
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1245881
(I.R.S. Employer
Identification No.)

566 Queensbury Avenue
Queensbury, NY 12804
(Address of Principal Executive Offices) (Zip Code)

Delcath Systems, Inc. Omnibus 2020 Equity Incentive Plan
(Full title of the plan)

Gerard Michel
Chief Executive Officer
Delcath Systems, Inc.
566 Queensbury Avenue
Queensbury, NY 12804
(Name, address, including zip code, and telephone number, including area code, of agent for service)

(518) 743-8892
(Telephone number, including area code, of agent for service)

Copies to:

David Hoffman
General Counsel
Delcath Systems, Inc.
566 Queensbury Avenue
Queensbury, NY 12804

Ryan Sansom
Christina Roupas
Cooley LLP
500 Boylston Street
Boston, MA 02116-3736
(617) 937 2335

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☒

Accelerated filer ☐
Smaller reporting company ☒
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 7(a)(2)(B) of the Securities Act. ☐

INTRODUCTION

This Registration Statement on Form S-8 is being filed by Delcath Systems, Inc. (the “Registrant” or the “Company”) for the purposes of registering an additional 1,800,000 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share (the “Common Stock”) issuable under the Company’s Omnibus 2020 Equity Incentive Plan, as amended (the “2020 EIP” and such amendment, the “2020 EIP Amendment”);

The 2020 EIP Amendment was adopted by the Company’s Board of Directors on February 12, 2026, subject to stockholder approval, which was obtained at the Annual Meeting of Stockholders held on May 13, 2026.

The Shares being registered are in addition to the shares of Common Stock registered on (i) the Registrant’s [Form S-8](#) filed with the Commission on December 16, 2020 (File No. 333-251385), (ii) the Registrant’s [Form S-8](#) filed with the Commission on January 5, 2022 (File No. 333-262022), (iii) the Registrant’s [Form S-8](#) filed with the Commission on December 15, 2023 (File No. 333- 276090), (iv) the Registrant’s [Form S-8](#) filed with the Commission on June 28, 2024 (File No. 333- 280550), and the Registrant’s [Form S-8](#) filed with the Commission on August 15, 2025 (collectively, the “Prior Registration Statements”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements, to the extent relating to the registration of Common Stock issuable under the 2020 EIP, are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3 Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant, pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- (1) the Registrant’s Annual Report on Form 10-K for the fiscal year ended [December 31, 2025](#) filed with the Commission on February 26, 2026;
- (2) the Registrant’s Quarterly Reports on Form 10-Q for the quarterly periods ended [March 31, 2026](#) and [June 30, 2026](#), filed with the Commission on May 7, 2026 and August 6, 2026, respectively;
- (3) the Registrant’s Current Reports on Form 8-K filed with the Commission on [January 12, 2025](#), [March 3, 2026](#), and [May 14, 2026](#) and [August 14, 2026](#);
- (4) the information specifically incorporated by reference into the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2025, from the Registrant’s Definitive Proxy Statement on Schedule 14A filed with the Commission on [April 2, 2026](#); and
- (5) the description of the Common Stock of the Registrant set forth in the Registrant’s registration statements pursuant to Section 12 of the Exchange Act, and any amendment or report filed for the purpose of updating such description, including [Exhibit 4.9](#) to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2024.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8 Exhibits.

The following exhibits are furnished with this Registration Statement:

Exhibit No.	Description of Exhibits
4.1	<u>Amended and Restated Certificate of Incorporation of Delcath Systems, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1/A filed with the Commission on September 25, 2019).</u>
4.2	<u>Amendment to the Amended and Restated Certificate of Incorporation of Delcath Systems, Inc. dated October 17, 2019 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on October 23, 2019).</u>
4.3	<u>Certificate of Correction to Amendment to the Amended and Restated Certificate of Incorporation of Delcath Systems, Inc. dated October 22, 2019 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Commission on October 23, 2019).</u>
4.4	<u>Amendment to the Amended and Restated Certificate of Incorporation of Delcath Systems, Inc., effective December 24, 2019 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on December 30, 2019).</u>
4.5	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Delcath Systems, Inc. dated November 23, 2020 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on November 24, 2020).</u>
4.6	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Delcath Systems, Inc. dated June 12, 2023 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on June 12, 2023).</u>
4.7	<u>Certificate of Designation of Preference, Rights and Limitations of the Series F Convertible Voting Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K on March 30, 2023).</u>
4.8	<u>Amended and Restated Bylaws, dated August 12, 2026 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on August 14, 2026).</u>
5.1*	<u>Opinion of Cooley, LLP.</u>
23.1*	<u>Consent of Cooley, LLP (included in Exhibit 5.1).</u>
23.2*	<u>Consent of CBIZ CPAs P.C.</u>
24.1*	<u>Power of Attorney (included on signature page of this Registration Statement)</u>
99.1	<u>Delcath Systems, Inc. 2020 Omnibus Equity Incentive Plan, as amended (incorporated by reference to the Company's Current Report on Form 8-K filed on May 14, 2026).</u>
107*	<u>Calculation of Filing Fee Table.</u>

* Filed Herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Queensbury, State of New York on the 14th day of August, 2026.

DELCATH SYSTEMS, INC.

By: /s/ Sandra Pennell

Sandra Pennell

Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of Gerard Michel, Sandra Pennell and David Hoffman as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Gerard Michel Gerard Michel	Chief Executive Officer and Director (Principal Executive Officer)	August 14, 2026
/s/ Sandra Pennell Sandra Pennell	Chief Financial Officer (Principal Financial and Accounting Officer)	August 14, 2026
/s/ John R. Sylvester John R. Sylvester	Chairman of the Board	August 14, 2026
/s/ Gilad Aharon Gilad Aharon	Director	August 14, 2026
/s/ Elizabeth Czepak Elizabeth Czepak	Director	August 14, 2026
/s/ Steven Salamon Steven Salamon	Director	August 14, 2026
/s/ Bridget Martell Bridget Martell	Director	August 14, 2026

Ryan Sansom
+1 617 937 2335
rsansom@cooley.com

August 14, 2026

Delcath Systems, Inc.
566 Queensbury Avenue
Queensbury, New York 12804

Re: Delcath Systems, Inc. – Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Delcath Systems, Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) covering the offering by the Company of up to 1,800,000 shares (the “**Shares**”) of its common stock, par value \$0.01 per share (“**Common Stock**”) issuable pursuant to the Company’s Omnibus 2020 Equity Incentive Plan, as amended (the “**2020 Plan**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the 2020 Plan, (c) the Company’s certificate of incorporation and bylaws, each as currently in effect and (d) such other records, documents, opinions, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued in accordance with the 2020 Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or

supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Cooley LLP 500 Boylston Street, 14th Floor, Boston, MA (t) 617 937 2300 (f) 617 937 2400 cooley.com



August 14, 2026

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Very truly yours,

COOLEY LLP

By: /s/ Ryan Sansom

Ryan Sansom

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 26, 2026 with respect to the financial statements of Delcath Systems, Inc. for the year ended December 31, 2025 included in the Annual Report on Form 10-K.

/s/ CBIZ CPAS P.C.

Saddle Brook, NY
August 14, 2026

DELCATH SYSTEMS, INC.

[illegible]