

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Amendment No. 1

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Celsion Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

52-1256615

(State of Incorporation
or Organization)

(IRS Employer
Identification no.)

10220-I Old Columbia Road, Columbia, Maryland

21046-1705

(Address of principal executive offices)

(Zip Code)

If this form relates to the
registration of a class of
securities pursuant
to Section 12(b) of the
Exchange Act and is
pursuant to General Instruction
A.(c), please check the
following box. []

If this form relates to the
registration of a class of
securities pursuant
to Section 12(g) of the
Exchange Act and is
pursuant to General Instruction
A.(d), please check the
following box. []

Securities Act registration statement
file number to which this form relates:

(If applicable)

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

Title of Each Class
to be Registered

Name of Each Exchange on Which
Each Class is to be Registered

Securities to be registered pursuant to Section 12(g) of the Act:

Preferred Share Purchase Rights

(Title of Class)

1

Explanatory Note: This Amendment No. 1 amends the Registration Statement on Form 8-A of Celsion Corporation (the "Company") filed with the Securities and Exchange Commission ("SEC") on September 19, 2002 (as so amended, the "Registration Statement") in connection with the Company's listing of its Preferred Share Purchase Rights on The American Stock Exchange. Capitalized terms used herein and not defined have the meanings ascribed thereto in the Registration Statement as originally filed.

This Amendment No. 1 is being filed to reflect the amendment of the first sentence of the definition of "Acquiring Person" in Section 1(a) of the Rights Agreement, and to include as an exhibit to the Registration Statement Amendment No. 1 to Rights Agreement, dated as of August 15, 2002, effective as of January 16, 2003 (the "First Amendment"). Except as amended hereby, there are no other changes to the Registration Statement.

Item 1. Description of Securities to be Registered

Effective as of January 16, 2003, the Company effected the First

Amendment. Pursuant to the First Amendment, the definition of "Acquiring Person" appearing in Section 1(a) of the Rights Agreement has been amended to provide the following additional exclusion to the definition of "Acquiring Person", subsequent to item (iii) of the first sentence of that Section, to be numbered as item (iv) of such sentence:

(iv) Boston Scientific Corporation ("BSC") shall not become an "Acquiring Person" as the result of the acquisition of shares of Common Stock by BSC solely (a) pursuant to that certain Transaction Agreement, dated as of January 20, 2003, by and between the Company and BSC (the "BSC Transaction Agreement") and (b) pursuant to a stock dividend on, subdivision of, or similar proportionate adjustment in (collectively, an "Adjustment"), the shares of Common Stock received pursuant to the BSC Transaction Agreement, provided, however, that if BSC shall become the Beneficial Owner of an aggregate of 15% or more of the shares of Common Stock then outstanding by reason of share acquisitions other than pursuant to the BSC Transaction Agreement or an Adjustment in the shares received pursuant thereto (provided that such aggregate may include shares of Common Stock acquired pursuant to the BSC Transaction Agreement or any Adjustment), then BSC shall be deemed to be an "Acquiring Person".

The foregoing description of the Rights Agreement is qualified in its entirety by reference to the full text of (a) the Rights Agreement, which is attached as Exhibit 4.1 to the Registration Statement, as originally filed, and incorporated herein by reference, and (b) the First Amendment to Rights Agreement attached hereto as Exhibit 4.2 and incorporated herein by reference.

Item 2. Exhibits

Exhibit No.	Description
4.1 *	Rights Agreement dated as of August 15, 2002, between Celsion Corporation and American Stock Transfer & Trust Company, which includes as Exhibits A, B and C, respectively, the Form of Certificate of Designations for the Series C Junior Participating Preferred Stock, the Form of Right Certificate, and a Summary of the Rights (incorporated by reference to Celsion Corporation's Current Report on Form 8-K filed August 21, 2002)
4.2 **	First Amendment to Rights Agreement dated as of August 15, 2002 between Celsion Corporation and American Stock Transfer & Trust Company, as Rights Agent, effective as of January 16, 2003.

* Previously filed by Celsion Corporation on Form 8-A on September 19, 2002. ** Filed herewith.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CELSION CORPORATION

By: /s/ Anthony P. Deasey

Anthony P. Deasey
Executive Vice President--Finance and Administration
and Chief Financial Officer

4

Date: February 11, 2003

EXHIBIT INDEX

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* Previously filed by Celsion Corporation on Form 8-A on September 19, 2002. ** Filed herewith.

AMENDMENT NO. 1
to
RIGHTS AGREEMENT
Dated as of August 15, 2002

This Amendment No. 1 (this "Amendment No. 1") to that certain Rights Agreement (the "Rights Agreement") by and between Celsion Corporation (the "Company") and American Stock Transfer & Trust Company as Rights Agent (the "Rights Agent") dated as of August 15, 2002, is entered into the 16th day of January, 2003. Capitalized terms used herein, but not otherwise defined, shall have the meanings ascribed thereto in the Rights Agreement.

WHEREAS, the Board of Directors of the Company has determined that it is necessary and desirable to amend the Rights Agreement to provide an additional exclusion from the definition of an "Acquiring Person";

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company may amend the Rights Agreement without the approval of any holders of Rights Certificates as the Company may deem necessary or desirable until such time as the Rights are no longer redeemable; and

WHEREAS, the Rights are currently redeemable.

NOW, THEREFORE, in consideration of the foregoing and of the covenants and agreements contained herein and in the Rights Agreement and other good and valuable consideration, the Rights Agreement hereby is amended as follows:

1. Amendatory Provision. Pursuant to Section 27 of the Rights Agreement, Section 1(a) of the Rights Agreement hereby is amended to provide the following additional exclusion to the definition of "Acquiring Person" subsequent to item (iii) of the first sentence of that Section, to be numbered as item (iv) of the first sentence of that Section and to read as follows:

(iv) Boston Scientific Corporation ("BSC") shall not become an "Acquiring Person" as the result of the acquisition of shares of Common Stock by BSC solely (a) pursuant to that certain Transaction Agreement, dated as of January 20, 2003, by and between the Company and BSC (the "BSC Transaction Agreement") and (b) pursuant to a stock dividend on, subdivision of, or similar proportionate adjustment in (collectively, an "Adjustment"), the shares of Common Stock received pursuant to the BSC Transaction Agreement, provided, however, that if BSC shall become the Beneficial Owner of an aggregate of 15% or more of the shares of Common Stock then outstanding by reason of share acquisitions other than pursuant to the BSC Transaction Agreement or an Adjustment in the shares received pursuant thereto (provided that such aggregate may include shares of Common Stock acquired pursuant to the BSC Transaction Agreement or any Adjustment), then BSC shall be deemed to be an "Acquiring Person".

1

2. Execution by the Rights Agent. Upon the delivery of a certificate from an appropriate officer of the Company which states that this Amendment No. 1 is compliance with the terms of Section 27 of the Rights Agreement, the Rights Agent shall execute this Amendment No 1.

3. Effective Time. Notwithstanding Section 2 hereof, pursuant to Section 27 of the Rights Agreement, this Amendment No. 1 shall become effective immediately upon execution by the Company.

4. Existing Agreement. Except as expressly amended hereby, all of the terms, covenants and conditions of the Rights Agreement (i) are ratified and confirmed; (ii) shall remain unamended and not waived; and (iii) shall continue in full force and effect.

5. Governing Law. This Amendment No. 1 shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

6. Severability. If any term, provision, covenant or restriction of this Amendment No. 1 or of the Rights Agreement is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment No. 1 and the Rights Agreement shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

7. Counterparts. This Amendment No. 1 may be executed in counterparts,

each of which shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Celsion Corporation has caused this Amendment No. 1 to be duly executed on the date first above written.

CELSION CORPORATION

By: /s/ Anthony P. Deasey

Name: Anthony P. Deasey
Title: Executive Vice President - Finance
and Administration and Chief
Financial Officer

Executed by American Stock Transfer & Trust Company, as Rights Agent, this 6th day of February, 2003.

AMERICAN STOCK TRANSFER & TRUST
COMPANY, as Rights Agent

By: /s/Herbert J. Lemmer

Name: Herbert J. Lemmer
Title: Vice President