
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CELSION CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

52-1256615
(I.R.S. Employer
Identification No.)

997 Lenox Drive, Suite 100
Lawrenceville, NJ 08648-2311
(Address, Including Zip Code, of Principal Executive Offices)

CELSION CORPORATION
2007 STOCK INCENTIVE PLAN
(Full Title of the Plan)

Michael H. Tardugno
President and Chief Executive Officer
Celsion Corporation
997 Lenox Drive, Suite 100
Lawrenceville, NJ 08648-2311
(609) 896-9100
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

COPY TO:

Sam Zucker, Esq.
Sidley Austin LLP
1001 Page Mill Road, Building 1
Palo Alto, CA 94304
Telephone: (650) 565-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount Of Registration Fee ⁽²⁾
Common Stock, \$0.01 par value per share	2,500,000 ⁽¹⁾ shares	\$1.935	\$4,837,500	\$487.17

(1) This Registration Statement covers, in addition to the number of shares of Celsion Corporation, a Delaware corporation (the “Company” or the “Registrant”), common stock, par value \$0.01 per share (the “Common Stock”), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Celsion Corporation 2007 Stock Incentive Plan (the “Plan”) as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

(2) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on November 4, 2015, as quoted on the Nasdaq Capital Market.

EXPLANATORY NOTE

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Plan and consists of only those items required by General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2014, filed with the Commission on March 12, 2015;
- (b) The Company's Quarterly Reports on Form 10-Q for its fiscal quarter ended March 31, 2015, filed with the Commission on May 11, 2015, as amended on Form 10-Q/A, filed with the Commission on June 19, 2015, its fiscal quarter ended June 30, 2015, filed with the Commission on August 10, 2015; and its fiscal quarter ended September 30, 2015, filed with the Commission on November 5, 2015;
- (c) The Company's Current Reports on Form 8-K and Form 8-K/A, filed with the Commission on January 20, 2015, May 28, 2015, May 29, 2015, June 19, 2015, October 2, 2015 and November 5, 2015;
- (d) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on May 26, 2000, as amended by Form 8-A/A dated February 7, 2008, and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 8. Exhibits

The Exhibits accompanying this Registration Statement are listed on the accompanying Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lawrenceville, State of New Jersey, on November 6, 2015.

CELSION CORPORATION

By: /s/ Michael H. Tardugno
Michael H. Tardugno
President and Chief Executive Officer
Chairman of the Board

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Michael H. Tardugno and Jeffrey W. Church, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael H. Tardugno</u> Michael H. Tardugno	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	November 6, 2015
<u>/s/ Jeffrey W. Church</u> Jeffrey W. Church	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	November 6, 2015
<u>/s/ Timothy J. Tumminello</u> Timothy J. Tumminello	Controller and Chief Accounting Officer (Principal Accounting Officer)	November 6, 2015
<u>/s/ Augustine Chow, PhD.</u> Augustine Chow, PhD.	Director	November 6, 2015

/s/ Frederick J. Fritz
Frederick J. Fritz

Director

November 6, 2015

/s/ Robert W. Hooper
Robert W. Hooper

Director

November 6, 2015

/s/ Alberto R. Martinez
Alberto R. Martinez

Director

November 6, 2015

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.	Celsion Corporation 2007 Stock Incentive Plan, as amended, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 19, 2015.
5.	Opinion of Sidley Austin LLP.
23.1	Consent of Stegman & Company, independent registered public accounting firm of the Company.
23.2	Consent of Sidley Austin LLP (included in Exhibit 5).
24.	Power of Attorney (included in the signature page to this Registration Statement).

SIDLEY AUSTIN LLP
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November 6, 2015

Celsion Corporation
 997 Lenox Drive, Suite 100
 Lawrenceville, NJ 08648

Re: Registration Statement on Form S-8 of Celsion Corporation Registering 2,500,000 Shares of Common Stock, par value \$0.01 per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Celsion Corporation, a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of an aggregate of 2,500,000 shares of common stock, par value \$0.01 per share, of the Company (the "Registered Shares") which are issuable under the Celsion Corporation 2007 Stock Incentive Plan, as amended (the "Plan").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's amended certificate of incorporation as currently in effect, the Plan, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plan and the proposal adopted by the stockholders of the Company relating to the Plan. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to the Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the Plan; and (iii) either certificates representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), or if any Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), all in accordance with the Plan.

Sidley Austin LLP is a limited liability partnership practicing in affiliation with other Sidley Austin partnerships

November 6, 2015
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This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons for whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this registration statement of Celsion Corporation on Form S-8 of our report dated March 12, 2015 relating to the financial statements included in Celsion Corporation's Annual Report on Form 10-K and the effectiveness of internal control over financial reporting for the year ended December 31, 2014. We also consent to the reference to us under the heading "Experts" in such registration statement.

/s/ Stegman & Company

Baltimore, Maryland
November 6, 2015