

CELSION CORP

FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

Filed 06/23/17

Address	997 LENOX DRIVE SUITE 100 LAWRENCEVILLE, NJ 08648
Telephone	(609) 896-9100
CIK	0000749647
Symbol	CLSN
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

CELSION CORPORATION

139,284 Shares
Common Stock

This prospectus supplement (“Supplement”) modifies, supersedes and supplements information contained in, and should be read in conjunction with, that certain prospectus, dated July 10, 2015 and made effective on July 30, 2015 related to the resale of our common stock from time to time by certain shareholders (“Prospectus”), of Celsion Corporation (“Company”). This supplement is not complete without, and may not be delivered or used except in connection with, the Prospectus and all supplements thereto.

The information contained in this Supplement modifies and supersedes, in part, the information in the Prospectus, as supplemented. Any information that is modified or superseded in the Prospectus shall not be deemed to constitute a part of the Prospectus, except as modified or superseded by this Supplement.

We may amend or supplement the Prospectus from time to time by filing amendments or supplements as required. You should read the entire Prospectus and any amendments or supplements carefully before you make an investment decision.

Investing in our common stock involves a high degree of risk. You are urged to read the section entitled “Risk Factors” beginning on page 8 of the Prospectus, which describes specific risks and other information that should be considered before you make an investment decision.

FORWARD-LOOKING STATEMENTS

You should carefully consider the risk factors set forth in the prospectus, as well as the other information contained in this supplement and the prospectus. This supplement and the prospectus contain forward-looking statements regarding events, conditions, and financial trends that may affect our plan of operation, business strategy, operating results, and financial position. You are cautioned that any forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties. Actual results may differ materially from those included within the forward-looking statements as a result of various factors. Cautionary statements in the “Risk Factors” section of the prospectus identify important risks and uncertainties affecting our future, which could cause actual results to differ materially from the forward-looking statements made in this supplement and the prospectus.

REPRICING OF WARRANTS

On June 22, 2017, we entered into a termination agreement in connection with a cancelled registered direct transaction (the “Termination Agreement”). Pursuant to the terms of the Termination Agreement, we agreed, among other things, to reprice certain warrants to an exercise price equal to \$1.65 per share (the “Reduced Exercise Price”). In connection therewith, the Company received acceptance of the reprice offer (the “Acceptance”) from one holder on the same and entered, also on the same date, into Warrant Exercise Agreements with another holder (“Holders”). Pursuant to the Acceptance and the Warrant Exercise Agreements, the Holders agreed to exercise certain warrants for cash in exchange for the Company reducing the current exercise price of their outstanding warrants to \$1.65.

This Supplement is being filed to reduce the exercise price of the following warrants to \$1.65:

Holder	No. of Warrants Repriced
Sabby Management, LLC ¹	69,642
Anson Investments Master Fund LP	69,642
Total	139,284

- (1) Sabby Management, LLC is the investment manager of Sabby Healthcare Master Fund, Ltd. and Sabby Volatility Warrant Master Fund, Ltd. and shares voting and investment power with respect to these shares in this capacity.