longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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

	pe Response	/															
Name and Address of Reporting Person * Amoroso Michael				2. Issuer Name and Ticker or Trading Symbol ABEONA THERAPEUTICS INC. [ABEO]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) (First) (Middle) 1330 AVENUE OF THE AMERICAS, 33RD FLOOR				3. Date of Earliest Transaction (Month/Day/Year) 03/01/2021						X Officer (give title below) Other (specify below) Chief Operating Officer							
NEW YO	ORK, NY	(Street)		4. If Am	nendment,	Date Or	riginal I	Filed(M	onth/Day/Yea	ır)		_X_ Fo:	rm filed by C	One Reporting I	Filing(Check Person Reporting Person	Applicable Lin	e)
(Cit		(State)	(Zip)		Table I - Non-Derivative Securities Acqu					s Acqui	ired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year	Execut any	2A. Deemed Execution Date, if any (Month/Day/Year)		(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Owned Following Reported Ownership Form:		Beneficial				
				(Monti	h/Day/Ye		ode	V	Amount (A		Price	(Instr. 3 and 4) Direct (D) or Indirect (I) (Instr. 4)		Ownership (Instr. 4)			
Commor	stock		03/01/2021				A		00,000	A	\$ 0	445,	455			D	
Reminder:	Report on a s	separate line for each	n class of securities b	eneficial	lly owned	directly	P	erson							on contain		1474 (9-02)
Reminder:	Report on a s	separate line for each			•		P ir a	Person n this i curre		not red I OMB	quired contro	l to re ol nur	espond u mber.		on containd form displa		1474 (9-02)
Reminder:	•	separate line for each		- Deriva	tive Secu	rities Ac	P ir a cquired	Person n this i curre	form are ntly valid	not red I OMB	quired contro	l to re ol nur	espond u mber.			ys	1474 (9-02)
Reminder: 1. Title of Derivative Security (Instr. 3)	2. Conversion	3. Transaction	Table II 3A. Deemed Execution Date, if	- Deriva (e.g., pt 4. Transact Code	tive Secu uts, calls, 5. No Derir Secu Or D (D)	mber of ative ities ired (A) sposed of . 3, 4,	equired ts, opti	Person n this is curre l, Dispersions, co pate Executation	form are ntly valid osed of, or nvertible arcisable are	Benefi securit	quired contro	Owned and A erlying ies	espond umber. d	8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form o Derivat Security Direct (or Indir (s) (I)	11. Natur of Indirect f Beneficia Ownersh (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II 3A. Deemed Execution Date, if any	- Deriva (e.g., pt 4. Transact Code	tive Secuuts, calls, 5. Notion Derir Secue) Acquired or D (D) (Inst	mber of ative ities ired (A) sposed (C)	Pir a cquired ts, opti 6. D Expi (Mo	Person n this in a curre d, Dispo ions, co pate Exe iration onth/Da	form are ntly valid seed of, or nvertible ercisable at Date y/Year)	Benefi securit	quired contro icially (ties) 7. Title of Unde Securiti	Owned and A erlying ies 3 and 4	espond umber. d	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported	of 10. Owners Form o Derivat Security Direct (or Indir	11. Natur of Indirect f Beneficia Ownersh (Instr. 4)

Reporting Owners

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
Amoroso Michael 1330 AVENUE OF THE AMERICAS, 33RD FLOOR NEW YORK, NY 10019			Chief Operating Officer		

Signatures

/s/ Michael Amoroso	03/03/2021
**Signature of Reporting Person	Date

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.
- (1) The restricted stock will vest 25% on each of March 1, 2022, March 1, 2023, March 1, 2024 and March 1, 2025.

(2) The options will vest 25% on March 1, 2022, and in 36 equal monthly installments thereafter.

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

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