

Celsion CORP  
Form 8-K  
May 15, 2012

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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 15, 2012  
Celsion Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or other jurisdiction of  
incorporation)

001-15911  
(Commission File Number)

52-1256615  
(IRS Employer Identification No.)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

52-1256615  
(I.R.S. Employer Identification Number)

997 Lenox Drive, Suite 100  
Lawrenceville, NJ  
(Address of principal executive offices)

08648  
(Zip Code)

(609) 896-9100  
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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))



Item 2.02

Results of Operations and Financial Condition.

On May 15, 2012, Celsion Corporation issued a press release reporting its financial results for the quarter ended March 31, 2012 (the “Earnings Release”). A copy of the Earnings Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On May 8, 2012, Celsion Corporation announced it would hold a conference call on May 15, 2012 to discuss its financial results for the quarter ended March 31, 2012. The conference call will also be broadcast live on the internet at <http://www.celsion.com>.

The information in this report, including the exhibit hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. Such information shall not be incorporated by reference into any filing with the Securities and Exchange Commission made by Celsion Corporation, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

The Earnings Release contains forward-looking statements which involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Please refer to the cautionary note in the Earnings Release regarding these forward-looking statements.

Item Financial Statements and Exhibits.

9.01

(d) Exhibits.

| Exhibit<br>Number | Description |
|-------------------|-------------|
|-------------------|-------------|

|      |  |
|------|--|
| 99.1 | Press Release titled “Celsion Reports First Quarter 2012 Financial Results” issued by Celsion Corporation on May 15, 2012. |
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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: May 15, 2012

By: /s/ Gregory Weaver  
Gregory Weaver  
Senior Vice President and Chief Financial Officer

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Exhibit Index

| Exhibit<br>Number | Description |
|-------------------|-------------|
|-------------------|-------------|

|             |  |
|-------------|--|
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