

Celsion CORP  
Form 8-K  
December 13, 2007

**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): **December 7, 2007**

**Celsion Corporation**

(Exact Name of Registrant as Specified in 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 office)

**21046-2364**  
(Zip Code)

Registrant's telephone number, including area code: **(410) 290-5390**

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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 obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication 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 240.135-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 7, 2007 (the Agreement Date ), Celsion Corporation (the Company ) entered into a Stock Purchase Agreement (the Stock Purchase Agreement ) with Boston Scientific Corporation (the Seller ) pursuant to which, on December 12, 2007, the Company purchased 659,738 shares of the Company s common stock at a purchase price of \$4.00 per share for an aggregate purchase price of \$2,638,592 (the Repurchase ).

Copies of the Stock Purchase Agreement and the press release announcing the Repurchase are filed as Exhibits 10.1 and 99.1, respectively, to this Current Report on Form 8-K.

**Item. 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 10.1                  | Stock Purchase Agreement, dated December 7, 2007, by and between Celsion Corporation and Boston Scientific Corporation |
| 99.1                  | Press Release, dated December 12, 2007, announcing the Stock Purchase Agreement  |

**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

Date: December 13, 2007

By:

/s/ Paul B. Susie  
Paul B. Susie  
Interim Chief Accounting Officer

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