

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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

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

(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"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 1330 AVENUE OF THE AMERICAS, 33RD FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 02/17/2021			
(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			
Common Stock	02/17/2021		M		100,000	A	\$ 1.28	376,625	D	
Common Stock	02/17/2021		M		50,000	A	\$ 1.28	426,625	D	
Common Stock	02/17/2021		M		50,000	A	\$ 1.28	476,625	D	
Common Stock	02/17/2021		M		30,000	A	\$ 1.28	506,625	D	
Common Stock	02/17/2021		M		50,000	A	\$ 1.28	566,625	D	
Common Stock	02/17/2021		M		19,827	A	\$ 1.28	576,452	D	
Common Stock	02/17/2021		M		20,173	A	\$ 1.28	596,625	D	
Common Stock	02/17/2021		S		320,000	D	\$ 2.3431 (1)	276,625	D	
Common Stock	02/18/2021		M		1,345	A	\$ 1.28	277,970	D	
Common Stock	02/18/2021		S		1,345	D	\$ 2.4333 (2)	276,625	D	

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	02/17/2021		M			100,000	11/11/2015	05/11/2025	Common Stock	100,000	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 1.28	02/17/2021		M			50,000	08/11/2016	02/11/2026	Common Stock	50,000	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 1.28	02/17/2021		M			50,000	05/13/2017	12/13/2026	Common Stock	50,000	\$ 0	0	D	

Stock Option (Right to Buy)	\$ 1.28	02/17/2021		M		30,000	05/14/2018	12/14/2027	Common Stock	30,000	\$ 0	0	D
Stock Option (Right to Buy)	\$ 1.28	02/17/2021		M		50,000	09/29/2018	03/29/2028	Common Stock	50,000	\$ 0	0	D
Stock Option (Right to Buy)	\$ 1.28	02/17/2021		M		19,827	11/21/2019	05/21/2029	Common Stock	19,827	\$ 0	0	D
Stock Option (Right to Buy)	\$ 1.28	02/17/2021		M		20,173	11/20/2020	05/20/2030	Common Stock	20,173	\$ 0	1,345	D
Stock Option (Right to Buy)	\$ 1.28	02/18/2021		M		1,345	11/20/2020	05/20/2030	Common Stock	1,345	\$ 0	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	02/19/2021
<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).

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$2.30 to \$2.475, inclusive. The reporting person undertakes to (1) 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 \$2.43 to \$2.45, inclusive. The reporting person undertakes to (2) 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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