
**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): September 7, 2004

Celsion Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

000-14242
(Commission File Number)

52-1256615
(IRS Employer
Identification No.)

10220-L Old Columbia Road, Columbia, Maryland
(Address of principal executive office)

21046-1705
(Zip Code)

Registrant's telephone number, including area code: (410) 290-5390
(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 obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication 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 240.135-4(c))

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On September 7, 2004, upon the recommendation of its Nominating Committee, the Board of Directors of Celsion Corporation (the "Company") acted to increase the number of directors constituting the whole Board from five to six and to fill the resulting vacancy by electing Dudleigh C. Stone to the Board. Mr. Stone was designated as a Class I Director and, therefore, his term will expire at the annual meeting of the Company's stockholders in 2005. There was no arrangement or understanding between Mr. Stone and any other person pursuant to which Mr. Stone was elected to the Board of Directors.

The Board also acted to realign membership on its standing committees. Effective September 7, 2004, the members of the Audit Committee are Mr. Dudleigh Stone (Chairman), Dr. Max Link and Dr. Claude Tihon; the members of the Compensation Committee are Dr. Max Link (Chairman), Dr. Gary Pace and Mr. Dudleigh Stone, and the members of the Nominating Committee are Dr. Gary Pace (Chairman), Dr. Max Link and Dr. Claude Tihon.

On September 8, 2004, the Company issued a press release announcing Mr. Stone's election to its Board of Directors. A copy of that press release is attached as Exhibit 99.1 to this Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated September 8, 2004 regarding the election of Dudleigh C. Stone to the Board of Directors of Celsion Corporation

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

Date: September 8, 2004

By: /s/ Augustine Y. Cheung

President and Chief Executive Officer

Exhibit Index

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For Further Information Contact:

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CELSION EXPANDS BOARD, APPOINTS NEW INDEPENDENT DIRECTOR

Columbia, MD – September 8, 2004: CELSION CORPORATION (AMEX: CLN) today announced that, upon the recommendation of its Nominating Committee, effective September 7, 2004, its Board of Directors has acted to increase from five to six the number of directors constituting the whole Board of Directors and to fill the resulting vacancy by electing Dudleigh C. Stone to the Board. The Board also acted to appoint Mr. Stone as Chairman of the Board's Audit Committee and as a member of its Compensation Committee.

During a successful 20-year career, Mr. Stone rose through the ranks at Pfizer Inc., to become Vice President—Strategic Planning, International Pharmaceuticals. In 2001, Mr. Stone founded Stone Advisors, a strategic and financial advisor specializing in business development, financial, and other investment advisory services to development-stage life science companies. Previously, Mr. Stone, a certified public accountant, served as Chief Finance and Operating Officer of LifetecNet, Inc., a supply chain management software company serving FDA-regulated life science companies and as a managing director of Ferghana Partners Group, an investment bank specializing in providing corporate financial advisory services to companies in the biotech, pharmaceutical, medical device, animal health and specialty chemical industries. He started his career with Price Waterhouse & Co.

Mr. Stone, who is an "Independent Director" under the rules of the American Stock Exchange and the Securities and Exchange Commission, was designated as a Class I Director and, therefore, his term will expire at the annual meeting of the Company's stockholders in 2005.

Dr. Max Link, the Chairman of Celsion's Board of Directors said, "We have been looking to increase the number of outside directors for some time and are delighted that Leigh has agreed to join our Board of Directors. His extensive experience both in financial matters and in life science businesses—two areas that are absolutely central to Celsion's success—make him uniquely valuable to Celsion. We anticipate that his active participation in Board deliberations will add significantly to the depth and quality of our decision-making processes."

Mr. Stone is a graduate of Lehigh University, where he earned both his B.S. in Economics and his M.B.A.

ABOUT CELSION: Celsion Corporation, based in Columbia, Maryland, is a biotechnology company dedicated to the development and commercialization of treatment systems for cancer and other diseases using focused-heat energy, either administered alone, or in combination with other therapeutic devices, heat activated genes and heat activated drugs.

Celsion has research, license or commercialization agreements with leading institutions such as the National Institute of Health, Duke University Medical Center, Massachusetts Institute of Technology, Harbor UCLA Medical Center, Montefiore Medical Center and Memorial Sloan-Kettering Cancer Center in New York City, Roswell Park Cancer Institute in Buffalo, New York, and Duke University. For more information on Celsion, visit our website: www.celsion.com.

Celsion wishes to inform readers that forward-looking statements in this release are made pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Readers are cautioned that such forward-looking statements involve risks and uncertainties including, without limitation, unforeseen changes in the course of research and development activities and in clinical trials by others; possible acquisitions of other technologies, assets or businesses; possible actions by customers, suppliers, competitors, regulatory authorities; and other risks detailed from time to time in the Company's periodic reports filed with the Securities and Exchange Commission.

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