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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. __)*

CELSION CORPORATION

(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE

(Title of Class of Securities)

15117N503

(CUSIP Number)

February 28, 2020

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(Page 1 of 13 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS Lincoln Park Capital Fund, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois
	5 SOLE VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6 SHARED VOTING POWER 1,581,429
	7 SOLE DISPOSITIVE POWER 0
	8 SHARED DISPOSITIVE POWER 1,581,429
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,581,429
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.49%
12	TYPE OF REPORTING PERSON OO

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1	NAMES OF REPORTING PERSONS Lincoln Park Capital, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois
	5 SOLE VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6 SHARED VOTING POWER 1,581,429
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1	NAMES OF REPORTING PERSONS Rockledge Capital Corporation
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Texas
	5 SOLE VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6 SHARED VOTING POWER 1,581,429
	7 SOLE DISPOSITIVE POWER 0
	8 SHARED DISPOSITIVE POWER 1,581,429
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,581,429
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.49%
12	TYPE OF REPORTING PERSON CO

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1	NAMES OF REPORTING PERSONS Joshua B. Scheinfeld
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States
	5 SOLE VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6 SHARED VOTING POWER 1,581,429
	7 SOLE DISPOSITIVE POWER 0
	8 SHARED DISPOSITIVE POWER 1,581,429
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10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.49%
12	TYPE OF REPORTING PERSON IN

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1	NAMES OF REPORTING PERSONS Alex Noah Investors, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois
	5 SOLE VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6 SHARED VOTING POWER 1,581,429
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.49%
12	TYPE OF REPORTING PERSON CO

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1	NAMES OF REPORTING PERSONS Jonathan I. Cope
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States
	5 SOLE VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6 SHARED VOTING POWER 1,581,429
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	8 SHARED DISPOSITIVE POWER 1,581,429
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,581,429
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.49%
12	TYPE OF REPORTING PERSON IN

Item 1.**(a) Name of Issuer:**

Celsion Corporation, a Delaware corporation ("Issuer")

(b) Address of Issuer's Principal Executive Offices:

997 Lenox Drive, Suite 11
Lawrenceville, NJ 08648

Item 2.**(a) Name of Person Filing:**

Lincoln Park Capital Fund, LLC ("LPC Fund")
Lincoln Park Capital, LLC ("LPC")
Rockledge Capital Corporation ("RCC")
Joshua B. Scheinfeld ("Mr. Scheinfeld")
Alex Noah Investors, Inc. ("Alex Noah")
Jonathan I. Cope ("Mr. Cope" and, collectively with LPC Fund, LPC, RCC, Mr. Scheinfeld and Alex Noah, the "Reporting Persons")

(b) Address of Principal Business Office, or if None, Residence:

The address of the principal business office of each of the Reporting Persons is:
440 North Wells, Suite 410
Chicago, Illinois 60654

(c) Citizenship:

LPC Fund is an Illinois limited liability company
LPC is an Illinois limited liability company
RCC is a Texas corporation
Mr. Scheinfeld is a United States citizen
Alex Noah is an Illinois corporation
Mr. Cope is a United States citizen

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(d) **Title of Class of Securities:**

Common Stock, \$0.01 par value ("Common Stock")

(e) **CUSIP Number:**

15117N503

Item 3.

If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution _____

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Item 4. Ownership.

Reporting person	Amount beneficially owned ¹ :	Percent of class ² :	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote ³ :	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of ³ :
Lincoln Park Capital Fund, LLC	1,581,429	5.49%	0	1,581,429	0	1,581,429
Lincoln Park Capital, LLC	1,581,429	5.49%	0	1,581,429	0	1,581,429
Rockledge Capital Corporation	1,581,429	5.49%	0	1,581,429	0	1,581,429
Joshua B. Scheinfeld	1,581,429	5.49%	0	1,581,429	0	1,581,429
Alex Noah Investors, Inc.	1,581,429	5.49%	0	1,581,429	0	1,581,429
Jonathan I. Cope	1,581,429	5.49%	0	1,581,429	0	1,581,429

- 1 Represents (i) 10,000 shares of Common Stock owned by LPC Fund prior to February 28, 2020 and (ii) 1,571,429 shares of Common Stock purchased by LPC Fund directly from the Issuer in a private placement transaction completed on February 28, 2020 (the "Private Placement"), representing approximately 5.49% of the outstanding shares of Common Stock as of February 28, 2020 (based on information provided by the Issuer stating that there was a total of 28,827,246 shares of Common Stock outstanding as of February 28, 2020, giving effect to the issuance of an aggregate of 1,571,429 shares of Common Stock to LPC Fund in the Private Placement). The number of shares of Common Stock beneficially owned excludes an aggregate of 1,021,428 shares of Common Stock underlying a warrant also purchased by LPC Fund directly from the Issuer in the Private Placement (the "Warrant") because the Warrant cannot be exercised prior to August 28, 2020, which is more than 60 days after the date this statement was filed with the Securities and Exchange Commission (the "SEC"). The Warrant may be exercised for a period of five years following August 28, 2020 at an exercise price of \$1.15 per share (subject to adjustment as provided in the Warrant), subject to a 9.99% beneficial ownership cap that prohibits the issuance of shares of Common Stock upon exercise of the Warrant to the extent such issuance would cause the holder's beneficial ownership of Common Stock (as calculated pursuant to Section 13(d) of the Act and Rule 13d-3 promulgated thereunder) to exceed 9.99% of the outstanding Common Stock. Warrant includes a customary "cashless" exercise provision, which may be used to acquire underlying shares of Common Stock if at the time of exercise an effective registration statement registering the resale of such shares under the Securities Act of 1933, as amended (the "Securities Act"), is not available to the warrant holder.
- 2 Based on the information provided by the Issuer to LPC Fund in connection with the Private Placement, there was a total of 28,827,246 shares of Common Stock outstanding as of February 28, 2020, after giving effect to the issuance of an aggregate of 1,571,429 shares of Common Stock to LPC Fund in the Private Placement.
- 3 Represents the total number of shares of Common Stock beneficially owned by the Reporting Persons as of the date of this statement (as calculated pursuant to Section 13(d) of the Act and Rule 13d-3 promulgated thereunder), as described in Footnote 1 above.

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As of February 28, 2020, LPC Fund beneficially owned, directly, the following securities of the Issuer: (i) 10,000 shares of Common Stock owned by LPC Fund prior to February 28, 2020, (ii) 1,571,429 shares of Common Stock purchased by LPC Fund directly from the Issuer in the Private Placement and (iii) 0 shares of Common Stock are currently exercisable under the Warrant to purchase up to 1,021,428 shares of Common Stock at a price of \$1.15 per share (subject to adjustment as provided in the Warrant), which is not exercisable until August 28, 2020 and may be exercised for a period of five years following August 28, 2020. As of February 28, 2020, LPC Fund does not beneficially own the 1,021,428 shares of Common Stock underlying the Warrant because the Warrant cannot be exercised prior to August 28, 2020 and, therefore, none of the shares of Common Stock underlying the Warrant may be acquired by LPC Fund within 60 days of the date this statement was filed with the SEC. The Warrant includes a customary "cashless" exercise provision, which may be used to acquire underlying shares of Common Stock if at the time of exercise an effective registration statement registering the resale of such shares under the Act is not available to the warrant holder.

LPC is the Managing Member of LPC Fund. RCC and Alex Noah are the Managing Members of LPC. Mr. Scheinfeld is the president and sole shareholder of RCC, as well as a principal of LPC. Mr. Cope is the president and sole shareholder of Alex Noah, as well as a principal of LPC. As a result of the foregoing, Mr. Scheinfeld and Mr. Cope have shared voting and shared investment power over the shares of Common Stock of the Issuer held directly by LPC Fund.

Pursuant to Section 13(d) of the Act and the rules thereunder, each of LPC, RCC, Mr. Scheinfeld, Alex Noah, and Mr. Cope may be deemed to be a beneficial owner of the shares of Common Stock of the Issuer beneficially owned directly by LPC Fund.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Pursuant to Rule 13d-4 of the Act, each of LPC, RCC, Mr. Scheinfeld, Alex Noah, and Mr. Cope disclaims beneficial ownership of the shares of Common Stock of the Issuer held directly by LPC Fund.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 2, 2020

LINCOLN PARK CAPITAL FUND, LLC

LINCOLN PARK CAPITAL, LLC

BY: LINCOLN PARK CAPITAL, LLC

BY: ROCKLEDGE CAPITAL CORPORATION

BY: ROCKLEDGE CAPITAL CORPORATION

By: /s/ Joshua B. Scheinfeld
Name: Joshua B. Scheinfeld
Title: President

By: /s/ Joshua B. Scheinfeld
Name: Joshua B. Scheinfeld
Title: President

LINCOLN PARK CAPITAL FUND, LLC

LINCOLN PARK CAPITAL, LLC

BY: LINCOLN PARK CAPITAL, LLC

BY: ALEX NOAH INVESTORS, INC.

BY: ALEX NOAH INVESTORS, INC.

By: /s/ Jonathan I. Cope
Name: Jonathan I. Cope
Title: President

By: /s/ Jonathan I. Cope
Name: Jonathan I. Cope
Title: President

ROCKLEDGE CAPITAL CORPORATION

ALEX NOAH INVESTORS, INC.

By: /s/ Joshua B. Scheinfeld
Name: Joshua B. Scheinfeld
Title: President

By: /s/ Jonathan I. Cope
Name: Jonathan I. Cope
Title: President

JOSHUA B. SCHEINFELD

JONATHAN I. COPE

By: /s/ Joshua B. Scheinfeld
Name: Joshua B. Scheinfeld
Title: President

By: /s/ Jonathan I. Cope
Name: Jonathan I. Cope
Title: President

LIST OF EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
1	Joint Filing Agreement

Joint Filing Agreement

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such Schedule 13G with respect to the Common Shares of the Issuer, beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of March 2, 2020.

LINCOLN PARK CAPITAL FUND, LLC

BY: LINCOLN PARK CAPITAL, LLC

BY: ROCKLEDGE CAPITAL CORPORATION

By: /s/ Joshua B. Scheinfeld

Name: Joshua B. Scheinfeld

Title: President

LINCOLN PARK CAPITAL FUND, LLC

BY: LINCOLN PARK CAPITAL, LLC

BY: ALEX NOAH INVESTORS, INC.

By: /s/ Jonathan I. Cope

Name: Jonathan I. Cope

Title: President

ROCKLEDGE CAPITAL CORPORATION

By: /s/ Joshua B. Scheinfeld

Name: Joshua B. Scheinfeld

Title: President

JOSHUA B. SCHEINFELD

By: /s/ Joshua B. Scheinfeld

Name: Joshua B. Scheinfeld

Title: President

LINCOLN PARK CAPITAL, LLC

BY: ROCKLEDGE CAPITAL CORPORATION

By: /s/ Joshua B. Scheinfeld

Name: Joshua B. Scheinfeld

Title: President

LINCOLN PARK CAPITAL, LLC

BY: ALEX NOAH INVESTORS, INC.

By: /s/ Jonathan I. Cope

Name: Jonathan I. Cope

Title: President

ALEX NOAH INVESTORS, INC.

By: /s/ Jonathan I. Cope

Name: Jonathan I. Cope

Title: President

JONATHAN I. COPE

By: /s/ Jonathan I. Cope

Name: Jonathan I. Cope

Title: President
