

**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): August 18, 2008

Celsion Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

000-14242
(Commission File Number)

52-1256615
(IRS Employer
Identification No.)

10220-L Old Columbia Road, Columbia, Maryland
(Address of principal executive office)

21046-2364
(Zip Code)

Registrant's telephone number, including area code: **(410) 290-5390**

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 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 August 18, 2008, Celsion Corporation issued a press release reporting its financial results for the quarter and six months ended June 30, 2008 (the "Earnings Release"). The Earnings Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information in this report 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, and shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Earnings Release dated August 18, 2008, furnished pursuant to Item 2.02 of Form 8-K

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: August 18, 2008

By: /s/ Paul B. Susie
Paul B. Susie
Chief Accounting Officer

EXHIBIT INDEX**Exhibit Number****Description**

99.1

Earnings Release dated August 18, 2008, furnished pursuant to Item 2.02 of Form 8-K



For Further Information Contact:

Geoff Grande
 FD Ashton Partners
 617-747-1721
 geoff.grande@fdashtonpartners.com

CELSION CORPORATION REPORTS SECOND QUARTER 2008 FINANCIAL RESULTS

Focus continues on the Advancement of Primary Liver Cancer and Recurrent Chest Wall Clinical Trials

Columbia, MD., August 18, 2008: Celsion Corporation (NASDAQ: CLSN) today announced financial results for its second quarter ended June 30, 2008. The Company reported a net loss from continuing operations of \$2.4 million, or \$0.24 per diluted share, compared to a net loss from continuing operations of \$4.6 million, or \$0.43 per diluted share, for the second quarter of 2007. When factoring in discontinued operations in 2007, the Company reported net income of \$44.2 million, or \$3.80 per diluted share, in the second quarter ended June 30, 2007. Net income for 2007 included the gain on the Sale of the Prolieve assets of \$48 million.

Recent Celsion Milestones:

- Presented well-received abstract presentations regarding Phase I and preclinical studies at two prestigious oncologic and drug delivery conferences
- Demonstrated biological activity of its formulation in a patient population in its Phase I study for RCW cancer
- Included in the Russell Microcap Index

Mr. Michael H. Tardugno, Celsion's President and Chief Executive Officer, commented, "Advancing our Phase III Liver Cancer Trial is our number one priority and we made significant progress on achieving our goals in this respect. Additionally, we have been and will continue carefully managing overhead costs while fully supporting our development pipeline. These actions reflect our commitment to advancing our research programs and thus driving shareholder value."

"Celsion remains focused on advancing our current programs," continued Mr. Tardugno. "We are in a strong position to fund our Phase III primary liver cancer study to a point where we have sufficient results to determine if there is support for an NDA filing, as well as demonstrating feasibility for additional formulations. Additionally, we continue to make progress in accelerating our Recurrent Chest Wall (RCW) cancer trial and anticipate initiating our pivotal Phase II study before the end of this year."

For the six months ended June 30, 2008, Celsion reported a net loss from continuing operations of \$6.5 million, or \$0.64 per share compared to a net loss from continuing operations of \$7.9 million, or \$0.73 per share, for the comparable period in 2007. Including income from discontinued operations in 2007, the Company recorded net income of \$41.9 million, or \$3.64 per diluted share.

Celsion is holding a conference call to discuss second quarter results on Monday, August 18, 2008, at 11:00 a.m. Eastern Time. Interested participants may dial 877-604-2080 (U.S./Canada) or 706-902-1383 (International) for the teleconference and use Conference ID: #59454102 to register ten minutes before the call is scheduled to begin.

The call will be archived for replay on August 18, 2008 at 2:00 p.m. and will be made available until Monday, August 25, 2008. The replay can be accessed at 800-642-1687 or 706-645-9291, Conference ID: # 59454102. The call will also be available on the Company's website <www.celsion.com> for 30 days after 2:00 p.m. on Monday, August 18, 2008.

About Celsion: Celsion is dedicated to the development and commercialization of oncology drugs including tumor-targeting treatments using focused heat energy in combination with heat activated drug delivery systems.

Celsion has research, license or commercialization agreements with leading institutions such as the National Institutes of Health, Duke University Medical Center, University of Hong Kong, Cleveland Clinic, and the North Shore Long Island Jewish Health System.

For more information on Celsion, visit our website: <http://www.celsion.com>.

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 by others; possible acquisitions of other technologies, assets or businesses; possible actions by customers, suppliers, competitors, regulatory authorities; and other risks detailed from time to time in the Company's periodic reports filed with the Securities and Exchange Commission.

Celsion Corporation
Condensed Statements of Operations
(in thousands except for per share amounts)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Revenues	\$ —	\$ —	\$ —	\$ —
Operating expenses:				
Research and development	1,615	2,349	4,582	4,120
General and administrative	581	1,671	1,077	2,965
Total operating expenses	<u>2,196</u>	<u>4,020</u>	<u>5,659</u>	<u>7,085</u>
Loss from operations	(2,196)	(4,020)	(5,659)	(7,085)
Other income (expense):				
Other expense	(159)	(416)	(839)	(416)
Interest income	29	120	104	301
Interest expense	<u>(104)</u>	<u>(317)</u>	<u>(118)</u>	<u>(665)</u>
Loss from continuing operations	(2,430)	(4,633)	(6,512)	(7,865)
Discontinued Operations				
Income from discontinued operations	<u>—</u>	<u>48,847</u>	<u>—</u>	<u>49,722</u>
Net (loss) / income	<u>\$ (2,430)</u>	<u>\$ 44,214</u>	<u>\$ (6,512)</u>	<u>\$ 41,857</u>
Net loss from continuing operations per common share - basic	<u>\$ (0.24)</u>	<u>\$ (0.43)</u>	<u>\$ (0.64)</u>	<u>\$ (0.73)</u>
Net loss from continuing operations per common share - diluted	<u>\$ (0.24)</u>	<u>\$ (0.43)</u>	<u>\$ (0.64)</u>	<u>\$ (0.73)</u>
Net income from discontinued operations per common share - basic	<u>\$ —</u>	<u>\$ 4.53</u>	<u>\$ —</u>	<u>\$ 4.62</u>
Net income from discontinued operations per common share - diluted	<u>\$ —</u>	<u>\$ 4.20</u>	<u>\$ —</u>	<u>\$ 4.33</u>
Net (loss) / income per common share - basic	<u>\$ (0.24)</u>	<u>\$ 4.10</u>	<u>\$ (0.64)</u>	<u>\$ 3.89</u>
Net (loss) / income per common share - diluted	<u>\$ (0.24)</u>	<u>\$ 3.80</u>	<u>\$ (0.64)</u>	<u>\$ 3.64</u>
Weighted average shares outstanding - basic	<u>10,146,446</u>	<u>10,773,023</u>	<u>10,144,944</u>	<u>10,760,019</u>
Weighted average shares outstanding - diluted	<u>10,146,446</u>	<u>11,628,480</u>	<u>10,144,944</u>	<u>11,493,854</u>

Celsion Corporation
Condensed Balance Sheets
(in thousands)

	June 30, 2008 (Unaudited)	December 31, 2007
Current assets		
Cash and short term investments	\$ 12,642	\$ 5,937
Accounts receivable	73	230
Due from Boston Scientific Corporation	15,000	15,000
Prepaid expenses	226	257
Total current assets	<u>27,941</u>	<u>21,424</u>
Property and equipment, net	212	268
Notes and loans receivable	378	1,382
Due from Boston Scientific Corporation - Non Current	—	15,000
Other assets	1,460	965
Total other assets	<u>1,838</u>	<u>17,347</u>
Total assets	<u>\$ 29,991</u>	<u>\$ 39,039</u>
Current liabilities		
Accounts payable	\$ 1,310	\$ 1,830
Accrued expenses	3,394	5,066

Income taxes payable	—	546
Note payable - current portion	578	677
Total current liabilities	<u>5,282</u>	<u>8,119</u>
Long-term liabilities		
Note payable	—	235
Other liabilities	31	34
Total long-term liabilities	<u>31</u>	<u>269</u>
Total liabilities	<u>5,313</u>	<u>8,388</u>
Stockholders' equity		
Common stock	108	108
Additional paid-in capital	88,866	88,320
Unrealized loss on available for sale securities	(7)	
Accumulated deficit	(61,650)	(55,138)
Subtotal	<u>27,317</u>	<u>33,290</u>
Less: Treasury Stock - at cost	(2,639)	(2,639)
Total stockholders' equity	<u>24,678</u>	<u>30,651</u>
Total liabilities and stockholders' equity	<u>\$ 29,991</u>	<u>\$ 39,039</u>