

**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): December 31, 2020 (December 28, 2020)

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

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-15911</b> (Commission File Number)	<b>52-1256615</b> (IRS Employer Identification No.)
<b>997 Lenox Drive, Suite 100, Lawrenceville, NJ</b> (Address of principal executive offices)		<b>08648-2311</b> (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))

Securities registered pursuant to Section 12(b) of the Act

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	CLSN	Nasdaq Capital Market

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 28, 2020, Dr. Alberto Martinez, a Class II member of the Board of Directors (the “Board”) of Celsion Corporation (the “Registrant”), announced that he has decided to retire from the Registrant’s Board of Directors effective December 31, 2020. Dr. Martinez was a member of the Audit and Compensation Committees of the Board. Reaching 71 years of age in 2021, Dr. Martinez intends to retire for personal reasons and not because of any disagreement with management or the Board relating to the Registrant’s operations, policies or practices. Dr. Martinez’s current term as a Class II director was scheduled to end at the Registrant’s 2021 Annual Meeting of Stockholders. The Registrant anticipates that, by the time of the next regularly scheduled Board meeting in March 2021, an individual will be identified for consideration and recommendation by the Registrant’s Nominating and Governance Committee, and appointment by the Board, to fill the vacancy created by Dr. Martinez’s retirement in accordance with the Registrant’s corporate governance documents.

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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**

Dated: December 31, 2020

By: */s/ Jeffrey W. Church*

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Jeffrey W. Church  
Executive Vice President and Chief Financial Officer

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