

CELSION CORP
Form 8-K
February 09, 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): February 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

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):

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- .. 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))

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Item 1.01 Entry into a Material Definitive Agreement.

On February 7, 2007, Celsion Corporation (the Company) issued a press release disclosing that it had entered into a Settlement and License Agreement with American Medical Systems, Inc. and AMS Research Corporation (together, AMS) that settles the patent dispute alleging that the Company s Prolieve Thermolab system infringed certain of AMS patents.

Under the terms of the Settlement and License Agreement, the Company will pay to AMS an up-front payment and royalty payments based on sales of its Prolieve product to acquire a license to AMS patents for the use of microwave energy to treat Benign Prostatic Hyperplasia (BPH) and prostatitis. The Settlement and License Agreement concludes the litigation that was pending between the two parties.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press release issued by the Company on February 7, 2007 |

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: February 9, 2007

By: /s/ Anthony P. Deasey
Anthony P. Deasey

Executive Vice President, Chief Financial Officer and

Chief Operating Officer

Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press release issued by the Company on February 7, 2007 |