

# 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 * <b>SCO CAPITAL PARTNERS LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>ABEONA THERAPEUTICS INC. [ABEO]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last) (First) (Middle) <b>1330 AVENUE OF THE AMERICAS, 33RD FLOOR</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>01/14/2021</b>					
(Street) <b>NEW YORK, NY 10019</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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			
Common Stock	01/14/2021		S(1)		31,600	D	\$ 2.0004 (2)	11,887,692	I	SCO Capital Partners LLC
Common Stock	01/15/2021		S(1)		81,283	D	\$ 2.0187 (3)	11,806,409	I	SCO Capital Partners LLC
Common Stock	01/19/2021		S(1)		207,117	D	\$ 2.082 (4)	11,599,292	I	SCO Capital Partners LLC

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		Date Exercisable	Expiration Date					

## Reporting Owners

<b>Reporting Owner Name / Address</b>	<b>Relationships</b>			
	Director	10% Owner	Officer	Other

SCO CAPITAL PARTNERS LLC 1330 AVENUE OF THE AMERICAS, 33RD FLOOR NEW YORK, NY 10019	X	X		
Rouhandeh Steven H 1330 AVENUE OF THE AMERICAS, 33RD FLOOR NEW YORK, NY 10019	X	X		

## Signatures

/s/ SCO Capital Partners LLC, by Steven H. Rouhandeh, Managing Member		01/19/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>
/s/ Steven H. Rouhandeh		01/19/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by SCO Capital Partners LLC on July 13, 2020.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$2.00 to \$2.01, inclusive. The Reporting

(2) Person undertakes to provide to the Issuer, any security holder, or the Staff of the SEC, upon request, full information regarding the number of shares disposed at each separate price within the ranges set forth in this footnote.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$2.00 to \$2.06, inclusive. The Reporting

(3) Person undertakes to provide to the Issuer, any security holder, or the Staff of the SEC, upon request, full information regarding the number of shares disposed at each separate price within the ranges set forth in this footnote.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$2.00 to \$2.16, inclusive. The Reporting

(4) Person undertakes to provide to the Issuer, any security holder, or the Staff of the SEC, upon request, full information regarding the number of shares disposed at each separate price within the ranges set forth in this footnote.

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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