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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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Adage Capital Management, L.P.</u> _____ (Last) (First) (Middle) <u>200 CLARENDON STREET, 52ND FLOOR</u> _____ (Street) <u>BOSTON MA 02116</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ABEONA THERAPEUTICS INC. [ABEO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) _____
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) _____	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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			

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Pre-funded Warrant (right to buy)	(1)	05/07/2024		P		2,948,475		(2)	(2)	Common Stock	2,948,475	\$4.0699	2,948,475	I	See footnotes ⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person * <u>Adage Capital Management, L.P.</u> _____ (Last) (First) (Middle) <u>200 CLARENDON STREET, 52ND FLOOR</u> _____ (Street) <u>BOSTON MA 02116</u> _____ (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>Atchinson Robert</u> _____ (Last) (First) (Middle) <u>200 CLARENDON STREET 52ND FLOOR</u> _____ (Street) <u>BOSTON MA 02116</u> _____ (City) (State) (Zip)

1. Name and Address of Reporting Person *

[Gross Phillip](#)

(Last) (First) (Middle)

200 CLARENDON STREET
52ND FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. Initial exercise price is \$0.0001, subject to adjustments as set forth in the Pre-funded Warrant.
2. Subject to the terms and conditions set forth in the Pre-funded Warrant, the holder thereof may, at any time and from time to time on or after May 7, 2024, exercise the Pre-funded Warrant until it has been exercised in full. The Pre-funded Warrants contain an issuance limitation prohibiting the holder of such Pre-funded Warrants from exercising the Pre-funded Warrants until such time as the holder, together with certain related parties, would not beneficially own after any such exercise more than 9.99% of the then issued and outstanding common stock (the "Blocker"). Due to the Blocker, the Pre-funded Warrants held by ACP (as defined below) are not presently exercisable in full.
3. The securities to which this filing relates are held directly by Adage Capital Partners, L.P., a Delaware limited partnership ("ACP"). Adage Capital Management, L.P., a Delaware limited partnership ("ACM"), serves as the investment manager of ACP and as such has discretion over the portfolio securities held by ACP. Robert Atchinson and Phillip Gross are the managing members of (i) Adage Capital Advisors, L.L.C., a Delaware limited liability company, managing member of Adage Capital Partners GP, L.L.C., a Delaware limited liability company, general partner of ACP and (ii) Adage Capital Partners LLC, a Delaware limited liability company, general partner of ACM.
4. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, except as to such extent of such Reporting Person's pecuniary interest in the securities, if any.

[/s/ Adage Capital Management
L.P.; By: its general partner Adage
Capital Partners LLC; By its
managing member Robert
Atchinson](#) [05/08/2024](#)

[/s/ Robert Atchinson](#) [05/08/2024](#)

[/s/ Phillip Gross](#) [05/08/2024](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.