

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): February 22, 2013

CELSION CORPORATION
(Exact name of registrant as specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-15911
(Commission
File Number)

52-1256615
(IRS Employer
Identification No.)

997 Lenox Drive, Suite 100, Lawrenceville, NJ 08648-2311
(Address of principal executive offices) (Zip Code)

(609) 896-9100
(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 2.02 Results of Operations and Financial Condition.

Please see the disclosure set forth under Item 8.01 “Other Events,” which is incorporated by reference into this Item 2.02.

Item 8.01 Other Events.

On February 22, 2013, Celsion issued a press release titled “Celsion Corporation Announces \$15 Million Registered Direct Offering.” A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release titled “Celsion Corporation Announces \$15 Million Registered Direct Offering” issued by Celsion Corporation on February 22, 2013.

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

Dated: February 22, 2013

By: /s/ Gregory Weaver

Gregory Weaver

Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release titled “Celsion Corporation Announces \$15 Million Registered Direct Offering” issued by Celsion Corporation on February 22, 2013.



Celsion Corporation Announces \$15 Million Registered Direct Offering

LAWRENCEVILLE, N.J. – February 22, 2013 – Celsion Corporation (the “Company”) (NASDAQ:CLSN) today announced that it has received commitments from institutional investors to purchase an aggregate of \$15 million of the Company’s securities in an at-the-market registered direct offering, led by a dedicated health care fund.

The Company entered into definitive purchase agreements with these investors pursuant to which the Company agreed to sell an aggregate of 15,000 shares of its zero coupon preferred stock (which are convertible into a total of approximately 12.1 million shares of common stock) and warrants potentially exercisable for up to approximately 6.0 million additional shares of its common stock. In addition to the preferred stock not having a required dividend right, the preferred stock will not have any preferences over the Company’s common stock, including no liquidation preference rights. Subject to certain ownership limitations, the preferred stock is convertible at any time at the option of the holder into shares of common stock at a conversion price of \$1.2425 (which represents \$0.0625 above \$1.18, the closing bid price of the common stock on the previous trading day). The warrants will be exercisable at a price of \$1.18 per share and will expire five years from the issuance date. The closing of the offering is expected to take place on or about February 27, 2013, subject to the satisfaction of customary closing conditions.

The estimated net proceeds to the Company from the offering are expected to be approximately \$13.8 million. With the net proceeds from this offering, the Company projects to have an unaudited cash and investment balance of approximately \$47 million. The Company intends to use the net proceeds from this offering for general corporate purposes.

Dawson James Securities, Inc. acted as exclusive placement agent in connection with the offering.

A shelf registration statement (File No. 333-183286) relating to the shares of preferred stock and warrants issued in the offering (and the shares of common stock issuable upon conversion of the preferred stock exercise of the warrants) has been filed with and declared effective by 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 Dawson James Securities by e-mailing placements@djsiny.com, or from Celsion Corporation, 997 Lenox Drive, Suite 100, Lawrenceville, NJ 08648, Attention: 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, the conversion of the preferred stock 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 “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

Jeffrey W. Church
Senior Vice President – Corporate
Strategy and Investor Relations
609-482-2455
jchurch@celsion.com