

**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): January 11, 2022

**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.)

**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

**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 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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 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.**

The disclosure required by this Item and included in Item 5.03 and 8.01 of this Current Report are incorporated herein by reference.

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

As previously disclosed in Celsion Corporation's (the "Company") Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on January 11, 2022 (the "Prior Form 8-K"), the Company conducted concurrent offerings of shares of its Series A Convertible Redeemable Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), and its Company's Series B Convertible Redeemable Preferred Stock, par value \$0.01 per share (the "Series B Preferred Stock"). In connection with the offerings, on and effective January 11, 2022, the Company filed with the Secretary of the State of Delaware a Certificate of Designation of Preferences, Rights and Limitations of the Series A Preferred Stock designating 50,000 shares as Series A Preferred Stock and designating the rights, preferences and limitations of such shares of Series A Preferred Stock. Also on and effective January 11, 2022, the Company filed with the Secretary of the State of Delaware a Certificate of Designation of Preferences, Rights and Limitations of the Series B Preferred Stock designating 50,000 shares as Series B Preferred Stock and designating the rights, preferences and limitations of such shares of Series B Preferred Stock.

The description of the preferences, rights and limitations of each of the Series A Preferred Stock and the Series B Preferred Stock contained in Item 1.01 of the Prior Form 8-K is hereby incorporated by reference.

**Item 8.01 Other Events**

On January 13, 2022, the Company issued a press release announcing the completion of the offerings of 50,000 shares of Series A Preferred Stock and 50,000 shares of Series B Preferred Stock. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#"><u>Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Redeemable Preferred Stock, incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed with the SEC on January 11, 2022 (File No. 001-15911)</u></a>
3.2	<a href="#"><u>Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Redeemable Preferred Stock, incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed with the SEC on January 11, 2022 (File No. 001-15911)</u></a>
99.1	<a href="#"><u>Press Release of Celsion Corporation dated January 13, 2022 announcing the closing of the Offerings</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: January 14, 2022

By: /s/ Jeffrey W. Church

Jeffrey W. Church  
Executive Vice President  
and Chief Financial Officer

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## Celsion Corporation Announces Pricing of \$30 Million Registered Direct Offerings of Convertible Redeemable Preferred Stock

**LAWRENCEVILLE, N.J.**, January 13, 2022 – Celsion Corporation (NASDAQ: CLSN), a clinical-stage development company focused on DNA-based immunotherapy and next-generation vaccines, today announced the closing of its previously announced registered direct offering with certain institutional investors to purchase 50,000 shares of Series A convertible redeemable preferred stock and 50,000 shares of Series B convertible redeemable preferred stock. Each share of Series A and Series B preferred stock had a purchase price of \$285, representing an original issue discount of 5% of the \$300 stated value of each share, resulting in net proceeds of approximately \$28.5 million, before deducting placement agent’s fees and other estimated offering expenses.

A.G.P. /Alliance Global Partners acted as the sole placement agent in connection with the offering.

This offering was made pursuant to an effective shelf registration statement on Form S-3 (333-254515), which was declared effective by the Securities and Exchange Commission on March 30, 2021. The offerings were made by means of a prospectus supplement and a prospectus that form a part of the registration statement. Copies of the final prospectus supplements and accompanying prospectus relating to the registered direct offering may be obtained from A.G.P./Alliance Global Partners, 590 Madison Avenue, 28th Floor, New York, NY 10022 at (212) 624-2060.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

### About Celsion Corporation

Celsion is a fully integrated, clinical-stage biotechnology company focused on advancing a portfolio of innovative cancer treatments, including immunotherapies and DNA-based therapies, and a platform for the development of nucleic acid vaccines currently focused on SARS-CoV-2. The Company’s product pipeline includes GEN-1, a DNA-based immunotherapy for the localized treatment of ovarian cancer. Celsion also has two feasibility-stage platform technologies for the development of novel nucleic acid-based immunotherapies and other anticancer DNA or RNA therapies. Both are novel synthetic, non-viral vectors with demonstrated capability in nucleic acid cellular transfection. For more information on Celsion, visit [www.celsion.com](http://www.celsion.com).

Celsion GmbH is Celsion’s wholly owned, special purpose subsidiary based in Zug, Switzerland. Celsion GmbH is responsible for supporting studies of ThermoDox<sup>®</sup>, a proprietary heat-activated liposomal encapsulation of doxorubicin, is under investigator-sponsored development for several cancer indications. For more information on Celsion GmbH, visit [www.celsiongmbh.com](http://www.celsiongmbh.com).

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## Forward-looking Statements

*Forward-looking statements in this news release are made pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These statements are based upon current beliefs, expectation, and assumptions and include statements regarding the platform having the potential to provide broad protection against coronavirus disease 2019 (COVID-19), and possible future mutations of SARS-CoV-2 or other coronaviruses. These statements are subject to a number of risks and uncertainties, many of which are difficult to predict, including the ability of the Company’s platform to provide broad protection against COVID-19, and possible future mutations of SARS-CoV-2 or other coronaviruses, the issuance of a patent to the Company for use of its technology platform for treating or preventing infection with the SARS-CoV-2 virus that causes COVID-19, 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 or regulatory authorities; and other risks detailed from time to time in the Celsion’s periodic filings 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.*

## CONTACTS:

### **Celsion Corporation**

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