

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Celsion Corporation

(Exact Name of Registrant as Specified in Its Charter)

Maryland

52-1256615

(State of Incorporation
or Organization)

(IRS Employer
Identification no.)

10220-I Old Columbia Road, Columbia, Maryland

21046-1705

(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction Act A.(c), please check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction Act A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates:

002-93826-W

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Common Stock, par value \$0.01 per share

American Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

Item 1. Description of Registrant's Securities to be Registered.

Holders of common stock, par value \$0.01 per share (the "Common Stock"), of Celsion Corporation (the "Company") to be registered hereunder are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders. Common stockholders do not have cumulative voting rights. Holders of Common Stock are entitled to receive ratably such dividends as may be declared from time to time by the Board of Directors out of funds legally available therefor. In the event of a dissolution, liquidation or winding-up of the Company, holders of Common Stock are entitled to share ratably in all assets remaining after payment of liabilities. Holders of Common Stock have no right to convert their Common Stock into any other securities. The Common Stock has no preemptive or other subscription rights. There are no redemption or sinking fund provisions applicable to the Common Stock. Until the election of directors at the Company's Annual Meeting (scheduled for June 1, 2000), Company's Board of Directors is classified. Thereafter, pursuant to an amendment to the Company's bylaws, the Board no longer will be classified. The Company has authorized (and outstanding) shares of its Series A 10% Convertible Preferred Stock, par value \$0.01 per share (the "Preferred Stock"). Holders of Preferred Stock are entitled to receive cumulative dividends at the annual rate of 10% of the Original Cost per share thereof (\$1,000) when, as and if declared by the Company's Board of Directors, in preference to any dividends on the Common Stock. Upon liquidation, the Preferred Stock is entitled to a liquidation preference per share equal to the Original Cost plus any accrued and unpaid dividends thereon, in preference to payment of any amounts in respect of the Common Stock.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits, no exhibits are required to be filed herewith.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Celsion Corporation

Date: May 26, 2000

By: /s/ SPENCER J. VOLK

Spencer J. Volk
President and
Chief Executive Officer