

Celsion CORP
Form SC 13G/A
November 06, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Celsion Corporation

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

15117N503

(CUSIP Number)

November 6, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- a. Rule 13d-1(b)
- b. Rule 13d-1(c)
- c. Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 15117N503

Names of Reporting
Persons.

1.

Mitchell P. Kopin

Check the (a) ☐
Appropriate

2.

Box if a
Member of
a Group (b) ☐
(See
Instructions)

SEC Use Only

3.

Citizenship or Place of
Organization

4.

United States of
America

Sole Voting
Power

5.

0

Number of

Shared

Shares

Voting Power

6.

Beneficially

2,425

Owned by

7.

Sole

Each

Dispositive
Power

Reporting

Person With: 0
8. Shared
Dispositive
Power

2,425
Aggregate Amount
Beneficially Owned by
Each Reporting Person
9.

2,425 (see Item 4)
Check if
the
Aggregate
Amount in
Row (9)
Excludes ..
10. Certain
Shares
(See
Instructions)

Percent of Class
Represented by
Amount in Row (9)
11.

0.03% (see Item 4)
Type of Reporting
Person (See
Instructions)
12.

IN; HC

CUSIP No. 15117N503

Names of Reporting
Persons.

1.

Daniel B. Asher

Check the (a) ☐
Appropriate

2.

Box if a
Member of
a Group (b) ☐
(See
Instructions)

SEC Use Only

3.

Citizenship or Place of
Organization

4.

United States of
America

Sole Voting
Power

5.

0

Number of
Shares
Beneficially

Shared
Voting Power

6.

2,425

Owned by

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Dispositive
Power

Each

Reporting

Person With: 0

8. Shared
Dispositive
Power

2,425

Aggregate Amount
Beneficially Owned by
Each Reporting Person

9.

2,425 (see Item 4)

Check if
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Row (9)

10.

Excludes ..
Certain
Shares
(See
Instructions)

Percent of Class
Represented by
Amount in Row (9)

11.

0.03% (see Item 4)

Type of Reporting
Person (See
Instructions)

12.

IN; HC

CUSIP No. 15117N503

Names of Reporting
Persons.

1.

Intracoastal Capital
LLC

Check the (a) ☐
Appropriate

2.

Box if a
Member of
a Group (b) ☐

(See
Instructions)

SEC Use Only

3.

Citizenship or Place of
Organization

4.

United States of
America

Sole Voting
Power

5.

0

Number of
Shares

Shared
Voting Power

6.

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Reporting

Person With:

0

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Aggregate Amount
Beneficially Owned by
Each Reporting Person

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2,425 (see Item 4)

Check if
the
Aggregate
Amount in
Row (9)

10.

Excludes ..
Certain
Shares
(See
Instructions)

Percent of Class
Represented by
Amount in Row (9)

11.

0.03% (see Item 4)

Type of Reporting
Person (See
Instructions)

12.

OO

This Amendment No. 1 is being filed jointly by the Reporting Persons on a voluntary basis and amends the Schedule 13G initially filed by the Reporting Persons with the Securities and Exchange Commission (the “SEC”) on July 14, 2017 (the “Schedule 13G”).

Except as set forth below, all Items of the Schedule 13G remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13G.

Item 4. Ownership.

(a) and (b):

Immediately prior to the closing of the underwritten offering (as disclosed in the Form 8-K filed by the Issuer with the Securities and Exchange Commission on October 31, 2017), each of the Reporting Persons may have been deemed to have beneficial ownership of 2,425 shares of Common Stock, issuable upon exercise of Intracoastal Warrant 3, and all such shares of Common Stock in the aggregate represented beneficial ownership of approximately 0.03% of the Common Stock, based on (1) 8,354,679 shares of Common Stock outstanding as of September 30, 2017 as reported by the Issuer, plus (2) 2,425 shares of Common Stock issuable upon exercise of Intracoastal Warrant 3. The foregoing excludes 322,500 shares of Common Stock issuable upon exercise of a second warrant held by Intracoastal (the “**Second Intracoastal Warrant**”) because the Second Intracoastal Warrant is not exercisable until October 4, 2018. Assuming the Second Intracoastal Warrant was currently exercisable, each of the Reporting Persons may have been deemed to have beneficial ownership of 324,925 shares of Common Stock.

(c)

Number of shares as to which each Reporting Person has:

(1) Sole power to vote or to direct the vote: H .

(2) Shared power to vote or to direct the vote: 2,425 .

(3) Sole power to dispose or to direct the disposition of 0 .

(4) Shared power to dispose or to direct the disposition of 2,425 .

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ☐.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 6, 2017

/s/ Mitchell P. Kopin
Mitchell P. Kopin

/s/ Daniel B. Asher
Daniel B. Asher

Intracoastal Capital LLC

By: /s/ Mitchell P. Kopin
Mitchell P. Kopin, Manager

Page 6 of 6