

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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 21, 2008**

Celsion Corporation

(Exact name of registrant as specified in its 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 offices)

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 obligation of the registrant under any of the following provisions:

- 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))

Item 2.02 Results of Operations and Financial Condition.

On February 21, 2008, Celsion Corporation issued a press release reporting its financial results for the quarter and year ended December 31, 2007 (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 February 21, 2007, 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.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Earnings Release dated February 21, 2008, furnished pursuant to Item 2.02 of Form 8-K



For Further Information Contact:

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**CELSION CORPORATION REPORTS FOURTH QUARTER
2007 RESULTS**

*Driven by Two Milestone events Celsion to commence Pivotal Studies for
ThermoDox for two indications in 2008*

Financial Resources Sufficient to Advance Current Projects

Columbia, MD., February 21, 2008: Subsequent to the end of the year, **CELSION CORPORATION (NASDAQ: CLN)** reported two important milestones in the development of its lead drug ThermoDox®, and in its transformation to a company totally focused on the development and commercialization of oncology drugs. On January 18th, the FDA notified the company that its Special Protocol Assessment (SPA) submission for Phase III liver cancer had been agreed to. On January 15th the FDA provided supportive notification regarding Celsion's proposal for an open label phase II study for the treatment of patients with recurrent breast cancer at the chest wall.

Concurrent with FDA's review and agreement of the SPA submission for the company's Phase III primary liver cancer study, Celsion completed a number of operational tasks critical to the start up of the trial. Accordingly, the company expects to treat the first patient in the study by the end of the first quarter of 2008.

For the 4th quarter ended December 31, 2007 Celsion reported a net loss of \$2.3 million, or \$0.22 per share, compared to a net loss of \$1.1 million, or \$0.10 per share, for the fourth quarter of 2006. The Company recorded a loss from continuing operations of \$2.6 million, or \$0.24 per share for the fourth quarter of 2007 compared to \$2.5 million or \$0.23 per share for the fourth quarter of 2006.

For the year ended December 31, 2007 the Company reported net income of \$35.9 million, or \$3.34 per share, compared to a net loss of \$7.6 million, or \$0.71 per share, in 2006. Excluding income from discontinued operations, the Company recorded a loss for the year ended December 31, 2007 of \$14.1 million, or \$1.31 per share, compared to a loss of \$9.8 million, or \$0.92 per share, for the year ended December 31, 2006.

Mr. Michael H. Tardugno, Celsion's president and chief executive officer, commented, "We have the necessary financial resources to advance our current programs, including funding of 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 cancer trial and anticipate initiating our pivotal Phase II study before the end of this year."

"2007 has been a transformational year for Celsion," concluded Mr. Tardugno. "Now as a pure play oncology focused company, Celsion is well positioned to deliver results consistent with the early promise that we've seen in our Phase I ThermoDox® studies"

The Company is holding a shareholders' conference call on Thursday, February 21, 2008 at 11:00 a.m. Eastern Time. To participate in the call, interested parties can dial 877-604-2080 (U.S./Canada) or 706-902-1383 (International), Conference ID: #35634307 to register ten minutes before the call is scheduled to begin.

The call will be archived for replay February 21, 2008 at 2:00 p.m. until Thursday, February 28, 2008. The replay can be accessed at 800-642-1687 or 706-645-9291, Conference ID: # 35634307. The call will also be available on the Company's website, <http://www.celsion.com> for 90 days.

About ThermoDox®: ThermoDox® is Celsion's proprietary heat-sensitive liposomal encapsulation of doxorubicin, an approved and frequently used anti-cancer drug used in the treatment of various cancers including breast cancer. Localized mild hyperthermia (40-42 degrees Celsius) releases the entrapped doxorubicin from the liposome. This delivery technology enables high concentrations of doxorubicin to be deposited preferentially in a targeted tumor.

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 per share amounts)
(Unaudited)

	Three Months Ended December 31,		Years Ended December 31,	
	2007 (unaudited)	2006 (unaudited)	2007 (unaudited)	2006 (unaudited)
Revenues	\$ —	\$ —	\$ —	\$ —
Operating expenses:				
Research and development	\$ 2,153	\$ 1,458	\$ 8,231	\$ 6,096
General and administrative	528	902	5,354	4,057
Total operating expenses	<u>2,681</u>	<u>2,360</u>	<u>13,585</u>	<u>10,153</u>
Loss from operations	2,681	2,360	13,585	10,153
Other (expense) income:				
Gain on the sale of Celsion (Canada), Ltd.	—	—	—	1,012
Other (expense) / income, net	(18)	43	(457)	(215)
Interest income	163	186	668	637
Interest expense	<u>(17)</u>	<u>(356)</u>	<u>(695)</u>	<u>(1,104)</u>
Loss from continuing operations before income taxes	(2,553)	(2,487)	(14,069)	(9,823)
Income taxes	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Loss from continuing operations	\$ (2,553)	\$ (2,487)	\$ (14,069)	\$ (9,823)
Discontinued Operations				
Income from discontinued operations (including gain on sale of \$48,029,793)	209	1,400	50,237	2,239
Income tax expense	<u>—</u>	<u>—</u>	<u>(273)</u>	<u>—</u>
Income from discontinued operations	<u>209</u>	<u>1,400</u>	<u>49,964</u>	<u>2,239</u>
Net (loss) / income	<u>\$ (2,344)</u>	<u>\$ (1,087)</u>	<u>\$ 35,895</u>	<u>\$ (7,584)</u>
Net loss from continuing operations per common share — basic	<u>\$ (0.24)</u>	<u>\$ (0.23)</u>	<u>\$ (1.31)</u>	<u>\$ (0.92)</u>
Net loss from continuing operations per common share — diluted	<u>\$ (0.24)</u>	<u>\$ (0.23)</u>	<u>\$ (1.31)</u>	<u>\$ (0.92)</u>
Net income from discontinued operations per common share — basic	<u>\$ 0.02</u>	<u>\$ 0.13</u>	<u>\$ 4.66</u>	<u>\$ 0.21</u>
Net income from discontinued operations per common share — diluted	<u>\$ 0.02</u>	<u>\$ 0.13</u>	<u>\$ 4.34</u>	<u>\$ 0.21</u>
Net (loss) / income per common share — basic	<u>\$ (0.22)</u>	<u>\$ (0.10)</u>	<u>\$ 3.34</u>	<u>\$ (0.71)</u>
Net (loss) / income per common share — diluted	<u>\$ (0.22)</u>	<u>\$ (0.10)</u>	<u>\$ 3.12</u>	<u>\$ (0.71)</u>
Weighted average shares outstanding — basic	<u>10,637</u>	<u>10,728</u>	<u>10,732</u>	<u>10,728</u>
Weighted average shares outstanding — diluted	<u>11,433</u>	<u>10,753</u>	<u>11,514</u>	<u>10,742</u>

Celsion Corporation
Condensed Balance Sheets
(in thousands)

	December 31, 2007 (Unaudited)	December 31, 2006
Current assets		
Cash and short term investments	\$ 5,937	\$ 9,033

Accounts receivable	230	1,904
Due from Boston Scientific Corporation	15,000	—
Inventories	—	2,831
Prepaid expenses	257	430
Escrow account - license fee	—	1,825
Total current assets	<u>21,424</u>	<u>16,023</u>
Other assets		
Property and equipment, net	268	515
Notes and loans receivable	1,382	1,665
Due from Boston Scientific Corporation - Non Current	15,000	—
Other assets	965	727
Total other assets	<u>17,615</u>	<u>2,907</u>
Total assets	<u>\$ 39,039</u>	<u>\$ 18,930</u>
Current liabilities		
Accounts payable	\$ 1,830	\$ 2,136
Accrued expenses	5,066	1,301
Note payable - current portion	677	—
Current portion of deferred revenue	—	571
Total current liabilities	<u>7,573</u>	<u>4,008</u>
Long-term liabilities		
Deferred revenue	—	1,810
Notes and loans payable - principal and interest	235	16,278
Other liabilities	34	35
Total long-term liabilities	<u>269</u>	<u>18,123</u>
Total liabilities	<u>7,842</u>	<u>22,131</u>
Stockholders' equity / (deficit)		
Common stock	108	107
Additional paid-in capital	85,681	87,179
Accumulated deficit	(54,592)	(90,487)
Total stockholders' equity / (deficit)	<u>31,197</u>	<u>(3,201)</u>
Total liabilities and stockholders' equity	<u>\$ 39,039</u>	<u>\$ 18,930</u>