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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): **February 23, 2017**

**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**

(I.R.S. Employer Identification No.)

**3333 Lee Parkway, Suite 600**

**Dallas, TX 75219**

(Address of principal executive offices) (Zip Code)

**(214)-665-9495**

(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 (see General Instruction A.2. below):

- 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))
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**Item 8.01. Other Events**

On February 23, 2017, Abeona Therapeutics Inc. issued a press release entitled “Abeona Therapeutics Announces Voluntary Dismissal of Securities Class Action Lawsuit”. The full text of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No.    Description**

99.1            Press release dated February 23, 2017, entitled “Abeona Therapeutics Announces Voluntary Dismissal of Securities Class Action Lawsuit”

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**SIGNATURE**

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/ Stephen B. Thompson  
Stephen B. Thompson  
Vice President Finance  
Chief Accounting Officer

Dated: February 23, 2017

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## EXHIBIT INDEX

### Exhibit Number

99.1 Press release dated February 23, 2017, entitled "Abeona Therapeutics Announces Voluntary Dismissal of Securities Class Action Lawsuit"

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## Abeona Therapeutics Announces Dismissal of Securities Class Action Lawsuit

*Securities Class Action Lawsuit lacked any valid basis and was voluntarily dismissed*

**New York, NY, and Cleveland, OH – February 23, 2017** - Abeona Therapeutics Inc. (Nasdaq: ABEO), a leading clinical-stage biopharmaceutical company focused on developing therapies for life-threatening rare genetic diseases, announced today that on February 14, 2017, the plaintiff voluntarily dismissed the putative securities class action lawsuit he had recently filed against the company and certain members of its management, following the Company's demand that the case be dismissed because it lacked a valid legal and factual basis. The plaintiff based his Complaint, in its entirety, on allegations that been cut and pasted from an internet blog article. No payment or any other consideration was paid by, or on behalf of, the Company or its management in connection with the lawsuit's dismissal.

"We are gratified to have brought about the prompt dismissal of this meritless case just two months after it began, as it should never have been filed at all," said Jordan D. Hershman of Morgan, Lewis & Bockius LLP, lead counsel for the Company.

**About Abeona:** Abeona Therapeutics Inc. is a leading clinical-stage biopharmaceutical company developing gene therapies for life-threatening rare genetic diseases. Abeona's lead programs include ABO-102 (AAV-SGSH) and ABO-101 (AAV-NAGLU), adeno-associated virus (AAV) based genetic therapies for Sanfilippo syndrome (MPS IIIA and IIIB, respectively). Abeona is also developing EB-101 (gene-corrected skin grafts) for recessive dystrophic epidermolysis bullosa (RDEB), EB-201 for epidermolysis bullosa (EB), ABO-201 (AAV-CLN3) gene therapy for juvenile Batten disease (JNCL), ABO-202 (AAV-CLN1) gene therapy for treatment of infantile Batten disease (INCL), and ABO-301 (AAV-FANCC) for Fanconi anemia (FA) disorder and ABO-302 using a novel CRISPR/Cas9-based gene editing approach to gene therapy for rare blood diseases. In addition, Abeona has a plasma-based protein therapy pipeline, including SDF Alpha™ (alpha-1 protease inhibitor) for inherited COPD, using its proprietary SDF™ (Salt Diafiltration) ethanol-free process. For more information, visit [www.abeonatherapeutics.com](http://www.abeonatherapeutics.com).

*This press release contains certain statements that are forward-looking within the meaning of Section 27a of the Securities Act of 1933, as amended, and that involve risks and uncertainties. These statements are subject to numerous risks and uncertainties, including but not limited to continued interest in our rare disease portfolio, our ability to enroll patients in clinical trials, the impact of competition; the ability to develop our products and technologies; the ability to achieve or obtain necessary regulatory approvals; the impact of changes in the financial markets and global economic conditions; our belief that initial signals of biopotency and clinical activity, which suggest that ABO-102 successfully reached target tissues throughout the body, including the central nervous system; our belief that the data demonstrate an early and robust systemic delivery of ABO-102, and the increased reductions in CNS GAG support our approach for intravenous delivery for subjects with Sanfilippo syndromes, and other risks as may be detailed from time to time in the Company's Annual Reports on Form 10-K and other reports filed by the Company with the Securities and Exchange Commission. The Company undertakes no obligations to make any revisions to the forward-looking statements contained in this release or to update them to reflect events or circumstances occurring after the date of this release, whether as a result of new information, future developments or otherwise.*

***Investor Contact:***

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