
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): July 20, 2018

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 No.)

1633 Broadway, Suite 22C, New York, New York
(Address of principal executive offices)

10019
(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))

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

- 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.
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Item 1.01 Entry into a Material Definitive Agreement.

As previously disclosed in a Form 8-K filed by the Company on June 8, 2018, on June 4, 2018 the Company sold 8% Senior Secured Convertible Promissory Notes (“Notes”) and warrants and prepaid warrants (“Warrants”) pursuant to a Securities Purchase Agreement (“Agreement”) with an institutional investor in a transaction exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), Regulation S and Rule 506(b) promulgated thereunder, and received gross proceeds of \$2,400,000.00.

The Agreement provided for an aggregate subscription amount for all securities to all purchasers of up to \$4,000,000.00. On July 20, 2018, the Company entered into a second Securities Purchase Agreement with another institutional investor for the remaining Notes and Warrants in proportionate amounts to those issued in the June 4, 2018 transaction, in a transaction exempt from registration pursuant to Section 4(a)(2) of the Securities Act and Rule 506(b) promulgated thereunder, and received gross proceeds of \$1,600,000.00.

On July 20, 2018, the Company and the investor from the June 4, 2018 transaction amended the Agreement to delay the Company’s registration obligation, and amended the Warrants issued thereunder so that they are exercisable as of the amendment date, and the Company may redeem them at any time the Notes are no longer outstanding.

The above is a summary of the material terms and conditions of the Securities Purchase Agreement, the Notes, the Warrants, the other agreements issued into in conjunction therewith and the amendments thereto and is qualified in its entirety by the full terms and conditions of such agreements which are attached to the Form 8-K filed June 8, 2018 as Exhibit 10.1 and to this Form 8-K as Exhibits 10.1 and 10.2, and are hereby incorporated by reference.

Item 3.02 Unregistered Sales of Equity Securities

See Item 1.01 above.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of First Amendment to Securities Purchase Amendment
10.2	Form of First Amendment to Warrants to Purchase Common Stock

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 hereunto duly authorized.

DELCATH SYSTEMS, INC.

Date: July 26, 2018

By: /s/ Jennifer Simpson

Name: Jennifer Simpson

Title: President and Chief Executive Officer

**FIRST AMENDMENT TO
SECURITIES PURCHASE AGREEMENT**

This First Amendment to Securities Purchase Agreement (this “Amendment”) is dated as of July 20, 2018, by and among Delcath Systems, Inc., a Delaware corporation (the “Company”), and the purchasers identified on the signature pages hereto (each, a “Purchaser,” or in the aggregate, the “Purchasers”).

WHEREAS, a Securities Purchase Agreement (the “Agreement”) dated as of June 4, 2018, which is hereby incorporated by reference, was previously entered into by and among the Company and the Purchaser, and the parties desire to amend the Agreement as set forth herein.

NOW, THEREFORE, IN CONSIDERATION of the mutual covenants contained in this Amendment, and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Company and each Purchaser agree that the Agreement is hereby amended as follows:

AMENDMENTS

1.1 In Section 4.16 of the Agreement, the words “the next” are deleted and replaced by the word “a,” and at the end of the first sentence of such section the following words are added: “, to be filed no later than five Trading Days after the first registration statement filed by the Company after the date of this Agreement is declared effective.”

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective authorized signatories as of the date first indicated above.

DELCATH SYSTEMS, INC.

By: _____
Name: Jennifer K. Simpson
Title: President and Chief Executive Officer

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SIGNATURE PAGE FOR PURCHASER FOLLOWS]**

**[PURCHASER SIGNATURE PAGES TO DELCATH SYSTEMS, INC. FIRST
AMENDMENT TO SECURITIES PURCHASE AGREEMENT]**

IN WITNESS WHEREOF, the undersigned have caused this Amendment to be duly executed by their respective authorized signatories as of the date first indicated above.

Name of Purchaser: _____

Signature of Authorized Signatory of Purchaser: _____

Name of Authorized Signatory: _____

Title of Authorized Signatory: _____

DEL CATH SYSTEMS, INC.

**FIRST AMENDMENT TO
WARRANTS TO PURCHASE COMMON STOCK**

Warrant Nos.: D-1-101 (with respect to changes 1. (b) and (d) only), D-1-201, D-1-202, D-1-203, D-1-204, D-1-205, D-1-206, D-1-207, D-1-208, D-1-209, D-1-210, D-1-211, D-1-212, D-1-213

Issuance Date: June 4, 2018

Date of Amendment: July 20, 2018 (“**Amendment Date**”)

1. AMENDMENT OF WARRANTS. Each Warrant to Purchase Common Stock, Warrant Nos.: D-1-101 (with respect to changes 1. (b) and (d) only), D-1-201, D-1-202, D-1-203, D-1-204, D-1-205, D-1-206, D-1-207, D-1-208, D-1-209, D-1-210, D-1-211, D-1-212, and D-1-213 issued by Delcath Systems, Inc. on June 4, 2018 is hereby amended as follows:

(a) the Exercise Date is the Amendment Date;

(b) in Section 4(b)(i), the word “shall” is changed to “has” and the word “purchase” is changed to “purchased”;

(c) in Section 17, the words “or after” are added after the words “this Warrant on,” the words “on or prior to the Exercise Date” are deleted in each place in such section that they currently appear, the words “Event of Default has occurred as of the Exercise Date” are deleted, and the word “are” is added before the words “then held by Holder”; and

(d) in Section 18(p), the words “any of the following, only to occur upon approval of the Company’s Board of Directors,” are added in the first line between the words “mean” and “(A)”.

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SIGNATURE PAGES FOLLOW]**

IN WITNESS WHEREOF, the Company has caused this First Amendment to Warrants to Purchase Common Stock to be duly executed as of the Amendment Date set out above.

DELCATH SYSTEMS, INC.

By: _____
Name: Jennifer K. Simpson
Title: President and Chief Executive Officer

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SIGNATURE PAGE FOR HOLDER FOLLOWS]**

[HOLDER SIGNATURE PAGES TO DELCATH SYSTEMS, INC. FIRST AMENDMENT TO WARRANTS TO PURCHASE COMMON STOCK]

IN WITNESS WHEREOF, the undersigned have caused this First Amendment to Warrants to Purchase Common Stock to be duly executed by their respective authorized signatories as of the date first indicated above.

Name of Purchaser: _____

Signature of Authorized Signatory of Purchaser: _____

Name of Authorized Signatory: _____

Title of Authorized Signatory: _____