

**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): November 5, 2020

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) 813-4712

(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value	ABEO	Nasdaq Capital Market

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.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 5, 2020, Abeona Therapeutics Inc. (the “Company”) received a letter from the Nasdaq Stock Market (“Nasdaq”) stating that the previously-disclosed departures of two independent directors from the Company’s Board of Directors (the “Board”) resulted in noncompliance with the independent director and audit committee requirements set forth in Listing Rule 5605 (the “Notice”). More specifically, the Board currently is not comprised of a majority of “independent directors” within the meaning of Listing Rule 5605(a)(2), and the Board’s Audit Committee does not have at least three members, each of whom is independent and meets the criteria for independence set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended. Currently, the Board has two independent members and two non-independent members, and the Audit Committee consists of two independent members.

The Notice states that, consistent with Listing Rules 5605(b)(1)(A) and 5605(c)(4), the Company is entitled to cure the noncompliance, and the cure period is defined as (i) until the earlier of the Company’s next annual stockholders’ meeting or September 27, 2021; or (ii) if the next annual stockholders’ meeting is held on or before March 26, 2021, then the Company must evidence compliance no later than March 26, 2021.

The Board will undertake to identify and select a suitable candidate or candidates to join the Board who would both qualify as “independent” and meet the Audit Committee criteria set forth in Listing Rule 5605. The Board intends to regain compliance with the independent director and audit committee requirements by or before the end of the cure period described above.

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.

November 12, 2020

Abeona Therapeutics Inc.
(Registrant)

By: /s/ Brendan M. O'Malley

Name: Brendan M. O'Malley

Title: Corporate Secretary
