

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**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 6, 2006**

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**Celsion Corporation**

(Exact Name of Registrant as Specified in Charter)

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**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)

**21046-2364**  
(Zip Code)

**Registrant's telephone number, including area code: (410) 290-5390**

**N/A**  
(Former name or former address, if changed since last report)

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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))
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**0Item 1.02. Termination of a Material Definitive Agreement.**

In connection with the planned resignation of Lawrence S. Olanoff (“Dr. Olanoff”) described below under Item 5.02, the employment agreement between Celsion Corporation (the “Registrant”) and Dr. Olanoff will be terminated upon the effective date of his resignation.

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

The Registrant announced on September 7, 2006 that Dr. Olanoff has decided to resign as President and Chief Executive Officer effective October 6, 2006. He will continue to serve as a member of the board of directors of the Registrant.

At a meeting of the Registrant’s Board of Directors on September 6, 2006, following Dr. Olanoff’s tender of his resignation, Anthony P. Deasey was appointed interim President and Chief Executive Officer of the Registrant effective upon the effective date of Dr. Olanoff’s resignation. Mr. Deasey has been appointed to serve as interim President and Chief Executive Officer during the transitional period while a permanent President and Chief Executive Officer is recruited.

Mr. Deasey is currently Executive Vice President, Chief Operating Officer and Chief Financial Officer of the Registrant. Mr. Deasey joined the Registrant as Senior Vice President – Finance and Chief Financial Officer in November 2000, and became Executive Vice President – Finance and Administration in February 2002. Prior to joining the Registrant, he was Senior Vice President – Finance and Chief Financial Officer of World Kitchen (formerly Corning Consumer Products) from 1998 to 2000. He also served as Senior Vice President – Chief Financial Officer of Rollerblade Inc. from 1996 to 1998 and previously held the position of Vice President and Chief Financial Officer with Church & Dwight Co. (NYSE:CHD). Mr. Deasey is a Chartered Accountant who gained his early experience in the international operations of Chesebrough Ponds and Price Waterhouse. There are no familial relationships between Mr. Deasey and any other director or executive officer of the Registrant. Other than Mr. Deasey’s employment with the Registrant, since the beginning of the Registrant’s last fiscal year, there have been no transactions, or series of transactions, between Mr. Deasey or any member of his immediate family and the Registrant in which the amount involved exceeded \$60,000 and in which Mr. Deasey or his family members have, or will have, a direct or indirect material interest.

The terms of Mr. Deasey’s employment have not changed as a result of his appointment as interim President and Chief Executive Officer. The terms of his employment are as summarized in the Registrant’s previously filed proxy statement for the Registrant’s 2006 annual meeting of stockholders and as provided in his Employment Agreement filed as Exhibit 10.1 hereto.

A copy of the press release relating to the notification described above is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Employment Agreement effective January 1, 2004 between the Registrant and Anthony P. Deasey (incorporated herein by reference to the Current Report on Form 8-K of the Registrant filed with the Securities and Exchange Commission on December 10, 2004).
99.1	Press Release of the Registrant, dated September 7, 2006

**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, 2006

By: /s/ Anthony P. Deasey

Anthony P. Deasey  
Executive Vice President, Chief Financial Officer and  
Chief Operating Officer

## Exhibit Index

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*For Further Information Contact:*

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**CELSION ANNOUNCES MANAGEMENT CHANGES AND  
FORMATION OF PROLIEVE AND ONCOLOGY DIVISIONS**

**Columbia, MD, September 7, 2006** – **CELSION CORPORATION (AMEX:CLN)** today announced that Lawrence Olanoff, M.D., Ph.D., its President and Chief Executive Officer has tendered his resignation from executive management effective October 6, 2006 to return to Forest Laboratories Inc. as President and Chief Operating Officer. Dr. Olanoff will continue to serve as a member of Celsion's Board of Directors. Anthony P. Deasey, Celsion's Executive Vice President, Chief Operating Officer and Chief Financial Officer has been named as Interim Chief Executive Officer of Celsion during the transitional period while a permanent Chief Executive Officer is recruited. He will also be appointed to Celsion's Board of Directors.

Max Link, Ph.D., Chairman of the Board, commented, "We greatly appreciate the efforts of Dr. Olanoff in implementing Celsion's strategy to become solely an oncology drug development enterprise. Dr. Olanoff focused the Company's drug development program putting together a team of experienced scientists who will continue to lead the ongoing oncology programs into later stage clinical trials. Further, as part of this strategy we have created the Prolieve Division that will focus entirely on servicing its partner Boston Scientific." Dr. Link added, "We are pleased to announce the appointment of Mr. Deasey as the Interim Chief Executive. Tony has served the company well over the last several years and we are confident that he will capably lead the management team until we find a permanent President and Chief Executive Officer to lead Celsion as an oncology drug development company."

Gary W. Pace, PhD and Kris Venkat, PhD, members of Celsion's Board of Directors, will actively assist executive management during the transition period. Both Drs. Pace and Venkat have extensive pharmaceutical development and business expertise to contribute to this effort. As part of the goal of establishing a separate oncology drug development business, and advancing the current drug development program, William Hahne, M.D., who is currently Vice President Clinical and Medical Affairs, will be promoted to the newly established position of Vice President of Research and Development. Dr. Hahne joined Celsion in January, 2006 having been previously involved in oncology drug development while at Curagen and Marion Merrill Dow. Tony Deasey will also assume the position of President of the Prolieve Division.

Dr. Olanoff stated, "For personal and professional reasons, I have decided to return to Forest Laboratories Inc. Although, I am sad to be leaving Celsion at this juncture in its transformation to an oncology drug development company, I am pleased with the progress the development team at Celsion has achieved, especially this past year, with the completion of recruitment of senior staff in all key development disciplines. We have two ThermoDox™ Phase I cancer programs underway with dedicated academic investigators as contributors; one is nearing completion and recruitment in the second is progressing well. The Company is planning to announce a third clinical indication for ThermoDox within the next few months. Also, waiting in the wings is the potential of an entirely new pre-IND development program involving the encapsulation of a different antineoplastic agent in a separate heat sensitive liposome product. We have successfully sought out working arrangements with a wide range of thermotherapy device companies to complement these efforts in the clinic. I am very comfortable with Celsion's senior management group, and confident Tony Deasey and Bill Hahne will provide the leadership to guide the various projects through the remainder of their development pathways. Also I am pleased that Prolieve continues to do well commercially largely through the sales and distribution efforts of Boston Scientific who have enthusiastically supported the product in the market place. I am looking forward to the opportunity to remain on Celsion's Board of Directors and play an active role in the strategic guidance of the company's oncology drug development projects."

**ABOUT CELSION:** Celsion Corporation, based in Columbia, Maryland, is a biotechnology company dedicated to the development and commercialization of heat activated treatment systems for cancer.

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](http://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

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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.