

February 13, 2017

VIA FACSIMILE AND EDGAR

U.S. Securities and Exchange Commission
Division of Corporate Finance
Washington, DC 20549

**Re: CELSION CORPORATION
Registration Statement on Form S-1 (Registration No. 333-215321) -
Concurrence in Acceleration Request**

Ladies and Gentlemen:

H.C. Wainwright & Co., LLC ("Wainwright"), as placement agent for the referenced offering, hereby concurs in the request by Celsion Corporation that the effective date of the above-referenced registration statement be accelerated to 5:00 P.M. (Eastern Time), or as soon as practicable thereafter, on February 14, 2017, pursuant to Rule 461 under the Securities Act. Wainwright affirms that it is aware of its obligations under the Securities Act in connection with this offering.

Very truly yours,

H.C. WAINWRIGHT & CO., LLC

By: /s/ Mark W. Viklund

Name: Mark W. Viklund

Title: Chief Executive Officer

430 Park Avenue | New York, New York 10022 | 212.356.0500
Security services provided by H.C. Wainwright & Co., LLC | Member: FINRA/SIPC