

**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): December 24, 2019

**DELCATH SYSTEMS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

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

**06-1245881**  
(IRS Employer  
Identification No.)

**1633 Broadway, Suite 22C, New York, New York 10019**  
(Address of principal executive offices) (Zip Code)

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

**Not Applicable**  
(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:

- 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
<b>Common Stock, \$.01 par value</b>	<b>DCTH</b>	<b>OTC QB</b>

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 and Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective December 24, 2019, Delcath Systems, Inc. (the “Company”) implemented a 1-for-700 reverse stock split of the Company’s issued and outstanding shares of common stock, par value \$0.01 per share (the “Common Stock”) (the “Reverse Split”). The Reverse Split was effected by the filing of a Certificate of Amendment (the “Certificate of Amendment”) to the Company’s Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware. The Certificate of Amendment did not change the number of shares of Common Stock authorized for issuance by the Company, the par value of the Common Stock, or any other terms of the Common Stock. The foregoing description of the Certificate of Amendment is a summary only, is not intended to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Pursuant to a reset formula included in the terms of the Company’s Series E Convertible Preferred Stock and Series E-1 Convertible Preferred Stock (collectively, the “Preferred Stock”), as a result of the Reverse Split the conversion price of the Preferred Stock was reduced from \$42.00 per share (after giving effect to the Reverse Split) to \$25.36 per share and an additional 648,673 shares of Common Stock became issuable upon the conversion of the outstanding Preferred Stock. Accordingly, after giving effect to this adjustment, a total of 1,637,208 shares of Common Stock are issuable upon the conversion of the outstanding shares of Preferred Stock.

Pursuant to a similar reset formula included in the terms of the Company’s warrants issued in connection with the sale of the Preferred Stock (the “2019 Warrants”), as a result of the Reverse Split the exercise price of the 2019 Warrants was reduced from \$42.00 per share (after giving effect to the Reverse Split) to \$25.36 per share. As a result of such reset formula, the number of shares of Common Stock issuable upon the exercise of the outstanding 2019 Warrants also was proportionately increased by 657,547 shares. Accordingly, after giving effect to these adjustments, a total of 1,659,539 shares of Common Stock are issuable upon the exercise of the outstanding 2019 Warrants.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
3.1	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company effective December 24, 2019.</u></a>

**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: December 30, 2019

By: /s/ Barbra Keck

Name: Barbra Keck

Title: Chief Financial Officer

**Delaware**  
The First State

**I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DELICATH SYSTEMS, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2019, AT 4:38 O`CLOCK P.M.**

**AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2019 AT 8:30 O`CLOCK A.M.**

**A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.**



---

**Jeffrey W. Bullock, Secretary of State**

2168713 8100  
SR# 20198733534

Authentication: 204256889  
Date: 12-19-19

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:38 PM 12/18/2019  
FILED 04:38 PM 12/18/2019  
SR 20198733534 - File Number 2168713

**Amendment to the  
Amended and Restated Certificate of Incorporation  
of  
Delcath Systems, Inc.**

**Pursuant to Section 242 of the General  
Corporation Law of the State of Delaware**

DEL CATH SYSTEMS, INC., a Delaware corporation (hereinafter called the "Corporation"), does hereby certify as follows:

FIRST: Upon the filing and effectiveness (the "Effective Time") pursuant to the General Corporation Law of the State of Delaware (the "DGCL") of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, the Corporation's Amended and Restated Certificate of Incorporation shall be amended by adding the following paragraph at the end of Article FOURTH:

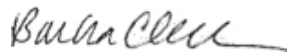
"Each seven hundred (700) shares of the Corporation's Common Stock, par value \$0.01 per share ("Common Stock"), issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof, subject to the treatment of fractional interests as described below. Notwithstanding the immediately preceding sentence, no fractional shares will be issued in connection with the reverse stock split. Stockholders of record who otherwise would be entitled to receive fractional shares, will be entitled to rounding up of their fractional share to the nearest whole share. No stockholders will receive cash in lieu of fractional shares. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates") shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the adjustment for fractional shares as described above."

SECOND: The foregoing amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

THIRD: This Certificate of Amendment shall become effective as of December 24, 2019 at 8:30 a.m., New York City time.

IN WITNESS WHEREOF, DEL CATH SYSTEMS, INC. has caused this certificate to be duly executed in its corporate name on December 18, 2019.

**DEL CATH SYSTEMS, INC.**

By:   
\_\_\_\_\_  
Barbra Keck, Chief Financial Officer