

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person Rouhandeh Steven H			2. Issuer Name and Ticker or Trading Symbol ABEONA THERAPEUTICS INC. [ABEO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) 1330 AVENUE OF THE AMERICAS, 33RD FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 11/20/2020					
(Street) NEW YORK, NY 10019			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 1.28	11/20/2020		A		86,756		(1)	03/16/2030	Common Stock	86,756	(2)	86,756	D	
Stock Option (right to buy)	\$ 3.2	11/20/2020		D		86,756		(1)	03/16/2030	Common Stock	86,756	(2)	0	D	
Stock Option (right to buy)	\$ 1.28	11/20/2020		A		153,244		(1)	03/16/2030	Common Stock	153,244	(2)	153,244	D	
Stock Option (right to buy)	\$ 1.45	11/20/2020		D		153,244		(1)	03/16/2030	Common Stock	153,244	(2)	0	D	
Stock Option (right to buy)	\$ 1.28	11/20/2020		A		120,000		(3)	04/09/2029	Common Stock	120,000	(2)	120,000	D	
Stock Option (right to buy)	\$ 7.24	11/20/2020		D		120,000		(3)	04/09/2029	Common Stock	120,000	(2)	0	D	
Stock Option (right to buy)	\$ 1.28	11/20/2020		A		120,000		(4)	12/14/2027	Common Stock	120,000	(2)	120,000	D	
Stock Option (right to buy)	\$ 16	11/20/2020		D		120,000		(4)	12/14/2027	Common Stock	120,000	(2)	0	D	

Stock Option (right to buy)	\$ 1.28	11/20/2020		A	200,000	(5)	12/13/2026	Common Stock	200,000	(2)	200,000	D
Stock Option (right to buy)	\$ 4.45	11/20/2020		D	200,000	(5)	12/13/2026	Common Stock	200,000	(2)	0	D
Stock Option (right to buy)	\$ 1.28	11/20/2020		A	200,000	(6)	02/11/2026	Common Stock	200,000	(2)	200,000	D
Stock Option (right to buy)	\$ 2.31	11/20/2020		D	200,000	(6)	02/11/2026	Common Stock	200,000	(2)	0	D
Stock Option (right to buy)	\$ 1.28	11/20/2020		A	125,000	(7)	05/11/2025	Common Stock	125,000	(2)	125,000	D
Stock Option (right to buy)	\$ 7.34	11/20/2020		D	125,000	(7)	05/11/2025	Common Stock	125,000	(2)	0	D
Stock Option (right to buy)	\$ 1.28	11/20/2020		A	80,000	(8)	03/07/2024	Common Stock	80,000	(2)	80,000	D
Stock Option (right to buy)	\$ 18.5	11/20/2020		D	80,000	(8)	03/07/2024	Common Stock	80,000	(2)	0	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rouhandeh Steven H 1330 AVENUE OF THE AMERICAS, 33RD FLOOR NEW YORK, NY 10019	X	X		

Signatures

/s/ Brendan M. O'Malley, as Attorney-in-fact	11/20/2020
	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) The options vest 25% on March 16, 2021, and in 36 equal monthly installments thereafter.

(2) The options granted on May 20, 2020, March 16, 2020, April 9, 2019, December 14, 2017, December 13, 2016, February 11, 2016, May 11, 2015 and March 17, 2014 have each been modified to reflect a lower exercise price.

(3) The options vest 25% on April 9, 2020, and in 36 equal monthly installments thereafter.

(4) The options vest 25% on December 14, 2018, and in 36 equal monthly installments thereafter.

(5) The options vest 25% on December 13, 2017, and in 36 equal monthly installments thereafter.

(6) The options vest 25% on February 11, 2017, and in 36 equal monthly installments thereafter.

(7) The options vest 25% on May 11, 2016, and in 36 equal monthly installments thereafter.

(8) The options vest 25% on March 17, 2015, and in 36 equal monthly installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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