

Celsion CORP  
Form 10-Q/A  
June 19, 2015  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q/A**

**(Amendment No. 1)**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-15911

**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 Number)

**997 Lenox Drive, Suite 100**

**Lawrenceville , NJ 08648**

(Address of principal executive offices)

**(609) 896-9100**

(Registrant's telephone number, including area code)

**NA**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes No

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 (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes No

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As of June 18, 2015, the Registrant had 23,005,186 shares of Common Stock, \$0.01 par value per share, outstanding.

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## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (this “Amendment”) of Celsion Corporation, a Delaware corporation (the “Company”), amends the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, as filed with the Securities and Exchange Commission (the “SEC”) on May 11, 2015 (the “Form 10-Q”), and is being filed to replace Exhibit 10.1 originally filed with the Form 10-Q and indicate that confidential treatment with respect to specific portions of the exhibit has been requested. The exhibit was revised to disclose certain information that was originally redacted and that the Company has determined to disclose in connection with the processing of the confidential treatment application with the SEC.

No other changes were made to the Form 10-Q other than those described above. This Amendment does not reflect subsequent events occurring after the original filing date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, as a result of this Amendment, the certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 filed as exhibits to the Form 10-Q have been re-executed and re-filed as of the date of this Amendment and are included as exhibits hereto. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of such certifications have been omitted.

## PART II: OTHER INFORMATION

### Item 6. Exhibits.

- 10.1+\* Early Access Agreement dated as of January 13, 2015, by and between the Company and Impatiens N.V.
- 31.1+ Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2+ Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1\*\* Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- + Filed herewith.
- 101\*\*\* The following materials from the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, formatted in XBRL (Extensible Business Reporting Language): (i) the unaudited Consolidated Balance Sheets, (ii) the unaudited Consolidated Statements of Operations, (iii) the unaudited Consolidated Statements

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of Comprehensive Loss, (iv) the unaudited Consolidated Statements of Cash Flows, (v) the unaudited Consolidated Statements of Change in Stockholders' Equity (Deficit), and (vi) Notes to Consolidated Financial Statements.

- \* Confidential treatment with respect to specific portions of this Exhibit has been requested, and such portions are omitted and have been filed separately with the SEC.
  - \*\* Previously furnished with the Company's Quarterly Report on Form 10-Q filed on May 11, 2015.
  - \*\*\* Previously filed with the Company's Quarterly Report on Form 10-Q filed on May 11, 2015.
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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 thereunto duly authorized.

June 19, 2015

**CELSION CORPORATION**

Registrant

By: */s/ Michael H. Tardugno*  
Michael H. Tardugno  
Chairman, President and Chief Executive Officer

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

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**EXHIBIT INDEX**

**Exhibit**

**Description of Documents**

**Number**

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