

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule TO
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

DELCATH SYSTEMS, INC.
(Name of Subject Company (issuer) and Filing Person (offeror))

Redeemable Common Stock Purchase Warrants Issued in 2000
(Title of Class of Securities)

24661P112
(CUSIP Number of Class of Securities)

M. S. Koly
President and Chief Executive Officer
Delcath Systems, Inc.
1100 Summer Street
3rd Floor
Stamford, Connecticut 06905
(203) 323-8668

(Name, address and telephone number of person authorized to receive
notices and communications on behalf of filing person)

Copies to:
Paul G. Hughes
Murtha Cullina LLP
Two Whitney Avenue
P. O. Box 704
New Haven, Connecticut 06503-0704
(203) 772-7726

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$324,000	\$64.80

* Calculated solely for purposes of determining the filing fee under Rule 0-11(a)(4) based on the last sale of the Redeemable Common Stock Purchase Warrants issued by the filing person in 2000 on July 7, 2005 of \$0.27 per warrant.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

Form or Registration No.:

Filing party:

Date filed:

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

=====

This Issuer Tender Offer Statement on Schedule T0 (this "Schedule T0") relates to an offer by Delcath Systems, Inc., a Delaware corporation (the "Company"), to exchange any or all of the Company's 1,200,000 outstanding Redeemable Common Stock Purchase Warrants that it issued in connection with its initial public offering in 2000 (the "2000 Warrants") for the Company's 2005 Redeemable Common Stock Purchase Warrants - Series A (the "Exchange Warrants") upon the terms and subject to the conditions contained in the Offer to Exchange dated the date hereof (the "Offer to Exchange") and the related Letter of Transmittal (collectively, the "Exchange Offer") which are filed as exhibits to this Schedule T0.

This Schedule T0 is being filed in satisfaction of the reporting requirements of Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended.

Item 1. Summary Term Sheet.

The information under the caption "Summary of the Exchange Offer" in the Exchange Offer includes the information required by Item 1001 of Regulation M-A and is incorporated herein by reference. Terms used herein which are defined in the Exchange Offer are used herein as defined in the Exchange Offer.

Item 2. Subject Company Information

The information required by Item 1002(a) of Regulation M-A is contained on the cover page of the Offer to Exchange and is incorporated herein by reference.

The information required by Item 1002(c) of Regulation M-A is contained in the Offer to Exchange under the caption "Market Values of the 2000 Warrants" and is incorporated herein by reference.

Item 3. Identity and Background of Filing Person

The information required by Item 1003(a) of Regulation M-A is contained on the cover page of the Offer to Exchange or under the caption "Interests of Certain Persons in the Exchange Offer" in the Offer to Exchange and is incorporated herein by reference.

There is no other person who may be deemed to control the Company, and there is no other corporation or other person ultimately in control of the Company.

Item 4. Terms of the Transaction

The information required by Item 1004(a) of Regulation M-A contained in the Offer to Exchange on the cover page and under the captions "Summary of the Exchange Offer," "The Exchange Offer" and "Federal Income Tax Consequences of the Exchange Offer" is incorporated herein by reference.

The information required by Item 1004(b) of Regulation M-A is contained under the caption "Interests of Certain Persons in the Exchange Offer" in the Offer to Exchange and is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements

Not applicable.

Item 6. Purposes of the Transaction and Plans or Proposals

The information required by Item 1106(a) of Regulation M-A is included in the Offer to Exchange under the caption "Summary of the Exchange Offer" and "The Exchange Offer" and is incorporated herein by reference.

There are no plans, proposals or negotiations that relate to or would result in any of the transactions or changed enumerated in Item 1106(c) of Regulation M-A.

Item 7. Source and Amount of Funds or Other Consideration

No funds, borrowed or otherwise, will be expended in connection with the Exchange Offer other than funds to pay expenses incurred by the Company which will be paid from the Company's working capital. The following is an estimate of the expenses incurred or to be incurred by the Company in connection with the Exchange Offer:

Filing fee	\$ 65
Legal	75,000
Printing and reproduction	1,000
Miscellaneous	435

All such expenses will be paid by the Company.

Item 8. Interest in Securities of the Subject Company

(a) The information required by Item 1008(a) of Regulation M-A is contained under the caption "Interests of Certain Persons in the Exchange Offer" in the Offer to Exchange and is incorporated herein by reference.

(b) None.

Item 9. Persons/Assets, Retained, Employed Compensated or Used

(a) No person has been employed or retained or will be compensated to make solicitations or recommendations in connection with the Exchange Offer.

(b) The executive officers of the Company will provide certain ministerial services in connection with the preparation and distribution of the Offer to Exchange and the issuance of Exchange Warrants for any 2000 Warrants that are exchanged in accordance with the terms of the Exchange Offer. No executive officer will receive additional compensation for providing such services.

Item 10. Financial Statements

The Company believes that the information described in Item 1010(a) and (b) of Regulation M-A is not material in connection with the Exchange Offer and is, therefore, as provided in Item 10 of Schedule T0, not required herein or in the Offer to Exchange.

Item 11. Additional Information

None.

Item 12. Exhibits

Exhibit No. -----	Description -----
(a)(1)(i)	Cover letter and Offer to Exchange dated July 13, 2005.
(a)(1)(ii)	Form of Letter of Transmittal.
(a)(1)(iii)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(iv)	Form of Letter to Clients.
(a)(1)(v)	Form of Notice of Guaranteed Delivery.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due 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.

Delcath Systems, Inc.

By: M. S. KOLY

M. S. Koly
President and Chief Executive
Officer

Date: July 13, 2005

EXHIBIT INDEX

Exhibit No. -----	Description -----
(a)(1)(i)	Cover letter and Offer to Exchange dated July 13, 2005.
(a)(1)(ii)	Form of Letter of Transmittal.
(a)(1)(iii)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(iv)	Form of Letter to Clients.
(a)(1)(v)	Form of Notice of Guaranteed Delivery.

DELCATH SYSTEMS, INC.
1100 Summer Street
3rd Floor
Stamford, Connecticut 06905

July 13, 2005

To: The holders of the Redeemable Common Stock
Purchase Warrants of Delcath Systems, Inc. issued
in 2000

I am writing to you as a holder of Redeemable Common Stock Purchase Warrants (the "2000 Warrants") of Delcath Systems, Inc. that were issued as part of our initial public offering in 2000.

The terms of the 2000 Warrants provide, among other things, for (i) an exercise price of \$6.60 per share; (ii) a right for the Company to redeem the 2000 Warrants if the price of our common stock on each of the 20 trading days ending on the third day prior to the date notice of redemption is given has been at least 150% of the exercise price (i.e., \$9.90) and if, at the time the notice of redemption is sent, there is an effective registration statement under the Securities Act of 1933 covering the offer and sale of our shares upon exercise of the 2000 Warrants; and (iii) an expiration date of October 18, 2005.

The Board of Directors of the Company has determined that, in light of the recent trading prices for our Common Stock and our anticipated need for additional capital to continue the development of our product, it will offer to exchange on a one-for-one basis any or all of the outstanding 2000 Warrants for new warrants (the "Exchange Warrants"). The substantive terms of the Exchange Warrants and the related Warrant Agreement would be the same as the terms of the 2000 Warrants except that:

1. The exercise price per share of the Exchange Warrants would be \$2.75 per share;
2. The expiration date for the Exchange Warrants would be December 31, 2005;
3. The Company would have the right to redeem the Exchange Warrants for \$0.10 per Exchange Warrant, upon not less than 30 days' prior written notice, at any time after issuance of the Exchange Warrants without regard to the market value of our common stock at the time notice of redemption is given and even if the holders would not be permitted to exercise the Exchange Warrants at the time because the Company does not have an effective registration statement under the Securities Act covering the offer and sale of shares upon exercise of the Exchange Warrants; in that circumstance, the Company may permit one or more holders to exercise Exchange Warrants if such exercise would qualify for an exemption from the registration requirements of applicable securities laws;
4. The Company's right to redeem the Exchange Warrants would not require the written consent of the managing underwriter of the Company's 2000 public offering (which is no longer conducting business); and
5. The managing underwriter of our initial public offering (which is no longer conducting business) would not be a party to the Warrant Agreement relating to the Exchange Warrants.

2

The Company currently intends to apply to list the Exchange Warrants on either the Nasdaq Small Cap Market or the Boston Stock Exchange. However, you should realize that such listing may not be practicable.

The offer to exchange 2000 Warrants for Exchange Warrants will expire at 5:00 P.M., New York time, on August 15, 2005, unless we, in our sole discretion, extend it (such date, as extended if applicable, the "Expiration Date"). The Exchange Warrants will be issued and mailed as promptly as practicable after the Expiration Date to those holders of 2000 Warrants who have taken the necessary steps to accept the offer to exchange by the Expiration Date and have not

withdrawn their 2000 Warrants. Any 2000 Warrants that are exchanged for Exchange Warrants will be cancelled.

Whether you choose to exchange your 2000 Warrants for Exchange Warrants is entirely up to you. Neither the Company nor its Board of Directors makes any recommendation as to whether or not you should choose to accept the exchange offer.

If you do not accept the offer, your 2000 Warrants will remain outstanding and the terms of them will remain unchanged. Enclosed are two documents that we encourage you to review in deciding whether or not to accept the offer to exchange your 2000 Warrants for Exchange Warrants. They are: (1) the Offer to Exchange dated the date of this letter; and (2) a Letter of Transmittal that you would complete and return to American Stock Transfer & Trust Company together with your 2000 Warrants if you choose to accept the offer to exchange. An investment in the Exchange Warrants involves various risks. Please see "RISK FACTORS - Risks Related to an Investment in the Exchange Warrants" in the Offer to Exchange.

We intend to file a registration statement under the Securities Act of 1933 covering the offer and sale of our Common Stock upon exercise of the Exchange Warrants. After that registration statement becomes effective, we will send each holder of Exchange Warrants a copy of the prospectus contained therein. Please note that you will not be permitted to exercise any Exchange Warrants until that registration statement becomes effective and you receive the related prospectus. However, the Company may permit one or more holders to exercise Exchange Warrants even if no such registration statement is effective, provided such exercise would qualify for an exemption from the registration requirements of applicable securities laws. If the registration statement becomes effective prior to our sending the Exchange Warrants to those holders who accept the offer, we will send the prospectus together with the Exchange Warrants.

The offer to exchange 2000 Warrants for Exchange Warrants is not being registered under the Securities Act of 1933, as amended, in reliance on the exemption from registration contained in Section 3(a)(9) of that Act for exchange offers by an issuer with its existing security holders exclusively where no commission or other remuneration is paid or given directly or indirectly for soliciting such exchange.

If you wish to exchange some or all of your 2000 Warrants for Exchange Warrants, you should complete the enclosed Letter of Transmittal and send it, together with the certificate representing your 2000 Warrants to be exchanged, to the Warrant Agent, American Stock Transfer & Trust Company, 6201 15th Avenue, Brooklyn, New York 11219.

If you have any questions concerning the exchange offer or if you need assistance in completing the Letter of Transmittal, please contact American Stock Transfer & Trust Company at (800) 937-5449 or the undersigned at (203) 323-8668.

Very truly yours,

DELCATH SYSTEMS, INC.

By: M. S. KOLY

M. S. Koly
President and Chief Executive Officer

DELCATH SYSTEMS, INC.
1100 Summer Street
3rd Floor
Stamford, Connecticut 06905

OFFER TO EXCHANGE
ITS
2005 REDEEMABLE COMMON STOCK PURCHASE WARRANTS - SERIES A
FOR ALL OF ITS OUTSTANDING
COMMON STOCK PURCHASE WARRANTS ISSUED IN 2000

THE EXCHANGE OFFER WILL REMAIN OPEN UNTIL AUGUST 15, 2005 UNLESS EXTENDED.

July 13, 2005

DELCATH SYSTEMS, INC., a Delaware corporation (the "Company"), hereby offers to exchange (the "Exchange Offer"), upon the terms and subject to the conditions set forth herein and in the accompanying Letter of Transmittal (the "Letter of Transmittal"), any or all of the 1,200,000 outstanding Redeemable Common Stock Purchase Warrants issued by it in 2000 (the "2000 Warrants") for an equal number of 2005 Redeemable Common Stock Purchase Warrants - Series A (the "Exchange Warrants").

The Exchange Warrants will be substantially the same as the 2000 Warrants, except that:

1. The exercise price per share of the Exchange Warrants will be \$2.75 rather than \$6.60;
2. The expiration date for the Exchange Warrants will be December 31, 2005 rather than October 18, 2005;
3. The Company would have the right to redeem the Exchange Warrants for \$0.10 per Exchange Warrant, upon not less than 30 days' prior written notice, at any time after issuance without regard to the then market value of its Common Stock rather than having such right only if the closing bid quotation for its Common Stock on each of the 20 trading days ending on the third day prior to the date a notice of redemption is given is at least 150% of the exercise price;
4. The Company would have the right to redeem the Exchange Warrants, upon not less than 30 days' prior written notice, whether or not, at the time of redemption, there is an effective registration statement under the Securities Act of 1933 covering the offer and sale of the Company's Common Stock upon exercise of the Exchange Warrants rather than having the right to redeem only if there is an effective registration statement covering such offer and sale; however, the Company may permit one or more holders to exercise Exchange Warrants even if no such registration statement is effective, provided such exercise would qualify for an exemption from the registration requirements of applicable securities law;
5. The Company's right to redeem the Exchange Warrants would not require the consent of the managing underwriter of the Company's 2000 public offering (which is no longer conducting business); and
6. The managing underwriter of our initial public offering (which is no longer conducting business) would not be a party to the Warrant Agent Agreement relating to the Exchange Warrants.

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER FEDERAL OR STATE AGENCY HAS APPROVED OR DISAPPROVED OF THE SECURITIES TO BE DISTRIBUTED IN THE EXCHANGE OFFER. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THIS OFFER TO EXCHANGE DOES NOT CONSTITUTE AN OFFER TO EXCHANGE IN ANY JURISDICTION IN WHICH, OR FROM ANY PERSON TO OR FROM WHOM, IT IS UNLAWFUL TO MAKE SUCH OFFER OR TO ACCEPT SUCH EXCHANGE UNDER APPLICABLE STATE SECURITIES LAWS.

The Company currently intends to apply to list the Exchange Warrants on either the Nasdaq SmallCap Market or the Boston Stock Exchange. However, you should realize that such listing may not be practicable.

All other terms of the Exchange Warrants would be the same as the terms of the 2000 Warrants. Any 2000 Warrants not tendered and accepted in the Exchange Offer will remain outstanding and their terms will remain unchanged. Any 2000 Warrants that are exchanged for Exchange Warrants will be cancelled.

The Exchange Offer will expire at 5:00 P.M., New York time, on August 15, 2005, unless we, in our sole discretion, extend it (such date, as extended if applicable, the "Expiration Date"). The Exchange Warrants will be issued and mailed as promptly as practicable after the Expiration Date to those holders of 2000 Warrants who have taken the necessary steps to accept the Exchange Offer by the Expiration Date.

Exercise of the Exchange Warrants will not be permitted until the holders thereof receive a prospectus meeting the requirements of the Securities Act of 1933, as amended, relating to the offer and sale of the shares issuable on such exercise. However, the Company may permit one or more holders to exercise Exchange Warrants even if no such registration statement is effective, provided such exercise would qualify for an exemption from the registration requirements of applicable securities laws. The Company will file a registration statement containing such a prospectus as promptly as practicable following the date hereof. After that registration statement becomes effective, we will send each holder of Exchange Warrants a copy of the prospectus contained therein. If the registration statement becomes effective prior to our sending the Exchange Warrants, we will send the prospectus with the Exchange Warrants.

Whether you choose to exchange your 2000 Warrants for Exchange Warrants is entirely up to you. While the Company's Board of Directors has approved the Company's making the Exchange Offer, neither the Company nor its Board of Directors makes a recommendation as to whether or not you should accept the Exchange Offer.

An investment in the Exchange Warrants involves various risks. Please see "RISK FACTORS - Risks Related to an Investment in the Exchange Warrants."

The Exchange Warrants will be, issued under a Warrant Agent Agreement between the Company and American Stock Transfer & Trust Company, as warrant agent (the "Warrant Agent").

There will be no proceeds to the Company from the Exchange Offer, although the Company would receive the proceeds of any exercise of the Exchange Warrants.

The Exchange Offer has not been registered under the Securities Act of 1933, as amended, in reliance on the exemption from registration contained in Section 3(a)(9) of that Act for exchange offers by an issuer with its existing security holders exclusively where no commission or other remuneration is paid or given directly or indirectly for soliciting such exchange.

TABLE OF CONTENTS

	Page

SUMMARY.....	1
SUMMARY OF THE EXCHANGE OFFER.....	1
RISK FACTORS.....	3
Risks Related to an Investment in the Exchange Warrants.....	3
Risks Related to an Investment in our Common Stock.....	4
AVAILABLE INFORMATION.....	4
THE EXCHANGE OFFER.....	5
Description of the Exchange Offer.....	5
Procedure for Tendering 2000 Warrants.....	6
Guaranteed Delivery Procedures.....	7
WITHDRAWAL OF 2000 WARRANTS TENDERED.....	7
INTERESTS OF CERTAIN PERSONS IN THE EXCHANGE OFFER.....	7
DESCRIPTION OF THE COMPANY'S CAPITAL STOCK AND OTHER SECURITIES.....	8
Description of the Exchange Warrants.....	8
Description of Other Securities.....	9
MARKET VALUES OF THE 2000 WARRANTS.....	9
FEDERAL INCOME TAX CONSEQUENCES OF THE EXCHANGE OFFER.....	10
Exchange of 2000 Warrants for Exchange Warrants.....	11
Ownership, Disposition, Redemption and Expiration of Exchange Warrants.....	11
Adjustments to the Exercise Price.....	12
EXCHANGE AGENT.....	12

SUMMARY

The following is a summary that highlights the information contained elsewhere in this Offer to Exchange. You should read the entire Offer to Exchange carefully before making a decision whether to exchange your 2000 Warrants for Exchange Warrants. (For a more complete description of the Exchange Offer see "The Exchange Offer.")

SUMMARY OF THE EXCHANGE OFFER

SECURITIES OFFERED	Up to 1,200,000 Exchange Warrants that may be issued upon exchange of an equal number of 2000 Warrants.
THE EXCHANGE OFFER	Any holder of 2000 Warrants may exchange any or all of such holder's 2000 Warrants for Exchange Warrants on the basis of one Exchange Warrant for each 2000 Warrant exchanged.
EXPIRATION DATE OF THE EXCHANGE OFFER .	The Exchange Offer will expire at 5:00 P.M., New York time, on August 15, 2005, unless we, in our sole discretion, extend it.
WITHDRAWAL OF 2000 WARRANTS TENDERED...	Any 2000 Warrants tendered pursuant to the Exchange Offer may be withdrawn, by notice to the Exchange Agent, at any time prior to the Expiration Date or, if not accepted for exchange, after 40 business days from the date hereof.
PURPOSE OF THE EXCHANGE OFFER	The Company is making the Exchange Offer in recognition that the current exercise price of the 2000 Warrants is significantly above recent market prices for our common stock and that, by their terms, the 2000 Warrants will expire on October 18, 2005. In addition, we anticipate the need for additional capital to continue the development of our product. If the applicable conditions for the redemption of the Exchange Warrants are satisfied, we may determine to call the Exchange Warrants for redemption. See "Redemption of the Exchange Warrants" below.
DELIVERY OF EXCHANGE WARRANTS.....	The Exchange Warrants will be issued and mailed as promptly as practicable after the Expiration Date to those holders of 2000 Warrants who have taken the necessary steps to accept the Exchange Offer and have not withdrawn such 2000 Warrants.
EXERCISE PRICE OF THE EXCHANGE WARRANTS	Each Exchange Warrant will entitle the holder thereof to purchase one share of common stock at an exercise price of \$2.75, subject to adjustment. (The exercise price of the 2000 Warrants is currently \$6.60 per share.)
EXPIRATION DATE OF THE EXCHANGE WARRANTS	The Exchange Warrants will expire on December 31, 2005. (The expiration date of the 2000

REDEMPTION OF THE EXCHANGE WARRANTS ...

The Company may redeem some or all of the Exchange Warrants at a price of \$0.10 per warrant, upon not less than 30 days' prior written notice, at any time after issuance without regard to the then market value of its Common Stock. The Company would have the right to redeem the Exchange Warrants whether or not, at the time of redemption is sent, there is an effective registration statement under the Securities Act of 1933 covering the offer and sale of its Common Stock upon exercise of the Exchange Warrants. The holders of the Exchange Warrants will have the right to exercise their Exchange Warrants until the close of business on the date fixed for redemption if such a registration statement is effective.

EXERCISE OF THE EXCHANGE WARRANTS

Exercise of the Exchange Warrants will not be permitted until there is an effective registration statement under the Securities Act covering the offer and sale of the Common Stock issuable on such exercise. The Company will file such a registration statement as promptly as practicable after the date hereof. If the Company elects to redeem the Exchange Warrants and such a registration statement is not effective by the redemption date, holders of Exchange Warrants will not be able to exercise their Exchange Warrants. In that circumstance, the only right that holders of Exchange Warrants would have would be to receive the redemption price of \$0.10 per warrant. However, the Company may permit one or more holders to exercise Exchange Warrants even if no such registration statement is effective, provided such exercise would qualify for an exemption from the registration requirements of applicable securities laws.

FEDERAL INCOME TAX CONSEQUENCES

In general, the exchange of 2000 Warrants for Exchange Warrants would be a taxable transaction for the U.S. federal income tax purposes, but the position that the Internal Revenue Service would take is not entirely clear. See "Federal Income Tax Consequences of the Exchange Offer."

MARKET FOR THE EXCHANGE WARRANTS

The Company currently intends to list the Exchange Warrants on either the Nasdaq SmallCap Market or the Boston Stock Exchange. If the Company is not able to list the Exchange Warrants, it may be more difficult to buy or sell the Exchange Warrants. You should realize that listing the Exchange Warrants on the Nasdaq SmallCap Market or the Boston Stock Exchange may not be practicable.

RISK FACTORS

Risks Related to an Investment in the Exchange Warrants

The market for the Exchange Warrants may be limited and you may be unable to sell Exchange Warrants when you wish to do so.

We intend to apply to list the Exchange Warrants on the Nasdaq SmallCap Market or the Boston Stock Exchange. If it is impracticable for us to do so, the ability of a holder of Exchange Warrants to sell his Exchange Warrants may be more limited than it might otherwise be. A limited market for the Exchange Warrants could adversely affect their market value.

The Exchange Warrants will be derivative securities the value of which will likely vary with the value of our Common Stock. The market value of our Common Stock has historically been volatile.

As a derivative security (i.e., a security whose value is expected to fluctuate as the value of another security fluctuates), the market value of our Exchange Warrants will likely fluctuate as the value of our Common Stock fluctuates. Historically, the market value of our Common Stock has been volatile.

The Exchange Warrants will not be exercisable until a registration statement covering the offer and sale of Common Stock on exercise of the Exchange Warrants has become effective which may limit the ability of a holder of Exchange Warrants to exercise the Exchange Warrants and sell the Common Stock underlying his Exchange Warrants.

Except as the Company may otherwise permit (as described below), none of the Exchange Warrants will be exercisable until we have filed a registration statement under the Securities Act of 1933 covering the offer and sale of our Common Stock on exercise of the Exchange Warrants and such registration statement has become effective. Until such time, a holder of an Exchange Warrant would be unable to realize any value of the underlying Common Stock over the exercise price of the Exchange Warrants by exercising the Exchange Warrant and selling the Common Stock received on exercise.

The Exchange Warrants will be redeemable, upon not less than 30 days' prior written notice, at any time after their issuance without regard to the market price of the Company's Common Stock at the time of redemption.

The Company will have the right to redeem the Exchange Warrants, upon not less than 30 days' prior written notice, at any time whether the market value of its Common Stock is more or less than the exercise price of the Exchange Warrants. If the Company chooses to redeem the Exchange Warrants, a holder would need either to exercise the Exchange Warrants prior to the redemption date at a price that could be higher than the then market value (assuming there is then an effective registration statement covering such exercise) or to accept the redemption price of \$0.10. However, the Company may permit one or more holders to exercise Exchange Warrants even if no such registration statement is effective, provided such exercise would qualify for an exemption from the registration requirements of applicable securities laws.

The Exchange Warrants will be redeemable even if a holder would be precluded from exercising the Exchange Warrants at the time of redemption.

No Exchange Warrants can be exercised unless, at the time of exercise, there is an effective registration statement under the Securities Act of 1933 covering the offer and sale of shares upon exercise of the Exchange Warrants. The Exchange Warrants could be redeemed by the Company even if there is no such effective registration statement. In those circumstances, a holder of Exchange Warrants would only have the right to receive the

redemption price of \$0.10 even if the market price of the Common Stock at the time is higher than the exercise price of the Exchange Warrant.

Risks Related to an Investment in our Common Stock

In prior filings with the Securities and Exchange Commission, we have identified a number of risks and uncertainties relating to an investment in our Common Stock, including:

- o risks related to our business and financial condition;
- o risks related to approval of the Delcath System by the U.S. Food and Drug Administration and foreign regulatory authorities;
- o risks related to manufacturing, commercialization and market acceptance of the Delcath System;
- o risks related to patents, trade secrets and proprietary rights;
- o risks related to products liability; and
- o risks related to an investment in our securities.

We encourage you to review the factors described in our prior filings in evaluating whether you wish to tender 2000 Warrants in the Exchange Offer.

The prospectus relating to the offer and sale of our Common Stock upon exercise of the Exchange Warrants will also describe these risks in greater detail.

AVAILABLE INFORMATION

The Company files periodic reports under the Securities Exchange Act of 1934, as amended, that include information about it. The reports that the Company files with the U.S. Securities and Exchange Commission may be inspected without charge at the public reference facilities maintained by the SEC, Washington, D.C. 20549, and copies of such materials can be obtained from the Public Reference Section of the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. In addition, the SEC maintains a website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC at <http://www.sec.gov>.

In connection with evaluating the Exchange Offer, holders of the 2000 Warrants may wish to consider the information contained in the following reports that we have filed with the Securities and Exchange Commission:

1. Our Annual Report on Form 10-KSB for the fiscal year ended December 31, 2004, filed on March 21, 2005;
2. Our Current Report on Form 8-K dated March 22, 2005, filed on March 23, 2005;
3. Our Current Report on Form 8-K dated April 5, 2005, filed on April 7, 2005;
4. Our Current Report on Form 8-K dated April 25, 2005, filed on April 29, 2005, as amended by an amendment filed May 2, 2005;
5. Our Current Report on Form 8-K dated May 11, 2005, filed on May 11, 2005;
6. Our definitive proxy statement dated April 29, 2005, filed on April 29, 2005, relating to our 2005 Annual Meeting of Stockholders;

7. Our Quarterly Report on Form 10-QSB for the quarter ended March 31, 2005, filed on May 16, 2005;
8. The description of the 2000 Warrants contained under the caption "Description of Our Capital Stock and Other Securities - Warrants - 2000 Warrants" in the Prospectus included in the Company's Registration Statement on Form SB-2 (No. 333-101661); and
9. The description of the Company's Common Stock contained under the caption "Description of Our Capital Stock and Other Securities - Units" in the Prospectus included in the Company's Registration Statement on Form SB-2 (No. 333-101661).

Copies of any of the reports described above, which are available at the SEC's website, are also available from the Company. The SEC's website address is www.sec.gov. Any requests for such information should be addressed to the Company's Chief Financial Officer, 1100 Summer Street, 3rd Floor, Stamford, Connecticut 06905; telephone: (203) 323-8668.

In addition, holders of the 2000 Warrants may wish to review such additional reports and other documents that the Company files with the SEC after the date hereof.

THE EXCHANGE OFFER

Description of the Exchange Offer

The Company is offering to exchange any or all of its 1,200,000 outstanding 2000 Warrants for Exchange Warrants. The Exchange Warrants will have terms that are substantially the same as the 2000 Warrants, except that:

1. The exercise price per share of the Exchange Warrants will be \$2.75 rather than \$6.60;
2. The expiration date for the Exchange Warrants will be December 31, 2005 rather than October 18, 2005;
3. The Company would have the right to redeem the Exchange Warrants for \$0.10 per Exchange Warrant, upon not less than 30 days' prior written notice, at any time after issuance without regard to the then market value of its Common Stock rather than having such right only if the closing bid quotation for its Common Stock on each of the 20 trading days ending on the third day prior to the date a notice of redemption is given is at least 150% of the exercise price;
4. The Company would have the right to redeem the Exchange Warrants whether or not, at the time of redemption, there is an effective registration statement under the Securities Act of 1933 covering the offer and sale of the Company's Common Stock upon exercise of the Exchange Warrants rather than having the right to redeem only if there is an effective registration statement covering such offer and sale;
5. The written consent of the managing underwriter of the Company's initial public offering in 2000 (which is no longer conducting business) will not be required for redemption of the Exchange Warrants; and
6. The managing underwriter of our initial public offering (which is no longer conducting business) would not be a party to the Warrant Agreement relating to the Exchange Warrants.

The Exchange Offer will expire at the close of business on the Expiration Date (August 15, 2005, unless we, in our sole discretion, extend it).

We are making the Exchange Offer in recognition that the current exercise price of the 2000 Warrants is significantly above recent market prices for our common stock and that, by their terms, the 2000 Warrants will expire on October 18, 2005. In addition, we anticipate the need for additional capital to continue the development of our product. We may determine to call the Exchange Warrants for redemption even if the exercise of the Exchange Warrants would not then be permitted.

Procedure for Tendering 2000 Warrants

Any holder of a 2000 Warrant who wishes to exchange some or all of such holder's 2000 Warrants for Exchange Warrants must complete, sign and return to the Exchange Agent the form of Letter of Transmittal that accompanies this Offer to Exchange on or before the Expiration Date. If the certificates representing 2000 Warrants held by any holder have been mutilated, lost, stolen or destroyed, such holder should review the instructions to the Letter of Transmittal and contact the Exchange Agent for additional information.

While the method of delivery of outstanding 2000 Warrants, the Letter of Transmittal and other required documents to the Exchange Agent is at the holder's election and risk, we recommend that the completed and signed Letter of Transmittal and other documents be sent by registered or certified mail, by overnight courier or by hand to:

American Stock Transfer & Trust Company
6201 15th Avenue
Brooklyn, New York 11219

Any beneficial owner whose 2000 Warrants are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and who wishes to exchange should contact the registered holder promptly and instruct it to tender on the owner's behalf.

If a holder of 2000 Warrants needs assistance in completing the Letter of Transmittal, the holder should contact American Stock Transfer & Trust Company at (800) 937-5449.

The Exchange Warrants will be issued and mailed as promptly as practicable after the Expiration Date to those holders of 2000 Warrants who have taken the steps necessary to accept the Exchange Offer by the Expiration Date. All 2000 Warrants that are exchanged for Exchange Warrants will be cancelled.

Notwithstanding any other provision of the Exchange Offer, we will not be required to accept for exchange, or to issue Exchange Warrants for, any 2000 Warrants and may terminate or amend the Exchange Offer if at any time before the acceptance of those 2000 Warrants for exchange or the exchange of the Exchange Warrants for outstanding 2000 Warrants, we determine that the Exchange Offer violates any applicable law or applicable interpretation thereof by any federal or state regulatory agency. The Company also reserves the right to extend, amend or terminate the Exchange Offer at any time in its sole discretion.

The foregoing conditions are for our sole benefit and may be asserted by us regardless of the circumstances giving rise to any such condition or may be waived by us in whole or in part at any time and from time to time in our sole discretion. The failure by us at any time to exercise any of the foregoing rights shall not be deemed a waiver of any of those rights and each of those rights shall be deemed an ongoing right which may be asserted at any time and from time to time.

We will not make any payments to brokers, dealers or others soliciting acceptances of the Exchange Offer. The principal solicitation is being made by mail; however, additional solicitations may be made in person or by telephone by our officers and employees. The cash expenses to be incurred in connection with the Exchange Offer will be paid by us and will include accounting, legal, reproduction and related fees and expenses.

Guaranteed Delivery Procedures

If a registered holder of 2000 Warrants desires to tender 2000 Warrants and the outstanding 2000 Warrants are not immediately available, or time will not permit the holder's 2000 Warrants or other required documents to reach the Exchange Agent before the Expiration Date, a tender may be effected if:

- o the tender is made through an eligible institution;
- o prior to the Expiration Date, the Exchange Agent receives from that eligible institution a properly completed and duly executed Letter of Transmittal or a facsimile of a duly executed Letter of Transmittal and notice of guaranteed delivery, substantially in the form provided by us, by fax transmission, mail or hand delivery, setting forth the name and address of the holder of the 2000 Warrants and the number of 2000 Warrants tendered and stating that the tender is being made by guaranteed delivery and guaranteeing that within three New York Stock Exchange trading days after the date of execution of the notice of guaranteed delivery, the physical certificates for all tendered 2000 Warrants, in proper form for transfer, will be deposited by the eligible institution with the Exchange Agent; and
- o the physical certificates for all tendered 2000 Warrants, in proper form for transfer, are received by the Exchange Agent within three New York Stock Exchange trading days after the date of execution of the notice of guaranteed delivery.

WITHDRAWAL OF 2000 WARRANTS TENDERED

Any holder of 2000 Warrants who tenders 2000 Warrants pursuant to the Exchange Offer may withdraw all or any portion of such warrants at any time prior to the Expiration Date or, if not accepted for exchange, after 40 business days from the date hereof. Any such withdrawal may be effected by giving written notice of withdrawal to the Exchange Agent at the following address:

American Stock Transfer & Trust Company
6201 15th Avenue
Brooklyn, New York 11219

Any such notice of withdrawal must specify:

- o the name(s) and address(es) of the registered owner(s) of the 2000 Warrants being withdrawn;
- o the certificate number(s) of the 2000 Warrants being withdrawn; and
- o the number of 2000 Warrants represented by each such certificate that are being withdrawn.

If the notice of withdrawal is signed by the registered holder(s) of the 2000 Warrants being withdrawn, the signature must correspond with the name(s) as written on the face of the certificate(s) being withdrawn without alteration or enlargement or any change whatsoever. If the notice of withdrawal is signed by a participant in the Depository, the signature must correspond with the name as it appears on the security position listing as the owner of the 2000 Warrants being withdrawn.

INTERESTS OF CERTAIN PERSONS IN THE EXCHANGE OFFER

Each of the directors and executive officers of the Company - M. S. Koly, Samuel Herschkowitz, Mark Corigliano, Daniel Isdamer, Victor Nevins and Paul M. Feinstein - has a business address c/o the Company, 1000 Summer Street, 3rd Floor, Stamford, Connecticut 06095.

Mark Corigliano, Daniel Isdamer and Victor Nevins, each of whom is a director of the Company, beneficially own 1,500, 7,500 and 5,000 2000 Warrants, respectively. If any such director chooses to accept the Exchange Offer, he would receive an equal number of Exchange Warrants on the same terms and conditions as specified in the Exchange Offer applicable to any other holder of 2000 Warrants who accepts the Exchange Offer.

DESCRIPTION OF THE COMPANY'S CAPITAL STOCK AND OTHER SECURITIES

The Company's capital stock consists of 70,000,000 shares of Common Stock, \$.01 par value per share, and 10,000,000 shares of preferred stock, \$.01 par value per share, whose rights and designation have not yet been established.

As of May 13, 2005, 15,483,445 shares of Common Stock were outstanding, and no shares of preferred stock were outstanding. The Company's Board of Directors has the authority to issue the authorized preferred stock in one or more series and to fix the relative rights and preferences of each series without any action by the holders of the Common Stock.

Description of the Exchange Warrants

General

Each Exchange Warrant will entitle the holder thereof to purchase one share of common stock at a price of \$2.75, subject to adjustment, until December 31, 2005.

The Exchange Warrants will be issued under a warrant agreement between the Company and American Stock Transfer & Trust Company, as warrant agent.

Redemption

The Company may redeem some or all of the Exchange Warrants at a price of \$0.10 per warrant, upon not less than 30 days' prior written notice, at any time after issuance without regard to the then market value of its Common Stock. The Company would have the right to redeem the Exchange Warrants whether or not, at the time the notice of redemption is sent, there is an effective registration statement under the Securities Act of 1933 covering the offer and sale of its Common Stock upon exercise of the Exchange Warrants. The holders of the Exchange Warrants will have the right to exercise their Exchange Warrants until the close of business on the date fixed for redemption. Redemption of the Exchange Warrants could force the holders to exercise the Exchange Warrants and pay the exercise price at a time when it may be disadvantageous for the holders to do so, to sell the Exchange Warrants at the then current market price when they might otherwise wish to hold the Exchange Warrants or to accept the redemption price, which is likely to be substantially less than the market value of the Exchange Warrants at the time of redemption. If, however, at the date fixed for redemption, there is no effective registration statement under the Securities Act of 1933 covering the offer and sale of Common Stock upon exercise of Exchange Warrants, holders of Exchange Warrants would have no right other than the right to receive the redemption price of \$0.10 per Exchange Warrant. However, the Company may permit one or more holders to exercise Exchange Warrants even if no such registration statement is effective, provided such exercise would qualify for an exemption from the registration requirements of applicable securities laws.

Exercise

The Exchange Warrants may be exercised upon surrender of the warrant certificate on or prior to the expiration date of the Exchange Warrants at the offices of the Warrant Agent, with the exercise form on the reverse side of the warrant certificate completed and executed as indicated, accompanied by full payment of the exercise price for the number of warrants being exercised. The holders of Exchange Warrants will not have the rights or privileges of holders of Common Stock until the issuance of the Common Stock upon exercise thereof.

No Exchange Warrants will be exercisable unless, at the time of exercise, we have an effective registration statement under the Securities Act covering the shares of Common Stock issuable upon exercise of the Exchange Warrants and the shares have been registered or qualified or deemed to be exempt from registration or qualification under the securities laws of the state of residence of the holder of the Exchange Warrant. We will file a registration statement covering the offer and sale of the Common Stock issuable upon exercise of the Exchange Warrants as promptly as practicable after the date hereof and use our best efforts to have all the shares so registered or qualified and to maintain a current prospectus relating thereto until the expiration of the Exchange Warrants. After that registration statement becomes effective, we will send each holder of Exchange Warrants a copy of the prospectus contained therein which could be simultaneously with the delivery of the Exchange Warrants. However, the Company may permit one or more holders to exercise Exchange Warrants even if no such registration statement is effective, provided such exercise would qualify for an exemption from the registration requirements of applicable securities laws.

No fractional shares will be issued upon exercise of the Exchange Warrants. However, if a warrant holder exercises all Exchange Warrants then owned of record by him or her, the Company will pay to the warrant holder, in lieu of the issuance of any fractional share which is otherwise issuable, an amount in cash based on the closing price or last reported sale price of the Common Stock on the last trading day prior to the exercise date.

Adjustment of Exercise Price

The exercise price and number of shares of Common Stock or other securities issuable upon exercise of the Exchange Warrants will be subject to adjustment in specified circumstances, including in the event of a stock dividend, recapitalization, reorganization, merger or consolidation of the Company. However, the Exchange Warrants will not be subject to adjustment for issuances of Common Stock at prices below the exercise price of the Exchange Warrants.

Description of Other Securities

For a description of our Common Stock and our preferred stock, please refer to the information contained under "Description of Our Capital Stock and Other Securities" included in the Company's Registration Statement on Form SB-2 (No. 333-101661).

MARKET VALUES OF THE 2000 WARRANTS

The following table shows the high and low market values as reported on the Nasdaq SmallCap Market for the 2000 Warrants for each quarter in the years ended December 31, 2003 and December 31, 2004, and for the quarters ended March 31, 2005 and June 30, 2005.

	2005	
	High	Low
Quarter ended March 31, 2005	\$1.10	\$0.15
Quarter ended June 30, 2005	0.92	0.15
	2004	
	High	Low
Quarter ended March 31, 2004	\$1.10	\$0.13
Quarter ended June 30, 2004	0.99	0.36
Quarter ended September 30, 2004	0.59	0.17
Quarter ended December 31, 2004	0.74	0.26

2003

	High	Low
Quarter ended March 31, 2003	\$0.38	\$0.12
Quarter ended June 30, 2003	0.80	0.06
Quarter ended September 30, 2003	0.49	0.19
Quarter ended December 31, 2003	0.29	0.14

FEDERAL INCOME TAX CONSEQUENCES OF THE EXCHANGE OFFER

The following is a summary of the material U.S. federal income tax consequences relating to:

- o the exchange of 2000 Warrants for Exchange Warrants; and
- o the ownership, disposition, redemption and expiration of the Exchange Warrants.

This summary is based on provisions of the U.S. Internal Revenue Code of 1986, or the Code, Treasury regulations promulgated under the Code, administrative rulings, and judicial interpretations of the Code, as of the date hereof, all of which are subject to change, possibly retroactively. This summary is limited to U.S. Holders (as defined below) that are entitled to exchange 2000 Warrants for the Exchange Warrants pursuant to the Exchange Offer. This summary does not address all aspects of U.S. federal income taxation that may be important to you in light of your individual circumstances, such as, for example, if you are an investor subject to special tax rules (e.g., if you are a bank, thrift, real estate investment trust, regulated investment company, insurance company, dealer in securities or currencies, a person who acquired the 2000 Warrants as compensation, an expatriate or a tax-exempt investor) or if you would hold the 2000 Warrant or Exchange Warrant or would hold a share of Common Stock acquired as a result of an exercise of the Exchange Warrant as a position in a "straddle," as part of a "synthetic security" or "hedge," as part of a "conversion transaction" or other integrated investment, or as other than a capital asset. In addition, this summary does not address any aspect of state, local or foreign taxation.

For purposes of this summary, a "U.S. Holder" means a beneficial owner of the 2000 Warrants or Exchange Warrants or shares of Common Stock received upon exercise of Exchange Warrants, as the case may be, who is the owner of record thereof and is for U.S. federal income tax purposes:

- o an individual who is a citizen or resident of the United States;
- o a corporation, or other entity taxable as a corporation that is created or organized in the United States or under the laws of the United States or any state thereof (including the District of Columbia);
- o an estate the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; or
- o a trust if a court within the United States is able to exercise primary supervision over the administration of such trust and one or more United States persons have the authority to control all substantial decisions of such trust.

If a partnership (including any entity treated as a partnership for U.S. federal income tax purposes) holds the 2000 Warrants or Exchange Warrants, the U.S. federal income tax treatment of a partner in such partnership will generally depend upon the status of the partner and the activities of the partnership.

No ruling has been sought from the Internal Revenue Service with respect to any of the tax consequences discussed below. The IRS could challenge some or all of the tax consequences described below or a court could sustain such a challenge.

Because the tax characterization and treatment of the exchange of 2000 Warrants for Exchange Warrants is unclear, you are urged to consult with your own tax advisor regarding how you should characterize and treat the exchange of 2000 Warrants for Exchange Warrants under federal, state, local and foreign tax laws applicable to you. You are also urged to consult with your own tax advisor regarding the particular tax consequences to you of the offer to exchange and the ownership, disposition, redemption and expiration of the Exchange Warrants in light of your particular tax situation and under federal, state, local and foreign tax laws applicable to you.

Exchange of 2000 Warrants for Exchange Warrants

The tax treatment of a U.S. Holder's exchange of a 2000 Warrant for an Exchange Warrant is unclear. The exchange could be treated as a tax-free recapitalization, a partly tax-free and partly taxable transaction or as a taxable sale or exchange.

If the exchange of the Exchange Warrant for the 2000 Warrant is treated as a tax-free recapitalization, the U.S. Holder will not recognize taxable income for U.S. federal income tax purposes as a result of such exchange; the tax basis of the U.S. Holder in the Exchange Warrant will be the same as the U.S. Holder's tax basis in the 2000 Warrant; and the holding period of the U.S. Holder in the Exchange Warrant will include the holding period of the U.S. Holder in the 2000 Warrant.

The exchange of the 2000 Warrant for the Exchange Warrant could be treated as a partly tax-free and partly taxable transaction under various characterizations. For example, under one possible characterization of the exchange, the U.S. Holder could have capital gain or loss in an amount equal to the difference between (1) the excess, if any, of the value of the Exchange Warrant over the value of the 2000 Warrant, and (2) the portion of the basis in the 2000 Warrant that is attributable to that excess value. In that case, any gain or loss recognized by the U.S. Holder could be long-term capital gain or loss if the U.S. Holder has held the 2000 Warrant for more than one year. In addition, the tax basis of the U.S. Holder in the Exchange Warrant could equal the sum of (1) the portion of the basis in the 2000 Warrant that is not attributable to that excess value, and (2) the amount of that excess value. The holding period of the U.S. Holder in the Exchange Warrant could include the holding period of the U.S. Holder in the 2000 Warrant with respect to the portion of the Exchange Warrant that is not attributable to that excess value and could begin on the day of the exchange with respect to the portion of the Exchange Warrant that is attributable to that excess value.

If the exchange of the 2000 Warrant for the Exchange Warrant is treated as a taxable sale or exchange, the U.S. Holder will recognize taxable gain or loss for U.S. federal income tax purposes. In that case, such taxable gain or loss will be equal to the difference between the fair market value of the Exchange Warrant on the date of the exchange of the Exchange Warrant and the U.S. Holder's tax basis in its 2000 Warrant. In addition, the U.S. Holder's tax basis in the Exchange Warrant will be equal to the fair market value of the Exchange Warrant on the date of the exchange. The U.S. Holder's holding period in the Exchange Warrant will commence on the day after the exchange. Any gain or loss recognized by the U.S. Holder generally will be long-term capital gain or loss if the U.S. Holder has held the 2000 Warrant for more than one year. The deductibility of capital losses is subject to limitations.

Ownership, Disposition, Redemption and Expiration of Exchange Warrants

The U.S. Holder generally will recognize gain or loss on the sale, exchange or redemption of an Exchange Warrant, measured by the difference between the amount realized from the sale, exchange or redemption of the Exchange Warrant, and the tax basis of the Exchange Warrant. Any gain or loss generally will be capital gain or loss and will be long-term if the U.S. Holder's holding period of the Exchange Warrant exceeds one year at the time of the sale or exchange.

The U.S. Holder generally will not recognize taxable income on receipt of shares of Common Stock upon the exercise of the Exchange Warrants, except to the extent cash is received in lieu of a fractional share of Common Stock. Such U.S. Holder's tax basis in the shares of Common Stock so acquired will be equal to the sum of the tax basis and exercise price of the Exchange Warrants so exercised, less the portion of such tax basis, if any, allocable to any fractional share of Common Stock for which cash is received. The holding period of a share of Common Stock so acquired generally will begin with the date on which the Exchange Warrant is exercised.

Any U.S. Holder who receives cash in lieu of acquiring a fractional share of Common Stock upon the exercise of the Exchange Warrants generally will recognize gain or loss in an amount equal to the difference between the amount of cash received and the U.S. Holder's allocable tax basis in the fractional interest for which cash was received. Any gain or loss generally will be capital gain or loss and will be long-term if the U.S. Holder's holding period in the Exchange Warrant exceeds one year at the time of the receipt of cash.

If the U.S. Holder's Exchange Warrants have not been previously redeemed and expire in accordance with their terms without payment, the U.S. Holder will recognize a loss equal to the amount of the tax basis of the Exchange Warrants. Such expiration will be deemed a sale or exchange as of the expiration date and the loss, if any, will be a capital loss. Such capital loss will be a long-term capital loss if the U.S. Holder's holding period in the Exchange Warrant exceeds one year at the time of expiration.

Adjustments to the Exercise Price

Some adjustments to the exercise price of the Exchange Warrants may result in a deemed distribution taxable to U.S. Holders of Exchange Warrants if the adjustments have the effect of increasing the U.S. Holder's proportionate interest in the earnings and profits or assets of the Company.

EXCHANGE AGENT

American Stock Transfer & Trust Company is the exchange agent for the Exchange Offer and also the Warrant Agent for the Exchange Warrants. American Stock Transfer & Trust Company is also the transfer agent for the Company's Common Stock.

Any holder of 2000 Warrants who has questions concerning the Exchange Offer may contact the Exchange Agent at the following address:

American Stock Transfer & Trust Company
6201 15th Avenue
Brooklyn, New York 11219

(800) 937-5549

LETTER OF TRANSMITTAL

DELCATH SYSTEMS, INC

OFFER TO EXCHANGE

REDEEMABLE COMMON STOCK PURCHASE WARRANTS EXPIRING OCTOBER 18, 2005
FOR
2005 REDEEMABLE COMMON STOCK PURCHASE WARRANTS - SERIES A
EXPIRING DECEMBER 31, 2005

By Registered or Certified Mail, By Overnight
Courier or By Hand

American Stock Transfer & Trust Company
6201 15th Avenue
Brooklyn, New York 11219

Delivery of this instrument to an address other than as set forth above
will not constitute a valid delivery. The instructions accompanying this Letter
of Transmittal should be read carefully before this Letter of Transmittal is
completed.

The undersigned hereby acknowledges receipt of the Offer to Exchange dated
June 23, 2005 (the "Offer to Exchange") of Delcath Systems, Inc. (the "Company")
and this Letter of Transmittal, which together constitute the Company's offer
(the "Exchange Offer") to exchange all of its Redeemable Common Stock Purchase
Warrants that were issued in conjunction with its public offering in 2000 (the
"2000 Warrants") for new 2005 Redeemable Common Stock Purchase Warrants - Series
A (Expiring December 31, 2005) (the "Exchange Warrants"). The term "Expiration
Date" shall mean 5:00 p.m., New York City time, on August 15, 2005, unless the
Company, in its sole discretion, extends the Exchange Offer, in which case
"Expiration Date" shall mean such date as so extended.

YOUR BANK OR BROKER CAN ASSIST YOU IN COMPLETING THIS FORM. THE
INSTRUCTIONS INCLUDED WITH THIS LETTER OF TRANSMITTAL MUST BE FOLLOWED.
QUESTIONS AND REQUESTS FOR ASSISTANCE OR FOR ADDITIONAL COPIES OF THIS LETTER OF
TRANSMITTAL MAY BE DIRECTED TO THE EXCHANGE AGENT. YOU MAY CONTACT THE EXCHANGE
AGENT AT (800) 937-5449.

List below the 2000 Warrants to which this Letter of Transmittal relates.
If the space indicated below is inadequate, the Certificate Numbers and the
number of shares that would be acquired upon exercise should be listed on a
separately signed schedule affixed hereto. Partial tenders of 2000 Warrants
represented by a certificate will not be accepted.

DESCRIPTION OF 2000 WARRANTS TENDERED HEREBY

Name(s) and Address(es) of Registered Owner(s)
(Please fill in)
Certificate
Number(s)
Number of 2000
Warrants
Represented by
Certificate

This Letter of Transmittal is to be used if certificates representing 2000 Warrants are forwarded herewith.

The term "Holder" with respect to the Exchange Offer means any person in whose name 2000 Warrants are registered on the books of the Company or any other person who has obtained a properly completed transfer document from the registered holder. The undersigned has completed, executed and delivered this Letter of Transmittal to indicate the action the undersigned desires to take with respect to the Exchange Offer. Holders who wish to tender their 2000 Warrants for exchange must complete this letter in its entirety.

Ladies and Gentlemen:

Upon the terms and subject to the conditions of the Exchange Offer, the undersigned hereby tenders to the Company the 2000 Warrants indicated above. Subject to, and effective upon, the acceptance for exchange of such 2000 Warrants tendered hereby, the undersigned hereby exchanges, assigns and transfers to, or upon the order of, the Company all right, title and interest in and to such 2000 Warrants as are being tendered hereby. The undersigned hereby irrevocably constitutes and appoints the Exchange Agent the true and lawful agent and attorney-in-fact of the undersigned (with full knowledge that said Exchange Agent acts as the agent of the Company in connection with the Exchange Offer) to cause the 2000 Warrants to be assigned, transferred and exchanged. The undersigned represents and warrants that it has full power and authority to tender, exchange, assign and transfer the 2000 Warrants and to acquire the Exchange Warrants issuable upon the exchange of such tendered 2000 Warrants, and that, when the same are accepted for exchange, the Company will acquire good and unencumbered title to the tendered 2000 Warrants, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim.

If the undersigned or the person receiving the Exchange Warrants covered by this letter is an affiliate (as defined under Rule 405 of the Securities Act) of the Company, the undersigned represents to the Company that the undersigned understands and acknowledges that such Exchange Warrants may not be offered for resale, resold or otherwise transferred by the undersigned or such other person without registration under the Securities Act or an exemption therefrom.

The undersigned also warrants that it will, upon request, execute and deliver any additional documents deemed by the Exchange Agent or the Company to be necessary or desirable to complete the exchange, assignment and transfer of tendered 2000 Warrants.

The Exchange Offer is subject to certain conditions set forth in the Offer to Exchange. The undersigned recognizes that as a result of these conditions (which may be waived, in whole or in part, by the Company), as more particularly set forth in the Offer to Exchange, the Company may not be required to exchange any of the 2000 Warrants tendered hereby and, in such event, the 2000 Warrants not exchanged will be returned to the undersigned at the address shown below the signature of the undersigned.

All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the undersigned and every obligation of the undersigned hereunder shall be binding upon the heirs, personal representatives, successors and assigns of the undersigned. Tendered 2000 Warrants may be withdrawn at any time prior to the Expiration Date or, if not yet accepted for exchange, after 40 business days from the date of the Offer to Exchange.

Unless otherwise indicated in the box entitled "Special Registration Instructions" or the box entitled "Special Delivery Instructions" in this Letter of Transmittal, certificates for all Exchange Warrants delivered in exchange for tendered 2000 Warrants will be registered in the name of the undersigned and shall be delivered to the undersigned at the address shown below the signature of the undersigned. If an Exchange Warrant is to be issued to a person other than the person(s) signing this Letter of Transmittal, or if the Exchange Warrant is to be mailed to someone other than the person(s) signing this Letter of Transmittal or to the person(s) signing this Letter of Transmittal at an address different than the address shown on this Letter of Transmittal, the appropriate boxes of this Letter of Transmittal should be completed. If 2000 Warrants are surrendered by Holder(s) that have completed either the box entitled "Special Registration Instructions" or the box entitled "Special Delivery Instructions" in this Letter of Transmittal, signature(s) on this Letter of Transmittal must be guaranteed by an Eligible Institution (defined in Instruction 2).

SPECIAL REGISTRATION INSTRUCTIONS

To be completed ONLY if the Exchange Warrants are to be issued in the name of someone other than the undersigned.

Name: -----

Address: -----

Employer Identification
or Social Security Number: -----

(Please print or type)

SPECIAL DELIVERY INSTRUCTIONS

To be completed ONLY if the Exchange Warrants are to be sent to someone other than the undersigned, or to the undersigned at an address other than that shown under "Description of Warrants Tendered Hereby."

Name: -----

Address: -----

Employer Identification
or Social Security Number: -----

(Please print or type)

REGISTERED HOLDER(S) OF 2000 WARRANTS SIGN HERE
(IN ADDITION, COMPLETE SUBSTITUTE FORM W-9 BELOW)

Must be signed by registered holder(s) exactly as name(s) appear(s) on the tendered 2000 Warrants or on a security position listing as the owner or the tendered 2000 Warrants or by person(s) authorized to become registered holder(s) by properly completed warrant powers transmitted herewith. If signature is by attorney-in-fact, trustee, executor, administrator, guardian, officer of a corporation or other person acting in a fiduciary capacity, please provide the following information:

(Please print or type)

Name and capacity (full title)

Address (including zip code)

(Area Code and Telephone Number)

(Taxpayer Identification or Social Security Number)

Dated: _____, 2005

SIGNATURE GUARANTEE
(IF REQUIRED -- SEE INSTRUCTION 4)

(Signature of Representative of Signature Guarantor)

(Name and Title)

(Name of Firm)

(Area Code and Telephone Number)

Dated: _____, 2005

INSTRUCTIONS
FORMING PART OF THE TERMS AND CONDITIONS OF THE EXCHANGE OFFER

1. DELIVERY OF THIS LETTER OF TRANSMITTAL AND CERTIFICATES. All physically delivered 2000 Warrants, as well as a properly completed and duly executed copy of this Letter of Transmittal or facsimile hereof, and any other documents required by this Letter of Transmittal, must be received by the Exchange Agent at its address set forth herein on or prior to the Expiration Date (as defined in the Offer to Exchange). The method of delivery of this Letter of Transmittal, the 2000 Warrants and any other required documents is at the election and risk of the Holder, and, except as otherwise provided below, the delivery will be deemed made only when actually received by the Exchange Agent. If such delivery is by mail, it is suggested that registered mail with return receipt requested, properly insured, be used.

No alternative, conditional, irregular or contingent tenders will be accepted. All tendering Holders, by execution of this Letter of Transmittal (or facsimile hereof), shall waive any right to receive notice of the acceptance of the 2000 Warrants for exchange.

Delivery to an address other than as set forth herein will not constitute a valid delivery.

2. GUARANTEED DELIVERY PROCEDURES. Holders who wish to tender their 2000 Warrants, but whose 2000 Warrants are not immediately available and thus cannot deliver their 2000 Warrants, the Letter of Transmittal or any other required documents to the Exchange Agent prior to the Expiration Date, may effect a tender if:

(a) the tender is made through a member firm of a registered national securities exchange or of the National Association of Securities Dealers, Inc., a commercial bank or trust company having an office or correspondent in the United States or an "eligible guarantor institution" within the meaning of Rule 17Ad-15 under the Exchange Act (an "Eligible Institution"); and

(b) prior to the Expiration Date, the Exchange Agent receives from such Eligible Institution a properly completed and duly executed Notice of Guaranteed Delivery (by facsimile transmission, mail or hand delivery) setting forth the name and address of the Holder, the registration number(s) of such 2000 Warrants, stating that the tender is being made thereby and guaranteeing that, within three New York Stock Exchange trading days after the Expiration Date, the Letter of Transmittal (or facsimile thereof), together with the 2000 Warrants and any other documents required by the Letter of Transmittal, will be deposited by the Eligible Institution with the Exchange Agent; and

(c) such properly completed and executed Letter of Transmittal (or facsimile thereof), as well as all tendered 2000 Warrants in proper form for transfer and all other documents required by the Letter of Transmittal, are received by the Exchange Agent within three New York Stock Exchange trading days after the Expiration Date.

3. PARTIAL TENDERS NOT PERMITTED; WITHDRAWAL. A holder of 2000 Warrants may not tender fewer than all of the 2000 Warrants represented by a certificate. Partial tenders will not be accepted.

All 2000 Warrants tendered pursuant to the Exchange Offer may be withdrawn at any time prior to the Expiration Date or, if not yet accepted for exchange, after 40 business days from the date of the Offer to Exchange.

4. SIGNATURE ON THIS LETTER OF TRANSMITTAL; WRITTEN INSTRUMENTS AND ENDORSEMENTS; GUARANTEE OF SIGNATURES. If this Letter of Transmittal is signed by the registered Holder(s) of the 2000 Warrants tendered hereby, the signature must correspond with the name(s) as written on the face of the certificates without alteration or enlargement or any change whatsoever. If this Letter of Transmittal is signed by a participant in the Depository, the signature must correspond with the name as it appears on the security position listing as the owner of the 2000 Warrants.

If any of the 2000 Warrants tendered hereby are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal.

If 2000 Warrants registered in different names are tendered, it will be necessary to complete, sign and submit as many separate copies of this Letter of Transmittal as there are different registrations of 2000 Warrants.

Signatures on this Letter of Transmittal must be guaranteed by an Eligible Institution unless the 2000 Warrants tendered hereby are tendered (i) by a registered Holder who has not completed the box entitled "Special Registration Instructions" or "Special Delivery Instructions" on the Letter of Transmittal or (ii) for the account of an Eligible Institution.

If this Letter of Transmittal is signed by the registered Holder or Holders of 2000 Warrants (which term, for the purposes described herein, shall include a participant in the Depository whose name appears on a security position listing as the owner of 2000 Warrants) listed and tendered hereby, no endorsements of the tendered 2000 Warrants or separate written instruments of transfer or exchange are required. In any other case, the registered Holder (or acting Holder) must either properly endorse the 2000 Warrants or transmit properly completed transfer documents with this Letter of Transmittal (in either case, executed exactly as the name(s) of the registered Holder(s) appear(s) on the 2000 Warrants, and, with respect to a participant in the Depository whose name appears on a security position listing as the owner of 2000 Warrants, exactly as the name of the participant appears on such security position listing), with the signature on the 2000 Warrants or

transfer documents guaranteed by an Eligible Institution (except where the 2000 Warrants are tendered for the account of an Eligible Institution).

If this Letter of Transmittal, any certificates or separate written instruments of transfer or exchange are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, such persons should so indicate when signing, and, unless waived by the Company, proper evidence satisfactory to the Company of their authority so to act must be submitted.

5. SPECIAL REGISTRATION AND DELIVERY INSTRUCTIONS. Tendering Holders should indicate, in the applicable box, the name and address (or account at the Depository) in which the Exchange Warrants are to be issued (or deposited), if different from the names and addresses or accounts of the person signing this Letter of Transmittal. In the case of issuance in a different name, the employer identification number or social security number of the person named must also be indicated and the tendering Holder should complete the applicable box.

If no instructions are given, the Exchange Warrants will be issued in the name of and sent to the acting Holder of the 2000 Warrants or deposited at such Holder's account at the Depository.

6. WAIVER OF CONDITIONS. The Company reserves the right, in its reasonable judgment, to waive, in whole or in part, any of the conditions to the Exchange Offer set forth in the Offer to Exchange.

7. MUTILATED, LOST, STOLEN OR DESTROYED WARRANT CERTIFICATES. Any Holder whose certificates representing 2000 Warrants have been mutilated, lost, stolen or destroyed should contact the Exchange Agent at the address indicated above for further instructions.

8. REQUESTS FOR ASSISTANCE OR ADDITIONAL COPIES. Questions relating to the procedure for tendering as well as requests for additional copies of the Offer to Exchange and this Letter of Transmittal may be directed to the Exchange Agent at the address set forth above. In addition, questions relating to the Exchange Offer, as well as requests for assistance or additional copies of the Offer to Exchange and this Letter of Transmittal, may be directed to Delcath Systems, Inc., 1100 Summer Street, 3rd Floor, Stamford, Connecticut 06905, Attention: Chief Financial Officer; telephone (203) 323-8668.

9. VALIDITY AND FORM. All questions as to the validity, form, eligibility (including time of receipt), and acceptance of tendered 2000 Warrants will be determined by the Company in its sole discretion, which determination will be final and binding. The Company reserves the absolute right to reject any and all 2000 Warrants not properly tendered or any 2000 Warrants the Company's acceptance of which would, in the opinion of counsel for the Company, be unlawful. The Company also reserves the right, in its reasonable judgment, to waive any defects, irregularities or conditions of tender as to particular 2000 Warrants. The Company's interpretation of the terms and conditions of the Exchange Offer (including the instructions in this Letter of Transmittal) will be final and binding on all parties. Unless waived, any defects or irregularities in connection with tenders of 2000 Warrants must be cured within such time as the Company shall determine. Although the Company intends to notify Holders of defects or irregularities with respect to tenders of 2000 Warrants, neither the Company, the Exchange Agent nor any other person shall incur any liability for failure to give such notification. Tenders of 2000 Warrants will not be deemed to have been made until such defects or irregularities have been cured or waived. Any 2000 Warrants received by the Exchange Agent that are not properly tendered and as to which the defects or irregularities have not been cured or waived will be returned by the Exchange Agent to the tendering Holder as soon as practicable following the Expiration Date.

IMPORTANT TAX INFORMATION

Under federal income tax law, a Holder tendering 2000 Warrants is required to provide the Exchange Agent with such Holder's correct TIN on Substitute Form W-9 below. If such Holder is an individual, the TIN is the Holder's social security number. The Certificate of Awaiting Taxpayer Identification Number should be completed if the tendering Holder has not been issued a TIN and has applied for a number or intends to apply for a number in the near future. If the Exchange Agent is not provided with the correct TIN, the Holder may be subject to a \$50 penalty imposed by the Internal Revenue Service. In addition, payments that are made to such Holder with respect to tendered 2000 Warrants may be subject to backup withholding.

Certain Holders (including, among others, all domestic corporations and certain foreign individuals and foreign entities) are not subject to these backup withholding and reporting requirements. Such a Holder, who satisfies one or more of the conditions set forth in Part 2 of the Substitute Form W-9 should execute the certification following such Part 2. In order for a foreign Holder to qualify as an exempt recipient, that Holder must submit to the Exchange Agent a properly completed Internal Revenue Service Form W-8, signed under penalties of perjury, attesting to that Holder's exempt status. Such forms can be obtained from the Exchange Agent.

If backup withholding applies, the Exchange Agent is required to withhold 28% of any amounts otherwise payable to the Holder. Backup withholding is not an additional tax. Rather, the tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund may be obtained from the Internal Revenue Service.

PURPOSE OF SUBSTITUTE FORM W-9. To prevent backup withholding on payments that are made to a Holder with respect to 2000 Warrants tendered for exchange, the Holder is required to notify the Exchange Agent of his or her correct TIN by completing the form herein certifying that the TIN provided on Substitute Form W-9 is correct (or that such Holder is awaiting a TIN) and that (i) such Holder is exempt from backup withholding, (ii) such Holder has not been notified by the Internal Revenue Service that he or she is subject to backup withholding as a result of failure to report all interest or dividends or (iii) the Internal Revenue Service has notified such Holder that he or she is no longer subject to backup withholding.

WHAT NUMBER TO GIVE THE EXCHANGE AGENT. Each Holder is required to give the Exchange Agent the social security number or employer identification number of the record Holder(s) of the 2000 Warrants. If 2000 Warrants are in more than one name or are not in the name of the actual Holder, consult the instructions on Internal Revenue Service Form W-9, which may be obtained from the Exchange Agent, for additional guidance on which number to report.

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER. If the tendering Holder has not been issued a TIN and has applied for a number or intends to apply for a number in the near future, write "Applied For" in the space for the TIN on Substitute Form W-9, sign and date the form and the Certificate of Awaiting Taxpayer Identification Number and return them to the Exchange Agent. If such certificate is completed and the Exchange Agent is not provided with the TIN within 60 days, the Exchange Agent will withhold 28% of all payments made thereafter until a TIN is provided to the Exchange Agent.

IMPORTANT: This Letter of Transmittal or a facsimile hereof (together with 2000 Warrants) or a Notice of Guaranteed Delivery must be received by the Exchange Agent on or prior to the Expiration Date.

PAYOR'S NAME: AMERICAN STOCK TRANSFER & TRUST COMPANY, AS EXCHANGE AGENT

SUBSTITUTE
Form W-9
DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE

Part 1. PLEASE PROVIDE YOUR TIN IN
THE BOX AT RIGHT AND CERTIFY BY
SIGNING AND DATING BELOW

Social Security Number

OR

PAYOR'S REQUEST FOR TAXPAYER
IDENTIFICATION NUMBER ("TIN")

Employer Identification
Number

Part 2. Check the box if you are not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because (1) you are exempt from backup withholding, (2) you have not been notified that you are subject to backup withholding as a result of failure to report all interest or dividends or (3) the Internal Revenue Service has notified you that you are no longer subject to backup withholding. [____]

Part 3. Awaiting
TIN[____]

The IRS does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Certification: Under penalties of perjury, I certify that the information provided on this form is true, correct and complete.

Signature _____

Date _____

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF 28% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE EXCHANGE OFFER. PLEASE REVIEW THE GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9, COPIES OF WHICH MAY BE OBTAINED FROM THE EXCHANGE AGENT, FOR ADDITIONAL DETAILS.

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU CHECKED THE BOX IN PART 3 OF SUBSTITUTE FORM W-9.

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number by the time of payment, 28% of all reportable payments made to me will be withheld until I provide a number, but will be refunded if I provide a certified taxpayer identification number within 60 days.

Signature _____

Date _____

DELCATH SYSTEMS, INC.

OFFER TO EXCHANGE

July 13, 2005

To: Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees:

Delcath Systems, Inc. (the "Issuer") is offering, upon the terms and conditions set forth in the offer to exchange dated July 13, 2005 and a letter of transmittal relating to exchange one of its new Redeemable Common Stock Purchase Warrants - Series A for each of its outstanding Redeemable Common Stock Purchase Warrants issued upon consummation of its initial public offering in 2000 (the "2000 Warrants"). The offer to exchange is being made in light of the recent trading prices of the Issuer's common stock and the Issuer's anticipated need for additional capital to continue development of its product.

We are requesting that you contact your clients for whom you hold 2000 Warrants and inform them of the exchange offer. For your information and for forwarding to your clients for whom you hold 2000 Warrants registered in your name or in the name of your nominees, or who hold 2000 Warrants registered in their own names, we are enclosing the following documents:

1. the offer to exchange;
2. the letter of transmittal for your use and for the information of your clients;
3. a notice of guaranteed delivery to be used to accept the exchange offer if certificates for 2000 Warrants are not immediately available or time will not permit all required documents to reach the exchange agent prior to the time the exchange offer expires, or if the procedures for book-entry transfer cannot be completed on a timely basis; and
4. a form of letter which may be sent to your clients for whose accounts you hold 2000 Warrants registered in your name or in the name of your nominee, with space provided for obtaining such clients' instructions with regard to the exchange offer.

Your prompt action is requested. The exchange offer will expire at 5:00 p.m., New York City time, on August 15, 2005, unless we extend the offer beyond that date. You may withdraw 2000 Warrants that have been tendered pursuant to the exchange offer at any time before the exchange offer expires or after 40 business days from the date hereof.

To participate in the exchange offer, you should carefully read and follow the instructions set forth in the letter of transmittal and the offer to exchange.

If the holders of 2000 Warrants wish to tender, but it is impracticable for them to forward their certificates for 2000 Warrants prior to the expiration of the exchange offer or to comply with the book-entry transfer procedures on a timely basis, they may tender the 2000 Warrants by following the guaranteed delivery procedures described in the Notice of Guaranteed Delivery and in Instruction 2 to the Letter of Transmittal.

The Issuer will not pay any fees or commissions to brokers, dealers or other persons for soliciting exchanges of 2000 Warrants pursuant to the exchange offer. The Issuer will, however, upon request, reimburse you for customary clerical and mailing expenses incurred by you in forwarding any of the enclosed materials to your clients.

You may direct any questions and requests for assistance with respect to the exchange offer or for additional copies of the offer to exchange, letter of transmittal and other enclosed materials to the exchange agent at its address and telephone number set forth on the front of the letter of transmittal.

Nothing contained in this letter or in the enclosed documents shall constitute you or any other person an agent of the Issuer, the exchange agent, or any affiliate of either of them, or authorize you or any other person to make any statements or use any documents on behalf of any of them in connection with the exchange offer other than the enclosed documents and the statements

contained therein.

Very truly yours,

DELCATH SYSTEMS, INC.

DELCATH SYSTEMS, INC.

OFFER TO EXCHANGE

July 13, 2005

To Our Clients:

We are enclosing for your consideration an offer to exchange dated July 13, 2005 and a letter of transmittal relating to the offer by Delcath Systems, Inc. (the "Issuer") to exchange one of its new 2005 Redeemable Common Stock Purchase Warrants - Series A for each of its outstanding Redeemable Common Stock Purchase Warrants issued upon consummation of its initial public offering in 2000 (the "2000 Warrants"). The offer to exchange is being made in light of the recent trading prices of the Issuer's common stock and the Issuer's anticipated need for additional capital to continue the development of its product.

We are forwarding these materials to you as the beneficial owner of 2000 Warrants held by us for your account or benefit but not registered in your name. An exchange of your 2000 Warrants may only be completed by us as the holder of record and pursuant to your instructions. The letter of transmittal is furnished to you for your information only. You may not use the letter of transmittal to exchange 2000 Warrants that we hold for your account or benefit.

Accordingly, we request that you provide instructions as to whether you wish us to exchange any or all 2000 Warrants held by us for your account or benefit pursuant to the terms and conditions set forth in the offer to exchange and the letter of transmittal. Your instructions should be forwarded to us as promptly as possible in order to permit us to tender the 2000 Warrants on your behalf in accordance with the provisions of the exchange offer.

We direct your attention to the following:

1. The exchange offer is for the exchange of one 2005 Redeemable Common Stock Purchase Warrant - Series A (the "Exchange Warrants") for each 2000 Warrant. The terms of the Exchange Warrants are identical in all material respects to the terms of the notes, except that:

- o the exercise price per share of the Exchange Warrants will be \$2.75 per share;
- o the expiration date for the Exchange Warrants will be December 31, 2005;
- o the Issuer will have the right to redeem the Exchange at any time without regard to the market value of its Common Stock at the time of redemption;
- o the Issuer could redeem the Exchange Warrants at a time when exercise would not be permitted because there is no effective registration statement under the Securities Act of 1933 covering the offer and sale of shares on exercise of the Exchange Warrants;
- o the Issuer's right to redeem the Exchange Warrants would not require the written consent of the managing underwriter of the Issuer's 2000 public offering (which is no longer conducting business); and
- o the managing underwriter of the Issuer's initial public offering (which is no longer conducting business) would not be a party to the Warrant Agreement relating to the Exchange Warrants.

2. The exchange offer and withdrawal rights will expire at 5:00 p.m., New York City time, on August 15, 2005, unless the Issuer extends the offer beyond that date. Any 2000 Warrants tendered pursuant to the exchange offer may be withdrawn at any time before the exchange offer expires or after 40 business days from the date hereof.

3. Any transfer taxes incident to the transfer of 2000 Warrants from the tendering holder to the Issuer will be paid by the Issuer, except as otherwise provided in the offer to exchange and the letter of transmittal.

If you wish us to tender your 2000 Warrants, please so instruct us by completing, executing and returning to us the instruction included with this letter. An envelope to return your instructions to us is enclosed.

The exchange offer is not being made to, nor will exchanges be accepted from on or behalf of, holders of 2000 Warrants residing in any jurisdiction in which the making of the exchange offer or acceptance thereof would not be in compliance with the laws of such jurisdiction.

None of the 2000 Warrants held by us for your account will be tendered unless we receive written instructions from you to do so. Unless a specific contrary instruction is given in the space provided, your signature or signatures on the instructions shall constitute an instruction to us to tender all the 2000 Warrants held by us for your account.

INSTRUCTIONS WITH RESPECT TO THE EXCHANGE OFFER

We acknowledge receipt of your letter and the material accompanying the letter relating to the exchange offer being made by Delcath Systems, Inc. with respect to its 2000 Warrants.

This will instruct you as to the action to be taken by you relating to the exchange offer with respect to the 2000 Warrants held by you for our account.

The aggregate number of 2000 Warrants held by you for our account is _____.

With respect to the exchange offer, we instruct you (check appropriate choice):

___ To TENDER all 2000 Warrants held by you for our account.

___ NOT to tender any 2000 Warrants held by you for our account.

If we instruct you to tender the 2000 Warrants held by you for our account, it is understood that you are authorized:

(1) to make, on our behalf the representations and warranties contained in the letter of transmittal that are to be made with respect to us as a beneficial owner of 2000 Warrants, it being understood and agreed that by our signature below we are making the same representations to you;

(2) to make such agreements, representations and warranties on our behalf as are set forth in the letter of transmittal; and

(3) to take such other action as may be necessary under the exchange offer or the letter of transmittal to effect the valid tender of such 2000 Warrants.

Unless a specific contrary instruction is given in the space provided, our signature below shall constitute an instruction to you to tender all the 2000 Warrants held by you for our account.

Sign Here

Name of Beneficial Owner(s): _____

Signature(s): _____

Name(s) (Please Print): _____

Address: _____

Area Code and Telephone Number: _____

Taxpayer Identification or Social Security Number: _____

Date: _____

NOTICE OF GUARANTEED DELIVERY
for
Tender of All Outstanding
Redeemable Common Stock Purchase Warrants Issued in 2000
in Exchange for
2005 Redeemable Common Stock Purchase Warrants - Series A
of
DELCATH SYSTEMS, INC.

THE EXCHANGE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY
TIME, ON AUGUST 15, 2005 (THE "EXPIRATION DATE") UNLESS EXTENDED BY DELCATH
SYSTEMS, INC.

Registered holders of outstanding Redeemable Common Stock Purchase Warrants (the "2000 Warrants") issued upon consummation of the initial public offering of Delcath Systems, Inc. who wish to tender their 2000 Warrants in exchange for an equal number of 2005 Redeemable Common Stock Purchase Warrants - Series A (the "Exchange Warrants") and whose 2000 Warrants are not immediately available or who cannot deliver their 2000 Warrants and Letter of Transmittal (and any other documents required by the Letter of Transmittal) to American Stock Transfer & Trust Company (the "Exchange Agent") prior to the Expiration Date, may use this Notice of Guaranteed Delivery or one substantially equivalent hereto. This Notice of Guaranteed Delivery may be delivered by hand or sent by facsimile transmission (receipt confirmed by telephone and an original delivered by guaranteed overnight courier) or mail to the Exchange Agent. See "The Exchange Offer - Procedures for Tendering Outstanding Notes" and "The Exchange Offer - Guaranteed Delivery Procedures" in the Offer to Exchange dated July 13, 2005 (the "Offer to Exchange").

The Exchange Agent is:

AMERICAN STOCK TRANSFER & TRUST COMPANY

For Delivery by Registered or Certified Mail; Hand or Overnight Delivery:

American Stock Transfer & Trust Company
6201 15th Avenue
Brooklyn, New York 11219
Fax: (718) 234-5501

Delivery of this Notice of Guaranteed Delivery to an address other than as set forth above or transmission via a facsimile transmission to a number other than as set forth above will not constitute a valid delivery.

This Notice of Guaranteed Delivery is not to be used to guarantee signatures. If a signature on a Letter of Transmittal is required to be guaranteed by an Eligible Institution (as defined in the Offer to Exchange), such signature guarantee must appear in the applicable space provided on the Letter of Transmittal for Guarantee of Signatures.

Ladies and Gentlemen:

The undersigned hereby tenders the number of 2000 Warrants indicated below, upon the terms and subject to the conditions contained in the Offer to Exchange, receipt of which is hereby acknowledged.

Name(s) of Tendering Holder(s): _____
(Please Print)

Address(es):

(Zip Code)

Daytime Area Code and Tel. No.

Signature(s): _____

Number of 2000 Warrants:

Certificate Nos. of 2000 Warrants Tendered (if available) _____

Number of Outstanding 2000 Warrants Tendered: _____

(Check box if 2000 Warrants will be tendered by book-entry transfer) []

The Depository Trust Company

Account Number: _____

Date: _____

THE FOLLOWING GUARANTEE MUST BE COMPLETED

GUARANTEE OF DELIVERY
(Not to be Used for Signature Guarantee)

The undersigned, a member of a recognized signature guarantee medallion program within the meaning of Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended, hereby guarantees to deliver to the Exchange Agent at its address set forth above, the certificates representing the 2000 Warrants (or a confirmation of book-entry transfer of such 2000 Warrants into the Exchange Agent's account at the book-entry transfer facility), together with a properly completed and duly executed Letter of Transmittal (or facsimile thereof), with any required signature guarantees, and any other documents required by the Letter of Transmittal within three New York Stock Exchange trading days after the Expiration Date.

Name of Firm: _____

(Authorized Signature)

Address: _____ Title: _____

(Zip Code) Name: _____
(Please type or print)

Area Code and Telephone No.:

_____ Date: _____

NOTE: DO NOT SEND OUTSTANDING 2000 WARRANTS WITH THIS NOTICE OF GUARANTEED DELIVERY. OUTSTANDING 2000 WARRANTS SHOULD BE SENT WITH YOUR LETTER OF TRANSMITTAL.