

## INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person* O'Malley Brendan M. (Last) (First) (Middle) 1330 AVENUE OF THE AMERICAS,, 33RD FLOOR (Street) NEW YORK, NY 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/20/2021	3. Issuer Name and Ticker or Trading Symbol ABEONA THERAPEUTICS INC. [ABEO]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, General Counsel		5. 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		

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock	137,454 (1)	D	

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(2)	05/31/2029	Common stock	55,000	\$ 1.15	D	
Stock Option (right to buy)	(3)	03/16/2030	Common stock	50,000	\$ 1.15	D	
Stock Option (right to buy)	(4)	03/01/2031	Common stock	100,000	\$ 2.34	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Malley Brendan M. 1330 AVENUE OF THE AMERICAS, 33RD FLOOR NEW YORK, NY 10019			SVP, General Counsel	

## Signatures

/s/ Brendan O'Malley	09/22/2021
**Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

- (1) Includes 130,113 shares of unvested restricted stock, which will vest on various dates between September 30, 2021 and March 1, 2025.
- (2) The options vest 25% on May 31, 2020, and in 36 equal monthly installments thereafter.
- (3) The options vest 25% on March 16, 2021, and in 36 equal monthly installments thereafter.
- (4) The options 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.