

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): February 6, 2018

CELSION CORPORATION
(Exact name of registrant as specified in its 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 08648-2311
(Address of principal executive offices) (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 8.01. Other Events.

On February 6, 2018, Celsion Corporation, a Delaware corporation (the “Company”), filed a prospectus supplement to the base prospectus that forms a part of the registration statement on Form S-3 (File No. 333-206789), which registration statement was filed on September 4, 2015 and declared effective by the Securities and Exchange Commission on September 25, 2015, relating to the sale, from time to time, of up to \$10,000,000 of shares of common stock of the Company in an “at-the-market offering” as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended, pursuant to that certain Controlled Equity OfferingSM Sales Agreement dated as of February 1, 2013 (the “Sales Agreement”), by and between the Company and Cantor Fitzgerald & Co.

Under the Sales Agreement, the Company may offer and sell shares of common stock having an aggregate offering price of up to \$25,000,000 from time to time through Cantor Fitzgerald & Co., acting as agent. As of the date hereof, the Company has previously offered and sold an aggregate of \$12,798,269 shares of common stock pursuant to the registration statement on Form S-3 (File No. 333-183286), the base prospectus that forms a part of such registration statement, as supplemented by the prospectus supplement dated as of February 22, 2013 and the registration statement on Form S-3 (File No. 333-206789), the related prospectus that forms a part of such registration statement, as supplemented by the prospectus supplement dated as of October 2, 2015.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
5.1	Opinion of Sidley Austin LLP.
23.1	Consent of Sidley Austin LLP (included in Exhibit 5.1).

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: February 6, 2018

By: /s/ Jeffrey W. Church
Jeffrey W. Church
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

**Exhibit
No.**

Description

5.1
23.1

Opinion of Sidley Austin LLP.
Consent of Sidley Austin LLP (included in Exhibit 5.1).

SIDLEY

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February 6, 2018

Celsion Corporation
997 Lenox Drive, Suite 100
Lawrenceville, New Jersey 08648

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-3, File No. 333-206789 (the "Registration Statement"), 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"), which Registration Statement was declared effective on September 25, 2015. The Company may issue and sell, from time to time, through Cantor Fitzgerald & Co. (the "Agent"), up to \$10,000,000 of shares (the "Shares") of its Common Stock, \$0.01 par value per share, pursuant to the Registration Statement, the Company's base prospectus dated September 25, 2015 (the "Base Prospectus"), as supplemented by the Company's prospectus supplement dated February 6, 2018 relating to the Shares (the "Prospectus Supplement"), and that certain Controlled Equity OfferingSM Sales Agreement dated February 1, 2013, by and between the Company and the Agent (the "Purchase Agreement").

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

In rendering the opinion set forth in this letter, we have examined and relied upon copies of the Registration Statement, the Base Prospectus, the Prospectus Supplement, the Purchase Agreement, the Company's certificate of incorporation and the resolutions adopted by the board of directors of the Company relating to the Registration Statement, the Purchase Agreement and the issuance of the Shares by the Company. 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 and subject to the foregoing and the other limitations, qualifications and assumptions set forth herein, we are of the opinion that:

The issuance and sale of the Shares covered by the Registration Statement pursuant to the Purchase Agreement have been duly authorized by the Company, and such Shares will be validly issued, fully paid and non-assessable when certificates representing such Shares shall have been duly executed, countersigned and registered and duly delivered to the purchasers thereof against payment of the agreed consideration therefor in an amount not less than the par value thereof or, if any such Shares are to be issued in uncertificated form, the Company's books shall reflect the issuance of such Shares to the purchasers thereof against payment of the agreed consideration therefor in an amount not less than the par value thereof, in accordance with the Purchase Agreement.

Sidley Austin (CA) LLP is a Delaware limited liability partnership doing business as Sidley Austin LLP and practicing in affiliation with other Sidley Austin partnerships.



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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 Company's Current Report on Form 8-K to be filed with the Commission on or after the date hereof, which Form 8-K will be incorporated by reference into the Registration Statement, and to all references to our Firm under the caption "Legal Matters" in the Prospectus Supplement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP