

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>STOLL ROGER G PHD</u>  (Last) (First) (Middle) <u>C/O DELCATH SYSTEMS, INC.,</u> <u>1633 BROADWAY, SUITE 22C</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DELCATH SYSTEMS, INC. [ DCTH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/25/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series E Convertible Preferred Stock	\$0.06 <sup>(1)</sup>	07/25/2019		p <sup>(2)</sup>		93		(1)	(4)	Common Stock	1,550,000 <sup>(3)</sup>	\$1,000 <sup>(2)</sup>	93	D	
Common Stock Warrant (Right to Buy)	\$0.06 <sup>(3)</sup>	07/25/2019		p <sup>(2)</sup>		1,550,000		(3)	(3)	Common Stock	1,550,000	(3)	1,550,000	D	

**Explanation of Responses:**

- Each share of the Series E Convertible Preferred Stock, par value of \$0.01 per share, has a stated value of \$1,000 (the "Stated Value") and is convertible at any time at the option of the holder into the number of shares of Delcath common stock determined by dividing the Stated Value by the conversion price of \$0.06, subject to certain limitations and adjustments contemplated within the Certificate of Designation.
- The reporting person purchased the securities in exchange for forgiveness of the compensation owed to him for the period ending December 31, 2018. The purchase was made in a private (PIPE) transaction with the issuer in which the issuer sold Series E Convertible Preferred Stock and warrants. The transactions contemplated by the PIPE transaction were reported on a current report on Form 8-K filed with the SEC by the issuer on each of July 11, 2019 and July 22, 2019.
- The warrant was included together with the purchase of Series E Convertible Preferred Stock purchased by the reporting person for \$1,000 per share. The purchase of shares of Series E Convertible Preferred Stock was accompanied by a right to purchase 16,666.67 shares of common stock for an aggregate of 1,550,000 shares of common stock. The exercise price of each share under the warrant is \$0.06, subject to adjustment in accordance with the terms of the warrant and is exercisable at any time from the date that the issuer effects a reverse stock split through 5:00 p.m. (NYC time) on the fifth anniversary of the date of the reverse stock split.
- The Series E Convertible Preferred Stock has no expiration date.

**Remarks:**

/s/ Barbra Keck, attorney-in-fact 07/26/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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