

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CELSION CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

52-1256615
(I.R.S. Employer
Identification No.)

997 Lenox Drive, Suite 100
Lawrenceville, NJ 08648
(Address, Including Zip Code, of Principal Executive Offices)

**CELSION CORPORATION
2007 STOCK INCENTIVE PLAN**
(Full Title of the Plan)

Michael H. Tardugno
President and Chief Executive Officer
Celsion Corporation
997 Lenox Drive, Suite 100
Lawrenceville, NJ 08648
(609) 896-9100
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

COPY TO:

Sam Zucker, Esq..
O'Melveny & Myers LLP
2765 Sand Hill Road
Menlo Park, California 94025

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$0.01 par value per share	2,250,000 ⁽¹⁾ shares associated with June 2012 Plan amendment			
Common Stock, \$0.01 par value per share	1,000,000 ⁽¹⁾ shares associated with June 2010 Plan amendment			
Total Common Stock, \$0.01 par value per share	3,250,000⁽¹⁾ shares	\$2.81⁽²⁾	\$9,132,500⁽²⁾	\$1,047⁽²⁾

⁽¹⁾ This Registration Statement covers, in addition to the number of shares of Celsion Corporation, a Delaware corporation (the "Company" or the

“Registrant”), common stock, par value \$0.01 per share (the “Common Stock”), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Celsion Corporation 2007 Stock Incentive Plan (the “Plan”) as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

- (2) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on August 6, 2012, as quoted on the Nasdaq Capital Market.

The Exhibit Index for this Registration Statement is at page 7.

EXPLANATORY NOTE

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Plan and consists of only those items required by General Instruction E to Form S-8.

PART I

**INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Company's Registration Statement on Form S-8, filed with the Commission on August 24, 2007, as amended by the Post-Effective Amendment to Form S-8 filed with the Commission on June 13, 2011 (each, Commission File No. 333-145680);
- (b) The Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2011, filed with the Commission on March 15, 2012, as amended on Form 10-K/A, filed with the Commission on March 15, 2012 (each, Commission File No. 001-15911);
- (c) The Company's Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2012, filed with the Commission on May 15, 2012 (Commission File No. 001-15911);
- (d) The Company's Current Reports on Form 8-K, filed with the Commission on May 10, 2012, June 7, 2012 and June 28, 2012 (each, Commission File No. 001-15911); and
- (e) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on May 26, 2000, as amended by a Form 8-A/A dated February 7, 2008 (each, Commission File No. 001-15911), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 8. Exhibits

See the attached Exhibit Index at page 8, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lawrenceville, State of New Jersey, on August 13, 2012.

CELSION CORPORATION

By: /s/ Michael H. Tardugno
Michael H. Tardugno
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Michael H. Tardugno and Gregory Weaver, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael H. Tardugno</u> Michael H. Tardugno	President, Chief Executive Officer and Director (Principal Executive Officer)	August 13, 2012
<u>/s/ Gregory Weaver</u> Gregory Weaver	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	August 13, 2012
<u>/s/ Timothy J. Tumminello</u> Timothy J. Tumminello	Controller and Chief Accounting Officer (Principal Accounting Officer)	August 13, 2012

Signature

Title

Date

/s/ Max E. Link
Max E. Link

Chairman of the Board,
Director

August 13, 2012

/s/ Augustine Chow
Augustine Chow

Director

August 13, 2012

/s/ Frederick J. Fritz
Frederick J. Fritz

Director

August 13, 2012

/s/ Robert W. Hooper
Robert W. Hooper

Director

August 13, 2012

/s/ Alberto R. Martinez
Alberto R. Martinez

Director

August 13, 2012

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.	Celsion Corporation 2007 Stock Incentive Plan. (Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 7, 2012 (Commission File No. 001-15911) and incorporated herein by this reference.)
5.	Opinion of O'Melveny & Myers LLP (opinion re legality).
23.1	Consent of Stegman & Company (consent of independent auditors).
23.2	Consent of Counsel (included in Exhibit 5).
24.	Power of Attorney (included in this Registration Statement under "Signatures").

[OMM Letterhead]

August 13, 2012

Celsion Corporation
997 Lenox Drive, Suite 100
Lawrenceville, NJ 08648

Re: ***Registration of Securities of Celsion Corporation***

Ladies and Gentlemen:

In connection with the registration of up to 3,250,000 shares of Common Stock of Celsion Corporation, a Delaware corporation (the "Company"), par value \$0.01 per share (the "Shares"), under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission on or about the date hereof, such Shares to be issued or delivered pursuant to the Celsion Corporation 2007 Stock Incentive Plan (the "Plan"), you have requested our opinion set forth below.

In our capacity as counsel, we have examined originals or copies of those corporate and other records of the Company we considered appropriate.

On the basis of such examination and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the Plan and relevant agreements duly authorized by and in accordance with the terms of the Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Respectfully submitted,

/s/ O'Melveny & Myers LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Celsion Corporation on Form S-8 pertaining to the Celsion Corporation 2007 Stock Incentive Plan of our report dated March 15, 2012, with respect to the financial statements of Celsion Corporation, included in the Annual Report on Form 10-K/A for the year ended December 31, 2011.

/s/ Stegman and Company.

Baltimore, Maryland
August 13, 2012