
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

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

Date of report (Date of earliest event reported): **July 31, 2015**

ABEONA THERAPEUTICS INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-9314
(Commission File Number)

83-0221517
(I.R.S. Employer Identification
No.)

3333 Lee Parkway, Suite 600, Dallas, TX
(Address of principal executive offices)

75219
(Zip Code)

(214) 665-9495
(Registrant's telephone number, including area code)

N/A
(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))
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Item 8.01. Other Events

On August 3, 2015, Abeona Therapeutics Inc. (the “Company”) issued a press release announcing that the Company had closed an upsized \$15.5 million direct placement of registered common stock with institutional investors, including Soros Fund Management and Perceptive Life Science Fund, and two members of the Board of Directors. The financing is comprised of 2.83 million shares of common stock at a price of \$5.50 per share.

A copy of the press release is furnished as Exhibit 99.1 and is incorporated by reference.

A copy of the “Form of” Purchase Agreement used in the financing is furnished as Exhibit 10.1 and is incorporated by reference

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

The Company hereby furnishes the following exhibits:

- 99.1 Press release dated August 3, 2015, entitled “Abeona Therapeutics Announces Closing of Upsized \$15.5 Million Equity Financing with Institutional Investors and Management”
 - 10.1 Form of Purchase Agreement
-

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.

Abeona Therapeutics Inc.
(Registrant)

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

Date: August 3, 2015

EXHIBIT INDEX

Exhibit Number

- 99.1 Press release dated August 3, 2015, entitled “Abeona Therapeutics Announces Closing of Upsized \$15.5 Million Equity Financing with Institutional Investors and Management”
 - 10.1 Form of Purchase Agreement
-

PURCHASE AGREEMENT

Abeona Therapeutics, Inc.
3333 Lee Parkway, Suite 600
Dallas, TX 75219
Attention: Chief Operating Officer

Ladies and Gentlemen:

The undersigned (the "Investor") hereby confirms and agrees with you as follows:

1. This Purchase Agreement (the "Agreement") is made as of July 27, 2015 between Abeona Therapeutics, Inc., a Delaware corporation (the "Company"), and the Investor.
 2. The Investor agrees to purchase from the Company, and the Company agrees to issue and sell to the Investor the number of shares of common stock, par value \$0.01 per share, (the "Shares") of the Company set forth opposite the Investor's name on Schedule A attached hereto for a purchase price of \$5.50 per share, or the aggregate purchase price set forth on Schedule A, subject to the terms and conditions hereof. The Shares have been registered and are offered for sale under the Securities Act of 1933, as amended, pursuant to a registration statement on SEC Form S-3, Registration No. 333-205128, and the prospectus dated June 19, 2015, which forms part of such registration statement.
 3. The completion of the purchase and sale of the Shares (the "Closing") shall occur on July 30, 2015 or at such other time as the Company and the Investor mutually agree. At the Closing, the Investor shall deliver, or cause to be delivered, to the Company by wire transfer funds in the full amount of the purchase price for the Shares being purchased. Upon receipt by the Company of the full amount of the purchase price for such Shares, the Company shall deliver to the Investor, using customary book-entry procedures, the number of Shares set forth for the Investor on Schedule A. The delivery of any and all Shares to the Investor shall be conditioned upon receipt by the Company of funds in the full amount of the purchase price for the Shares being purchased by the Investor as set forth on Schedule A.
 4. This Agreement shall be independent of any other agreement between the Company and any other purchaser of shares of common stock of the Company, and the obligations of each party hereunder shall not be conditioned upon the completion of the sale of shares by the Company to any other purchaser.
 5. This Agreement shall terminate as of July 31, 2015 in the event that the Company has not received payment from the Investor of the full amount of the purchase price for the Shares being purchased; provided, that the termination of this Agreement shall not relieve the Investor from any liability arising out of its failure to perform its obligations hereunder.
 6. This Agreement shall be governed by, and construed in accordance with, the internal laws of the State of Delaware, without giving effect to the principles of conflicts of law. This Agreement may be executed in two or more counterparts, each of which shall constitute an original, but all of which, when taken together, shall constitute but one instrument, and shall become effective when one or more counterparts have been signed by each party hereto and delivered to the other party.
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Please confirm that the foregoing correctly sets forth the agreement between us by signing in the space provided below for that purpose.

Name of Investor: _____

By: _____

Print Name: _____

Title: _____

Address:

Tax ID No.: _____

Contact Name: _____

Telephone: _____

Name in which book-entry should be made (if
different):

DWAC Instructions:

DTC Participant Code: _____

AGREED AND ACCEPTED:

ABEONA THERAPEUTICS, INC.

By: _____

Name: Jeffrey B. Davis

Title: Chief Operating Officer

SCHEDULE A

Name of Investor	Number of Shares	Aggregate Purchase Price



Abeona Therapeutics Announces Closing of Upsized \$15.5 Million Equity Financing with Institutional Investors and Management

New York, NY, August 3, 2015 – Abeona Therapeutics, Inc. (Nasdaq: ABEO), a biopharmaceutical company focused on developing and delivering gene therapy and plasma-based products for severe and life-threatening rare diseases, today announced it had closed an upsized \$15.5 million direct placement of registered common stock with institutional investors, including Soros Fund Management and Perceptive Life Science Fund, and two members of the Board of Directors. The financing is comprised of 2.83 million shares of common stock at a price of \$5.50 per share. Abeona Therapeutics plans to use the proceeds of the financing for the development of its proprietary rare disease programs, working capital and general corporate purposes.

“We remain encouraged by strong institutional investor interest in our rare disease portfolio,” stated Steven H. Rouhandeh, Executive Chairman. “This transaction supports our strategy of building a premier cell and gene therapy company focusing on rare diseases.”

Very recently Abeona Therapeutics announced it licensed intellectual propriety around use of the CRISPR-Cas9 gene-editing platform for use in rare blood disorders from the laboratory of Dr. Jakub Tolar, M.D., Ph.D., at the University of Minnesota. Abeona’s first indication utilizes the CRISPR-Cas9 platform delivered by AAV for Fanconi anemia.

“In addition to advancements in our rare-disease plasma protein programs, we have initiated production of clinical material for our two lead gene therapies for the treatment of Sanfilippo syndromes,” stated Tim Miller, Ph.D, President and CEO. “We anticipate enrolling patients in clinical trials in the fourth quarter of this year, and demonstrating progress in our juvenile Batten disease and Fanconi anemia programs with commencement of IND enabling studies.”

The securities described above are being offered pursuant to a registration statement (File No. 333-205128) which became effective on July 23, 2015. When filed with the Securities and Exchange Commission, copies of the final prospectus for the offering can be obtained at the SEC’s website at <http://www.sec.gov>. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein. There shall not be any offer, solicitation of an offer to buy, or sale of securities in any state or jurisdiction in which such an offering, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Abeona: Abeona Therapeutics Inc. develops and delivers gene therapy and plasma-based products for severe and life-threatening rare diseases. Abeona's lead programs are ABO-101 (AA9 NAGLU) and ABO-102 (scAAV9 SGSH), adeno-associated virus (AAV)-based gene therapies for Sanfilippo syndrome (MPS IIIB and IIIA) in collaboration with patient advocate groups, researchers and clinicians, anticipated to commence clinical trials in 2015. We are also developing ABO-201 (scAAV9 CLN3) gene therapy for juvenile Batten disease (JBD); and ABO-301 (AAV FANCC) for Fanconi anemia (FA) disorder using a novel CRISPR/Cas9-based gene editing approach to gene therapy program for rare blood diseases. In addition, we are also developing rare plasma protein therapies including SDF Alpha™ (alpha-1 protease inhibitor) for inherited COPD using our proprietary SDF™ (Salt Diafiltration) ethanol-free process. For more information, visit www.abeonatherapeutics.com.

Company and Media Contact:

Andre'a Lucca

Director of Communications

Abeona Therapeutics, Inc.

+1 (212)-786-6208

alucca@abeonatherapeutics.com

This press release contains certain statements that are forward-looking within the meaning of Section 27a of the Securities Act of 1933, as amended, and that involve risks and uncertainties. These statements include, without limitation, our plans for the use of proceeds of the financing, our plans to begin enrolling patients in clinical trials for the treatment of Sanfilippo syndrome, development and internationalization of other clinical programs, management plans for the Company, the anticipated closing of the transaction, and general business outlook. These statements are subject to numerous risks and uncertainties, including but not limited to continued interest in our rare disease portfolio, our ability to enroll patients in clinical trials, the impact of competition; the ability to develop our products and technologies; the ability to achieve or obtain necessary regulatory approvals; the impact of changes in the financial markets and global economic conditions; and other risks as may be detailed from time to time in the Company's Annual Reports on Form 10-K and other reports filed by the Company with the Securities and Exchange Commission. The Company undertakes no obligations to make any revisions to the forward-looking statements contained in this release or to update them to reflect events or circumstances occurring after the date of this release, whether as a result of new information, future developments or otherwise.
