

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): July 1, 2011

CELSION CORPORATION  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-15911  
(Commission File Number)

52-1256615  
(IRS Employer  
Identification No.)

10220-L Old Columbia Road, Columbia, Maryland 21046-2364  
(Address of Principal Executive Offices) (Zip Code)

(410) 290-5390  
(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 7.01 Regulation FD Disclosure.**

A copy of the Company's press release, entitled "Celsion Corporation Announces \$6.6 Million Registered Direct Offering," is furnished and not filed pursuant to Item 7.01 as Exhibit 99.1 hereto. Such information shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements, Pro Forma Financial Information and Exhibits.**

(d)	Exhibits	<b>Exhibit Number</b>	<b>Description</b>
		99.1	Press Release, dated July 1, 2011, entitled "Celsion Corporation Announces \$6.6 Million Registered Direct Offering."

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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.

Dated: July 1, 2011

CELSION CORPORATION

By: /s/ Jeffrey W. Church  
Jeffrey Church  
Vice President and Chief Financial Officer

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EXHIBIT INDEX

**Exhibit No.**

**Description**

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99.1

Press Release, dated July 1, 2011, entitled "Celsion Corporation Announces \$6.6 Million Registered Direct Offering."

## Celsion Corporation Announces \$6.6 Million Registered Direct Offering

COLUMBIA, MD – July 1, 2011 – Celsion Corporation (the “Company”) (NASDAQ:CLSN) today announced that it has received commitments from institutional investors to purchase an aggregate of \$6.6 million of the Company’s securities in a registered direct offering.

The Company entered into definitive purchase agreements with these investors pursuant to which the Company agreed to sell an aggregate of approximately 2.1 million shares of its common stock and warrants potentially exercisable for up to approximately 630,000 additional shares of its common stock. The securities will be sold in units at a price of \$3.1675 per unit, with each unit consisting of one share of common stock and a warrant to purchase 0.3 shares of common stock. The warrant will be exercisable at a price of \$3.13 per share and will expire five years from the issuance date. The closing of the offering is expected to take place on or about July 6, 2011, subject to the satisfaction of customary closing conditions.

The estimated net proceeds to the Company from the offering are expected to be approximately \$6 million. The Company intends to use the net proceeds from this offering for general corporate purposes, including the funding of the clinical development of its product pipeline of cancer drugs.

Rodman & Renshaw, LLC, a wholly owned subsidiary of Rodman & Renshaw Capital Group, Inc. (NASDAQ:RODM - [News](#)), acted as the exclusive placement agent for the offering.

A shelf registration statement relating to the shares of common stock and warrants issued in the offering (and the shares of common stock issuable upon exercise of the warrants) has been filed with the Securities and Exchange Commission (the “SEC”). A prospectus supplement relating to the offering will be filed by the Company with the SEC. Copies of the prospectus supplement, together with the accompanying prospectus, can be obtained at the SEC’s website at <http://www.sec.gov>, from Rodman & Renshaw, LLC, 1251 Avenue of the Americas, 20<sup>th</sup> Floor, New York, NY 10020, by calling (212) 356-0549 or emailing [info@rodm.com](mailto:info@rodm.com), or from Celsion Corporation, 10220-L Old Columbia Road, Columbia, Maryland 21046-2364, Attn: Investor Relations.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company in this offering. There shall not be any offer, solicitation of an offer to buy, or sale of securities in any state or jurisdiction in which such an offering, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offering will be made only by means of a prospectus, including a prospectus supplement, forming a part of the effective registration statement.

### Additional Information:

Statements made in this press release include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, but not limited to, the amount and use of proceeds the Company expects to receive from the offering, the closing of the offering, and the exercise of the warrants. Forward-looking statements can be identified by the use of words such as “may,” “will,” “plan,” “should,” “expect,” “anticipate,” “estimate,” “continue,” or comparable terminology. Such forward-looking statements are inherently subject to certain risks, trends and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate, and involve factors that may cause actual results to differ materially from those projected or suggested. Readers are cautioned not to place undue reliance on these forward-looking statements and are advised to consider the factors listed above together with the additional factors under the heading “Disclosure Regarding Forward-Looking Statements” and “Risk Factors” in the Company’s Annual Reports on Form 10-K, as may be supplemented or amended by the Company’s Quarterly Reports on Form 10-Q. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise.

### Investor Contact

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