

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): April 25, 2022

ABEONA THERAPEUTICS INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-15771
(Commission
File Number)

83-0221517
(IRS Employer
Identification No.)

1330 Avenue of the Americas, 33rd Floor,
New York, NY 10019
(Address, including zip code, of Principal Executive Offices)

(646) 813-4701
Registrant's telephone number, including area code

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: None.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	ABEO	Nasdaq Capital Markets

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 25, 2022, the Board of Directors of Abeona Therapeutics Inc., a Delaware corporation (the "Company"), approved Amendment No. 1 to the Amended and Restated Bylaws (the "Amendment"), which became effective immediately. The Amendment modified the quorum requirement for all meetings of stockholders such that the presence of holders of one-third, rather than a majority, of the shares outstanding and entitled to vote shall constitute a quorum at meetings of the stockholders for the transaction of business.

The foregoing description of the Amendment does not purport to be complete and is qualified entirely by reference to the full text of the Amendment, which is attached as Exhibit 3.1 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Amendment No. 1 to the Amended and Restated Bylaws of Abeona Therapeutics Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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)

Date: April 29, 2022

By: /s/ Brendan M. O'Malley

Name: Brendan M. O'Malley

Title: Senior Vice President, General Counsel

**AMENDMENT NO. 1 TO THE
AMENDED AND RESTATED BYLAWS
OF
ABEONA THERAPEUTICS INC.**

The undersigned, being the duly elected and acting Chief Executive Officer of Abeona Therapeutics Inc., a Delaware corporation (the "**Corporation**"), does hereby certify that:

1. The Board of Directors of the Corporation, by unanimous written consent, approved and adopted the following amendments to the Amended and Restated Bylaws of the Corporation (the "**Bylaws**"), effective as of April 25, 2022:

The Bylaws are hereby amended by the replacement in its entirety of Section 12 under Article II, so that it now reads in its entirety as follows (emphasis added solely for illustrative purposes to show changes):

"12. Quorum. Except as otherwise provided in the Certificate of Incorporation, the presence, in person or by proxy, of the holders of ~~a majority~~ **one-third** of the shares outstanding and entitled to vote shall constitute a quorum at meetings of the stockholders. In all matters, other than the election of directors, the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and actually voting on the subject matter shall be the act of the stockholders. Directors shall be elected by a majority of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. In the event any stockholders withdraw from a duly organized meeting at which a quorum was initially present, the remaining shares represented shall constitute a quorum for the purpose of continuing to do business, and the affirmative vote of the majority of the remaining shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders unless the vote of a greater number or voting by classes is required by the General Corporation Law of Delaware or the Certificate of Incorporation."

2. All other provisions of the Bylaws of the Corporation remain unchanged and are in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 25th day of April 2022.

By: /s/ Vishwas Seshadri
Name: Vishwas Seshadri, Ph.D.
Title: Chief Executive Officer
