Item 1.01. Entry into a Material Definitive Agreement.

On November 12, 2021 Abeona Therapeutics Inc. (the “Company”) entered into a Settlement Agreement and Mutual Release (the “Settlement Agreement”) with REGENXBIO Inc. (“REGENXBIO”) to resolve arbitrations and related proceedings arising from the License Agreement dated November 4, 2018 between the Company and REGENXBIO, which terminated in May 2020 (the “License Agreement”), including a special proceeding in New York state court to confirm the final arbitration award from an arbitration initiated in May 2020 (the “Enforcement Action”) and an arbitration initiated in August 2021 (the “Second Arbitration”).

Pursuant to the terms of the Settlement Agreement, the Company will pay to REGENXBIO a total of $30.0 million as follows: (a) $20.0 million upfront, which has been paid by the Company; (b) $5.0 million on the first anniversary of the effective date of the Settlement Agreement; and (c) $5.0 million on the earlier of (i) the third anniversary of the effective date of the Settlement Agreement, or (ii) the closing of a specified type of transaction to which the Company or any affiliate of the Company is a party.

Pursuant to the terms of the Settlement Agreement, subject to specified conditions and exceptions, the parties will dismiss the Enforcement Action and the Second Arbitration, and each party will release the other party from any and all claims relating to the License Agreement.

The foregoing description of the terms of the Settlement Agreement does not purport to be complete and is qualified in its entirety by the full text of such agreement. The Company intends to file a copy of the Settlement Agreement with its Annual Report on Form 10-K for the year ending December 31, 2021.
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.

Abeona Therapeutics Inc.
(Registrant)

By:  /s/ Brendan O’Malley
Name:  Brendan O’Malley
Title:  General Counsel

Date: November 15, 2021