

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 23, 2021

**DELCATH SYSTEMS, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-16133**  
(Commission  
File Number)

**06-1245881**  
(IRS Employer  
Identification Number)

**1633 Broadway, Suite 22C, New York, New York 10019**  
(Address of principal executive offices, including zip code)

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

**NONE**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value	DCTH	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

**Item 3.02 Unregistered Sales of Equity Securities.**

As of February 23, 2021, the outstanding shares of common stock, \$0.01 par value per share (the “Common Stock”) of Delcath Systems, Inc. (the “Company”) had increased by more than 5% since the last reported shares of Common Stock outstanding.

As of February 23, 2021, the Company had 6,249,307 shares of Common Stock issued and outstanding. The increase in outstanding shares of Common Stock is due to (i) the conversion of 450 shares of Series E Convertible Preferred Stock into 45,000 shares of Common Stock, (ii) the exercise of 212,450 Series F warrants to purchase 212,450 shares of Common Stock, (iii) the exercise of 45,117 Series E and E-1 warrants to purchase 40,357 shares of Common Stock and (iv) the issuance of 2,636 shares of unregistered Common Stock in lieu of cash payment of deferred accrued director fees to former director, William Rueckert.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

DELCATH SYSTEMS, INC.

Date: February 26, 2021

By: /s/ Gerard Michel  
Name: Gerard Michel

Title: Chief Executive Officer