
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): **November 25, 2015**

DELCATH SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-16133
(Commission File Number)

06-1245881
(IRS Employer
Identification Number)

1301 Avenue of the Americas, 43rd Floor, New York, New York 10019
(Address of principal executive offices, including zip code)

(212) 489-2100
(Registrant's telephone number, including area code)

NONE
(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 obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications 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 240.13e-4(c))
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Item 8.01. Other Events.

Delcath Systems, Inc. (the “Company”) amended the expiration date of its Series B Warrants to purchase a total of (i) 9,350,000 shares of common stock and (ii) 7,012,500 Series A Warrants to purchase 7,012,500 additional shares of common stock (the “Series B Warrants”) issued on July 21, 2015, from November 25, 2015 to January 29, 2016, pursuant to the First Amendment to the Series B Warrant of Delcath Systems, Inc. (the “First Amendment”) entered into with each holder of the Company’s Series B Warrants.

The foregoing does not purport to be a complete description of the First Amendment and is qualified in its entirety by reference to the First Amendment taken together with the Series B Warrant. The form of the Series B Warrant is filed as Exhibit 1.3 to the Company’s Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on July 15, 2015, and the First Amendment is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

The following exhibit is filed herewith:

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	First Amendment to the Series B Warrant of Delcath Systems, Inc.

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.

DELCATH SYSTEMS, INC.

Dated: November 25, 2015

By: /s/ Jennifer K. Simpson, Ph.D.

Name: Jennifer K. Simpson, Ph.D.

Title: President and Chief Executive Officer

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 First Amendment to the Series B Warrant of Delcath Systems, Inc.

**FIRST AMENDMENT TO THE SERIES B WARRANT
OF DELCATH SYSTEMS, INC.**

This First Amendment to the Series B Warrant of Delcath Systems, Inc. (this "**Amendment**") is made and effective as of November , 2015 (the "**Amendment Effective Date**") by and among Delcath Systems, Inc., a Delaware corporation (the "**Company**"), and (the "**Holder**"), and amends that certain Series B Warrant of Delcath Systems, Inc. issued July 21, 2015 pursuant to which Holder is entitled to purchase from Company, on the terms thereof, up to a total of Units, with each Unit consisting of (i) one share of common stock, \$0.01 par value of the Company and (ii) 0.75 of one Series A Warrant to purchase one share of common stock, \$0.01 par value of the Company (the "**Warrant**"). Capitalized terms used and not otherwise defined herein shall have such meanings as set forth in the Warrant.

RECITALS:

WHEREAS, Company previously issued the Warrant to the Holder; and

WHEREAS, pursuant to Section 15(a) of the Warrant, Company and Holder desire to amend the Warrant so as to extend the Expiration Date under the Warrant.

NOW THEREFORE, for value received, the parties hereto, intending to be legally bound, agree that the Warrant is hereby amended as follows:

AGREEMENT:

1. *Amendment to Warrant*

(a) The definition of "Expiration Date" in the introduction of the Warrant is hereby amended and restated to be "5:00 P.M., New York City time, on January 29, 2016".

2. *Effectiveness; Interpretation.* This Amendment shall be effective as of the Amendment Effective Date. Except as amended hereby, all other terms and conditions of the Warrant shall remain in full force and effect.

3. *Counterparts.* This Amendment may be executed in counterparts, each of which shall be deemed an original, but all of which shall be deemed to be one and the same Amendment. A signed copy of this Amendment delivered by facsimile or other means of electric transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Amendment.

4. *Governing Law.* This Amendment and all rights arising hereunder shall be governed by and construed in accordance with the internal laws of the State of New York without giving effect to any choice or conflict of law provision or rule (whether of the State of N or any other jurisdiction) that would cause the application of laws of any jurisdiction of any jurisdiction other than those of the State of New York.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this First Amendment to the Series B Warrant of Delcath Systems, Inc., effective as of the Amendment Effective Date.

COMPANY:

DELCATH SYSTEMS, INC.

By: _____

Name: Barbra C. Keck

Title: Senior Vice President, Finance

HOLDER:

By: _____

Name: _____

Title: _____