

CELSION CORP
Form 424B3
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Registration No. 333-108318

PROSPECTUS SUPPLEMENT NO. 1 TO PROSPECTUS DATED OCTOBER 9, 2003

CELSION CORPORATION

18,880,158 Shares of Common Stock

This prospectus supplement will be used by the holders of common stock, par value \$.01 per share (the **Common Stock**), of Celsion Corporation, a Delaware corporation (the **Company**) and holders of certain Common Stock purchase warrants (the **Warrants**) (such holders of Common Stock and Warrants being referred to collectively herein as the **Selling Stockholders** and individually as a **Selling Stockholder**) to resell their shares of Common Stock and/or the shares of Common Stock underlying the Warrants, in each case referred to herein as the **Shares**. You should read this prospectus supplement together with the prospectus dated October 9, 2003 (the **Prospectus**), which is to be delivered with this prospectus supplement. The Prospectus relates to the offer and sale from time to time by certain Selling Stockholders of up to 18,880,158 Shares, consisting of 11,978,045 currently outstanding Shares, and up to 6,902,113 Shares issuable upon the exercise of the Warrants.

The table below supplements the information set forth under the caption **Resales by Selling Stockholders** in the Prospectus and, to the extent inconsistent therewith, amends or supersedes the table appearing under that caption in the Prospectus. Further, where the name of a Selling Stockholder identified in the table below also appears in the table in the Prospectus, the information set forth in the table below regarding that Selling Stockholder supersedes the information in the Prospectus.

The Selling Stockholder named in the table below acquired, in the aggregate, Warrants to purchase 798,720 Shares through transfers of Warrants to purchase such Shares from certain Selling Stockholders named in the Prospectus. The table sets forth the following information with respect to the Selling Stockholder named herein as of October 15, 2004: (i) the name of the Selling Stockholder; (ii) the number of Shares the Selling Stockholder beneficially owned before this offering; (iii) the number of Shares the Selling Stockholder is offering hereby; (iv) the total number of outstanding shares of Common Stock that the Selling Stockholder will beneficially own, assuming that the Selling Stockholder sells all of the Shares held thereby subject to this offering; and (v) that number of shares as a percentage of the total number of shares of Common Stock outstanding. Except as set forth in the table below, the Selling Stockholder named herein has not had a material relationship with us within the last three years other than as a result of the ownership of the Shares, Warrants or other securities of the Company. The information in the table below was furnished to us by the Selling Stockholder listed in the table on or before October 15, 2004.

| Name of Selling Stockholder | Securities Beneficially Owned Prior to Offering ⁽¹⁾ | | Securities Offered Hereby ⁽²⁾ | Securities Beneficially Owned After Offering ⁽³⁾ | |
|-----------------------------|--|-----------|--|---|---------|
| | Common Stock | Warrants | Common Stock | Amount | Percent |
| Gemini Master Fund, Ltd. | 0 | 19,500 | 19,500 ⁽⁴⁾ | 0 | * |
| Zhitao He | 0 | 2,178,645 | 779,220 ⁽⁵⁾ | 1,399,425 | * |

⁽¹⁾ We have computed beneficial ownership in accordance with Rule 13d-3(d) promulgated by the SEC under the Securities Exchange Act of 1934 for purposes of this table. Therefore, the table reflects a person as having beneficial ownership of shares of Common Stock if such person has the right to acquire such shares within 60 days of October 15, 2004. For purposes of computing the percentage of outstanding shares of Common Stock held by each person or group of persons named above, we have assumed to be outstanding any security which such person or persons has or have the right to acquire within that 60-day period. All of the Warrants are currently exercisable and, therefore, the Selling Stockholders may be deemed to be the beneficial owner of the Shares of Common Stock underlying such Warrants pursuant to Rule 13d-3(d). However, securities that may be acquired within that 60-day period are not deemed to be outstanding for purposes of computing the percentage ownership of any other person. Notwithstanding the foregoing, for purposes of this table, we have not included the Shares underlying Warrants and registered hereby under the column Securities Beneficially Owned Prior to Offering Common Stock. Instead, such Shares are reflected under the column Securities Offered Hereby. Except as indicated in the footnotes to this table and pursuant to applicable community property laws, the Company believes, based on information supplied by such persons, that the persons named in this table have sole voting and investment power with respect to all shares of Common Stock which they beneficially own.

⁽²⁾ Represents the maximum number of Shares issuable to each Selling Stockholder upon exercise in full of Warrants issued or issuable thereto.

⁽³⁾ Assumes the eventual sale of all Shares by each Selling Stockholder. There can be no assurance that any Selling Stockholder will sell any or all of such Shares owned thereby or issuable thereto.

⁽⁴⁾ Warrants to purchase 19,500 Shares were acquired pursuant to a transfer from Everspring Master Fund LP, which no longer holds Shares directly or subject to Warrants that are subject to resale pursuant to this Prospectus.

⁽⁵⁾ Warrants to purchase 779,220 Shares were acquired pursuant to transfers from Silver Lake Enterprises LLC and Ying Jia Huang, neither of whom continues to hold Shares directly or subject to Warrants that are subject to resale pursuant to the Prospectus.

* Less than 1%.

Investing in our Common Stock involves a high degree of risk. See Risk Factors beginning on page 10 of the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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The date of this Prospectus Supplement is November 1, 2004.