

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

**FORM S-3**

**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, New Jersey 08648  
(609) 896-9100**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Michael H. Tardugno**  
**President and Chief Executive Officer**  
997 Lenox Drive, Suite 100  
Lawrenceville, New Jersey 08648  
(609) 896-9100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Steven G. Canner**  
Baker & McKenzie LLP  
452 Fifth Avenue  
New York, New York 10018  
(212) 626 4884

**Approximate date of commencement of proposed sale to the public:**

From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-227236

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. [ ]

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. [ ]

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

Large accelerated filer [ ]  
Non-accelerated filer [ ]

Accelerated filer [ ]  
Smaller reporting company [X]  
Emerging growth company [ ]

Title of each class of securities to be registered	Proposed maximum aggregate offering price (1)	Amount of registration fee(2)
Common Stock, par value \$0.01 per share	\$ 3,525,952	\$ 385

(1) Estimated solely for purpose of calculating the amount of registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended.

(2) Calculated based on Rule 457(o) based on an estimate of the proposed maximum offering price.

**This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional securities pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, the exhibit index, and exhibits. Pursuant to Rule 462(b), the contents of the registration statement on Form S-3 (Registration No. 333-227236), including all amendments and exhibits thereto, which was declared effective by the Commission on October 12, 2018, are incorporated herein by reference into this registration statement and this registration statement is being filed solely for the purpose of registering an increase in the maximum aggregate offering price of \$3,525,952.

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## EXHIBIT INDEX

- 5.1 [Opinion of Baker & McKenzie LLP](#)
  - 23.1 [Consent of WithumSmith+Brown, PC.](#)
  - 23.2 [Consent of Baker & McKenzie LLP \(included in Exhibit 5.1\).](#)
  - 24.1 [Powers of attorney \(included on the signature page hereto\).](#)
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## 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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lawrenceville, State of New Jersey, on January 22, 2021.

### CELSION CORPORATION

By: /s/ Michael H. Tardugno

Name: Michael H. Tardugno

Title: Chairman of the Board, President and Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Celsion Corporation, a Delaware corporation, do hereby constitute and appoint Michael H. Tardugno and Jeffrey W. Church, and each of them individually, as the lawful attorneys-in-fact and agents, each with full power of substitution or re-substitution, with full power and authority to do any and all acts and things in our name and on our behalf in our capacities as officers and directors and to execute any and all instruments for us and in our names in the capacities indicated below which said attorneys-in-fact and agents, or either one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act, and any rules or regulation or requirements of the SEC in connection with this registration statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this registration statement, to any and all amendments, both pre-effective and post-effective, and supplements to this registration statement and to any and all instruments or documents filed as part of or in conjunction with this registration statement or amendments or supplements thereto, and each of the undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents, or either one of them, shall do or cause to be done by virtue hereof. This power of attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated. Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons on January 22, 2021 in the capacities indicated.

<b>Signature</b>	<b>Title</b>
<u>/s/ Michael H. Tardugno</u> Michael H. Tardugno	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Jeffrey W. Church</u> Jeffrey W. Church	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Timothy J. Tumminello</u> Timothy J. Tumminello	Controller and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Robert W. Hooper</u> Robert W. Hooper	Director
<u>/s/ Augustine Chow</u> Augustine Chow, Ph.D.	Director
<u>/s/ Frederick J. Fritz</u> Frederick J. Fritz	Director
<u>/s/ Donald P. Braun</u> Donald P. Braun, Ph.D.	Director
<u>/s/ Andreas Voss</u> Andreas Voss, M.D.	Director


**Baker & McKenzie LLP**

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New York, NY 10018  
United States

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Yokohama

January 22, 2021

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

Ladies and Gentlemen:

We have acted as special counsel for Celsion Corporation, a Delaware corporation (the "Company"), in connection with the filing of a Registration Statement on Form S-3 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof, relating to an aggregate of \$3,525,952 of shares of the Company's common stock (the "Shares") subject to that certain Securities Purchase Agreement, dated as of January 22, 2021, by and among the Company, and the investors named therein (the "Securities Purchase Agreement").

We have reviewed the Securities Purchase Agreement and we have examined the originals, or photostatic or certified copies, of such records of the Company, of certificates of officers of the Company and of public documents, and such other documents as we have deemed relevant and necessary as the basis of the opinions set forth below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as photostatic or certified copies and the authenticity of the originals of such copies.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly and validly authorized and, when issued in accordance with the Securities Purchase Agreement, will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the laws of the State of New York, the General Corporation Law of the State of Delaware, and the federal laws of the United States of America.

This opinion letter is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated. We hereby consent to the use of our opinion as herein set forth as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder or Item 509 of Regulation S-K.

Very truly yours,

*/s/ Baker & McKenzie LLP*  
BAKER & MCKENZIE LLP

Baker & McKenzie LLP is a member of Baker & McKenzie International.

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Valencia  
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\* Associated Firm  
\*\* in cooperation with  
Tosch, Rossi & Watanabe  
Abogados

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 25, 2020 relating to the December 31, 2019 and 2018 consolidated financial statements which appear in Celsion Corporations' Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 on Form 10-K for the fiscal year ended December 31, 2019.

We also consent to the reference to us under the caption "Experts" in this Registration Statement on Form S-3 (No. 333-227236) incorporated by reference in this Registration Statement.

*/s/ WithumSmith+Brown, PC*  
Princeton, New Jersey

January 22, 2021

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