

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): May 26, 2017

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modifications to Rights of Security Holders.

On May 26, 2017, Celsion Corporation, a Delaware corporation (“Celsion”), filed a Certificate of Amendment to Certificate of Incorporation with the Secretary of State of the State of Delaware (the “Certificate of Amendment”), which has effected a reverse stock split of the outstanding common stock, par value \$0.01 per share, of Celsion (“Common Stock”) at an exchange ratio of 14-to-1 (the “Reverse Stock Split”) and set the number of authorized shares of common stock, par value \$0.01 per share, of Celsion outstanding immediately after the Reverse Stock Split (“New Common Stock”) at 112.5 million shares.

As previously disclosed in a Current Report on Form 8-K filed on May 16, 2017, the stockholders of Celsion voted at the 2017 Annual Meeting of Stockholders held on May 16, 2017 to approve the grant of discretionary authority to the board of directors of Celsion to amend the Certificate of Incorporation of Celsion, as amended, at any time on or prior to the date of the 2018 Annual Meeting of Stockholders, to effect a reverse stock split at an exchange ratio within the specified range. The board of directors of Celsion has approved the exchange ratio of 14-to-1 and the filing of the Certificate of Amendment.

As a result of the Reverse Stock Split, every fourteen (14) shares of Common Stock outstanding immediately prior to the effectiveness of the Reverse Stock Split have been combined and converted into one share of New Common Stock without any change in the par value per share. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to a fraction of one share of New Common Stock as a result of the Reverse Stock Split will instead receive an amount in cash equal to such fraction multiplied by the closing sale price of Common Stock on The NASDAQ Capital Market on May 30, 2017, as adjusted for the Reverse Stock Split.

The above description of the Certificate of Amendment and the Reverse Stock Split is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 26, 2017, Celsion filed the Certificate of Amendment with the Secretary of State of the State of Delaware, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference, to effect the Reverse Stock Split and set the number of authorized shares of New Common Stock at 112.5 million shares. The description of the Certificate of Amendment and the Reverse Stock Split set forth in Item 3.03 of this Current Report is incorporated herein by reference.

Item 8.01 Other Events.

On May 26, 2017, Celsion issued a press release titled “Celsion Corporation Announces Stock Consolidation,” a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to Certificate of Incorporation of Celsion Corporation
99.1	Press release titled “Celsion Corporation Announces Stock Consolidation” issued by Celsion Corporation on May 26, 2017

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: May 26, 2017

By: /s/ Jeffrey W. Church
Jeffrey W. Church
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Amendment to Certificate of Incorporation of Celsion Corporation
99.1	Press release titled "Celsion Corporation Announces Stock Consolidation" issued by Celsion Corporation on May 26, 2017

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
CELSION CORPORATION**

Celsion Corporation (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify that:

FIRST: The name of the Corporation is Celsion Corporation.

SECOND: The original Certificate of Incorporation of the Corporation (formerly known as Celsion (Delaware) Corporation) was filed with the Secretary of State of the State of Delaware on May 17, 2000, a Certificate of Ownership and Merger was thereafter filed with the Secretary of State of the State of Delaware on August 17, 2000, and certificates of Amendment to Certificate of Incorporation were thereafter filed with the Secretary of State of the State of Delaware on June 5, 2001, November 8, 2002, May 25, 2004, February 27, 2006, July 1, 2009, October 28, 2013 and June 15, 2016, respectively (the “Certificate of Incorporation”). A Certificate of Designation of Preferences, Rights and Limitations of Series A 0% Convertible Preferred Stock was filed with the Secretary of State of the State of Delaware on February 25, 2013.

THIRD: The amendments to the Certificate of Incorporation below have been duly adopted by the board of directors of the Corporation and the holders of a majority of the issued and outstanding shares of capital stock of the Corporation entitled to vote thereon at the 2017 annual meeting of stockholders of the Corporation held on May 16, 2017 pursuant to Sections 141 and 242 of the DGCL.

FOURTH: The Certificate of Incorporation is hereby amended by deleting the text of the first paragraph of Article Fourth thereof and substituting the following two paragraphs therefor.

“Effective as of May 26, 2017 at 4:00 pm ET and upon the filing of the Certificate of Amendment to Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware (the “Effective Date”), each fourteen (14) shares of Common Stock, par value \$0.01 per share, of the Corporation issued and outstanding immediately prior to the Effective Date (the “Old Shares”) shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (as defined below) (the “Reverse Stock Split”). No fractional shares shall be issued as a result of the Reverse Stock Split and, in lieu thereof, the Corporation shall pay to the holder of any such fractional share an amount in cash equal to such fraction multiplied by the closing sale price of the Corporation’s common stock on The NASDAQ Capital Market on the trading day immediately before the Effective Date. Each stock certificate representing the Old Shares immediately prior to the Effective Date shall thereafter represent that number of whole shares of Common Stock outstanding after the Effective Date into which the Old Shares represented by such certificate shall have been combined. Each holder of record of a stock certificate or certificates representing the Old Shares shall receive, upon surrender of such certificate or certificates, a new certificate or certificates representing the number of whole shares of Common Stock to which such holder is entitled pursuant to the Reverse Stock Split or, at the discretion of the Corporation and unless otherwise instructed by such holder, book-entry shares in lieu of a new certificate or certificates representing the number of whole shares of Common Stock to which such holder is entitled pursuant to the Reverse Stock Split. The shares of Common Stock issued in connection with the Reverse Stock Split shall have the same rights, preferences and privileges as the Old Shares.

Immediately after the effectiveness of the Reverse Stock Split, the total number of shares of all classes of stock which the Corporation shall have authority to issue shall be One Hundred Twelve Million Six Hundred Thousand (112,600,000) shares, consisting of (i) One Hundred Twelve Million Five Hundred Thousand (112,500,000) shares of common stock, par value \$0.01 per share (“Common Stock”), and (ii) One Hundred Thousand (100,000) shares of preferred stock, par value \$0.01 per share (“Preferred Stock”). The Preferred Stock may be issued from time to time in one or more series.”

IN WITNESS WHEREOF, Celsion Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by its duly authorized officer on this 26th day of May, 2017.

By /s/ Michael H. Tardugno

Name: Michael H. Tardugno

Title: Chairman, President and Chief Executive Officer



Celsion Corporation Announces Stock Consolidation

Strategic Move to Attract a Broader Range of Investors, to Ensure a Strong Balance Sheet, and to Enable the Expansion of the Company's Product Pipeline

LAWRENCEVILLE, N.J. -- May 26, 2017 -- Celsion Corporation (NASDAQ: CLSN), an oncology drug development company, announced today that it is effecting a 1 for 14 reverse stock split of its common stock which will be effective for trading purposes as of the commencement of trading on Tuesday, May 30, 2017. As of that date, each fourteen (14) shares of issued and outstanding common stock and common stock equivalents will be consolidated into one (1) share of common stock. In addition, at the market open on May 30, 2017, the common stock will trade under a new CUSIP number 15117N503 although the Company's ticker symbol, CLSN, will remain unchanged.

The reverse stock split was previously approved by the Company's stockholders at the 2017 Annual Meeting held on May 16, 2017, and the Company will file a Certificate of Amendment to its Certificate of Incorporation to effect the stock consolidation on May 26, 2017. The primary reasons for the reverse stock split are:

- To increase the market price of the Company's common stock making it more attractive to a broader range of institutional and other investors, and
- To provide the Company with additional capital resources and flexibility sufficient to execute its business plans including the establishment of strategic relationships with other companies and to ensure its ability to raise additional capital as necessary.

The number of outstanding common shares will be reduced from 56,982,418 shares to approximately 4.1 million shares. The number of authorized shares and the par value per share will remain unchanged. No fractional shares will be issued in connection with the reverse stock split. Holders of fractional shares will be paid out in cash for the fractional portion. The number of outstanding options and warrants will be adjusted accordingly, with outstanding options being reduced from 2.5 million to approximately 0.2 million and outstanding warrants being reduced from 33.5 million to approximately 2.4 million. Celsion stockholders will receive instructions from its transfer agent, American Stock Transfer and Trust Company, relating to procedures for exchanging existing stock certificates for new certificates or book-entry shares and for the receipt of cash proceeds in lieu of fractional shares.

"Over the last few months we have had numerous discussions with investors, advisors and our board regarding our capital structure. We believe the resulting increase in share price will demonstrate the true value of Celsion's common stock, broaden the appeal of our shares to investors, particularly institutional stockholders, and provide the Company with additional authorized shares to execute its current business plans and strategy," stated Michael H. Tardugno, Celsion's chairman, president and CEO.

About Celsion Corporation

Celsion is a fully-integrated oncology company focused on developing a portfolio of innovative cancer treatments, including directed chemotherapies, immunotherapies and RNA- or DNA-based therapies. The Company's lead program is ThermoDox[®], a proprietary heat-activated liposomal encapsulation of doxorubicin, currently in Phase III development for the treatment of primary liver cancer and in Phase II development for the treatment of recurrent chest wall breast cancer. The pipeline also includes GEN-1, a DNA-based immunotherapy for the localized treatment of ovarian and brain cancers. Celsion has two platform technologies for the development of novel nucleic acid-based immunotherapies and other anti-cancer DNA or RNA therapies. For more information on Celsion, visit our website: <http://www.celsion.com>. (Financial).

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; the uncertainties of and difficulties in analyzing interim clinical data, particularly in small subgroups that are not statistically significant; FDA and regulatory uncertainties and risks; the significant expense, time, and risk of failure of conducting clinical trials; the need for Celsion to evaluate its future development plans; possible acquisitions or licenses of other technologies, assets or businesses; possible actions by customers, suppliers, competitors, regulatory authorities; and other risks detailed from time to time in the Celsion's periodic reports and prospectuses filed with the Securities and Exchange Commission. Celsion assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise, except as required by law. Investors should consult all of the information set forth herein and should also refer to the risk factor disclosure set forth in the reports and other documents Celsion files with the Securities and Exchange Commission available at www.sec.gov.

Celsion Investor Contact

Jeffrey W. Church
Sr. Vice President and CFO
609-482-2455
jchurch@celsion.com