

Celsion CORP  
Form 8-K  
February 06, 2018

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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 6, 2018**

**CELSION CORPORATION**

**(Exact name of registrant as specified in its Charter)**

**Delaware**                      **001-15911**      **52-1256615**  
**(State or other jurisdiction**   **(Commission**   **(IRS Employer**  
**of incorporation)**              **File Number)**   **Identification No.)**

**997 Lenox Drive, Suite 100, Lawrenceville, NJ 08648-2311**  
**(Address of principal executive offices) (Zip Code)**

**(609) 896-9100**

**(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))

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

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 8.01. Other Events.**

On February 6, 2018, Celsion Corporation, a Delaware corporation (the “Company”), filed a prospectus supplement to the base prospectus that forms a part of the registration statement on Form S-3 (File No. 333-206789), which registration statement was filed on September 4, 2015 and declared effective by the Securities and Exchange Commission on September 25, 2015, relating to the sale, from time to time, of up to \$10,000,000 of shares of common stock of the Company in an “at-the-market offering” as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended, pursuant to that certain Controlled Equity Offering<sup>SM</sup> Sales Agreement dated as of February 1, 2013 (the “Sales Agreement”), by and between the Company and Cantor Fitzgerald & Co.

Under the Sales Agreement, the Company may offer and sell shares of common stock having an aggregate offering price of up to \$25,000,000 from time to time through Cantor Fitzgerald & Co., acting as agent. As of the date hereof, the Company has previously offered and sold an aggregate of \$12,798,269 shares of common stock pursuant to the registration statement on Form S-3 (File No. 333-183286), the base prospectus that forms a part of such registration statement, as supplemented by the prospectus supplement dated as of February 22, 2013 and the registration statement on Form S-3 (File No. 333-206789), the related prospectus that forms a part of such registration statement, as supplemented by the prospectus supplement dated as of October 2, 2015.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

**Description**

**No.**

- |      |                                                                |
|------|----------------------------------------------------------------|
| 5.1  | <u>Opinion of Sidley Austin LLP.</u>                           |
| 23.1 | <u>Consent of Sidley Austin LLP (included in Exhibit 5.1).</u> |

**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.

CELSION CORPORATION

Dated: February 6, 2018 By: */s/ Jeffrey W. Church*  
Jeffrey W. Church  
Senior Vice President and  
Chief Financial Officer

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EXHIBIT INDEX

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