

FORM 4

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

OMB APPROVAL
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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 Wider Todd			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 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.

SEC 1474 (9-02)

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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		21,518		(1)	05/20/2030	Common Stock	21,518	(2)	21,518	D	
Stock Option (right to buy)	\$ 3.2	11/20/2020		D			21,518	(1)	05/20/2030	Common Stock	21,518	(2)	0	D	
Stock Option (right to buy)	\$ 1.28	11/20/2020		A		19,827		(3)	05/21/2029	Common Stock	19,827	(2)	19,827	D	
Stock Option (right to buy)	\$ 7.42	11/20/2020		D			19,827	(3)	05/21/2029	Common Stock	19,827	(2)	0	D	
Stock Option (right to buy)	\$ 1.28	11/20/2020		A		50,000		(4)	03/29/2028	Common Stock	50,000	(2)	50,000	D	
Stock Option (right to buy)	\$ 13.65	11/20/2020		D			50,000	(4)	03/29/2028	Common Stock	50,000	(2)	0	D	
Stock Option (right to buy)	\$ 1.28	11/20/2020		A		30,000		(5)	12/14/2027	Common Stock	30,000	(2)	30,000	D	
Stock Option (right to buy)	\$ 16	11/20/2020		D			30,000	(5)	12/14/2027	Common Stock	30,000	(2)	0	D	

Stock Option (right to buy)	\$ 1.28	11/20/2020		A	50,000	(6)	12/13/2026	Common Stock	50,000	(2)	50,000	D
Stock Option (right to buy)	\$ 4.45	11/20/2020		D	50,000	(6)	12/13/2026	Common Stock	50,000	(2)	0	D
Stock Option (right to buy)	\$ 1.28	11/20/2020		A	50,000	(7)	02/11/2026	Common Stock	50,000	(2)	50,000	D
Stock Option (right to buy)	\$ 2.31	11/20/2020		D	50,000	(7)	02/11/2026	Common Stock	50,000	(2)	0	D
Stock Option (right to buy)	\$ 1.28	11/20/2020		A	100,000	(8)	05/11/2025	Common Stock	100,000	(2)	100,000	D
Stock Option (right to buy)	\$ 7.34	11/20/2020		D	100,000	(8)	05/11/2025	Common Stock	100,000	(2)	0	D

Reporting Owners

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

Signatures

/s/ Brendan M. O'Malley, as Attorney-in-fact	11/20/2020
**Signature of Reporting Person	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 100% on November 20, 2020.
- (2) The options granted on May 20, 2020, May 21, 2019, March 29, 2018, December 14, 2017, December 13, 2016, February 11, 2016 and May 11, 2015 have each been modified to reflect a lower exercise price.
- (3) The options vested 100% on November 21, 2019.
- (4) The options vested 100% on September 29, 2018.
- (5) The options vested 100% on June 14, 2018.
- (6) The options vested 100% on June 13, 2017.
- (7) The options vested 100% on August 11, 2016.
- (8) The options vested 100% on November 11, 2015.

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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