

Celsion CORP
Form 8-K
October 29, 2013

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): October 28, 2013

CELSION CORPORATION

(Exact name of registrant as specified in its Charter)

Delaware **001-15911** **52-1256615**
(State or other jurisdiction **(Commission** **(IRS Employer**
of incorporation) **File Number)** **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))

Item 3.03 Material Modifications to Rights of Security Holders.

On October 28, 2013, Celsion Corporation, a Delaware corporation (“Celsion”), filed a Certificate of Amendment to Certificate of Incorporation with the Secretary of State of the State of Delaware (the “Certificate of Amendment”), which has effected a reverse stock split of the outstanding common stock, par value \$0.01 per share, of Celsion (“Common Stock”) at an exchange ratio of 4.5-to-1 (the “Reverse Stock Split”) and set the number of authorized shares of common stock, par value \$0.01 per share, of Celsion outstanding immediately after the Reverse Stock Split (“New Common Stock”) at 75 million shares.

As previously disclosed in a Current Report on Form 8-K filed on July 22, 2013, the stockholders of Celsion voted at the 2013 Annual Meeting of Stockholders held on July 19, 2013 to approve the grant of discretionary authority to the board of directors of Celsion to amend the certificate of incorporation of Celsion, as amended, at any time on or prior to the date of the 2014 Annual Meeting of Stockholders, to effect a reverse stock split at an exchange ratio within the specified range and to set the number of authorized shares of common stock at 75 million shares. The board of directors of Celsion has approved the exchange ratio of 4.5-to-1 and the filing of the Certificate of Amendment.

As a result of the Reverse Stock Split, every four and a half shares of Common Stock outstanding immediately prior to the effectiveness of the Reverse Stock Split have been combined and converted into one share of New Common Stock without any change in the par value per share. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to a fraction of one share of New Common Stock as a result of the Reverse Stock Split will instead receive an amount in cash equal to such fraction multiplied by the closing sale price of Common Stock on The NASDAQ Capital Market on October 25, 2013, as adjusted for the Reverse Stock Split.

The above description of the Certificate of Amendment and the Reverse Stock Split is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 28, 2013, Celsion filed the Certificate of Amendment with the Secretary of State of the State of Delaware, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference, to effect the Reverse Stock Split and set the number of authorized shares of New Common Stock at 75 million shares. The description of the Certificate of Amendment and the Reverse Stock Split set forth in Item 3.03 of this Current Report is incorporated herein by reference.

Item 8.01 Other Events.

On October 28, 2013, Celsion issued a press release titled “Celsion Corporation Announces Stock Consolidation,” a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Description

| No. | Description |
|------------|--|
| 3.1 | Certificate of Amendment to Certificate of Incorporation of Celsion Corporation |
| 99.1 | Press release titled “Celsion Corporation Announces Stock Consolidation” issued by Celsion Corporation on October 28, 2013 |

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: October 28, 2013 By: */s/ Jeffrey W. Church*
Jeffrey W. Church
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

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