875,000)
Net loss allocable to common stockholders	$ (29,653,000)	$ (434,000)		$ (30,196,000)
Basic and diluted loss per common share				
Loss allocable to all common stockholders	$ (15.26)			$ (5.10)
Weighted average basic and diluted common shares outstanding	1,942,905			5,922,666

Notes to Pro Forma Condensed Combined Statement of Operations

Note 1: The above statement gives effect to the merger of PlasmaTech and Abeona, as if the merger had occurred on January 1, 2014.

a) To record $109,000, twelve months amortization of the licensing agreement for estimated change in fair value.

Note 2: The pro forma combined-weighted average number of common outstanding shares is based on the weighted average number of shares of common stock of PlasmaTech during the period plus those shares to be issued in conjunction with the merger. A reconciliation between PlasmaTech's historical weighted average shares outstanding and pro forma weighted average shares outstanding and pro forma weighted average shares outstanding is as follows:

Historical	1,942,905
Abeona equivalent shares giving effect to the merger	3,979,761
Total	5,922,666