

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

**SCHEDULE 13G/A  
(Amendment No. 2)**

**Under the Securities Exchange Act of 1934**

**Delcath Systems, Inc.**

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(Name of Issuer)

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Common Shares

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(Title of Class of Securities)

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24661P807

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(CUSIP Number)

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January 02, 2020

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Rosalind Advisors, Inc.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION
	ONTARIO, CANADA
	5. SOLE VOTING POWER
	0
	6. SHARED VOTING POWER
	853,950 shares of Common Stock issuable upon conversion of 19,675 preferred stock (see Item 4) <sup>1</sup>
	853,950 shares of Common Stock issuable upon exercise of warrants (see Item 4) <sup>1</sup>
	7. SOLE DISPOSITIVE POWER
	0
	8. SHARED DISPOSITIVE POWER
	853,950 shares of Common Stock issuable upon conversion of 19,675 preferred stock (see Item 4) <sup>1</sup>
	853,950 shares of Common Stock issuable upon exercise of warrants (see Item 4) <sup>1</sup>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	853,950 shares of Common Stock issuable upon conversion of 19,675 preferred stock (see Item 4) <sup>1</sup>
	853,950 shares of Common Stock issuable upon exercise of warrants (see Item 4) <sup>1</sup>
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="radio"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	9.9% <sup>1</sup>
12.	TYPE OF REPORTING PERSON (see instructions)
	CO

<sup>1</sup>\*As more fully described in Item 4, the shares of Preferred Stock and Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full conversion and exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Steven Salamon
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION
	ONTARIO, CANADA
	5. SOLE VOTING POWER
	0
	6. SHARED VOTING POWER
	853,950 shares of Common Stock issuable upon conversion of 19,675 preferred stock (see Item 4) <sup>2</sup>
	853,950 shares of Common Stock issuable upon exercise of warrants (see Item 4) <sup>2</sup>
	7. SOLE DISPOSITIVE POWER
	0
	8. SHARED DISPOSITIVE POWER
	853,950 shares of Common Stock issuable upon conversion of 19,675 preferred stock (see Item 4) <sup>2</sup>
	853,950 shares of Common Stock issuable upon exercise of warrants (see Item 4) <sup>2</sup>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	853,950 shares of Common Stock issuable upon conversion of 19,675 preferred stock (see Item 4) <sup>2</sup>
	853,950 shares of Common Stock issuable upon exercise of warrants (see Item 4) <sup>2</sup>
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="radio"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	9.9% <sup>2</sup>
12.	TYPE OF REPORTING PERSON (see instructions)
	IN

<sup>2</sup> As more fully described in Item 4, the shares of Preferred Stock and Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full conversion and exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Rosalind Opportunities Fund I L.P.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  ONTARIO, CANADA
	5. SOLE VOTING POWER  0
	6. SHARED VOTING POWER  549,479 shares of Common Stock issuable upon conversion of 12,660 preferred stock (see Item 4) <sup>3</sup> 549,479 shares of Common Stock issuable upon exercise of warrants
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER  0
	8. SHARED DISPOSITIVE POWER  549,479 shares of Common Stock issuable upon conversion of 12,660 preferred stock (see Item 4) <sup>3</sup> 549,479 shares of Common Stock issuable upon exercise of warrants
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  549,479 shares of Common Stock issuable upon conversion of 12,660 preferred stock (see Item 4) <sup>3</sup> 549,479 shares of Common Stock issuable upon exercise of warrants
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="radio"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  9.9% <sup>3</sup>
12.	TYPE OF REPORTING PERSON (see instructions)  PN

<sup>3</sup> As more fully described in Item 4, the shares of Preferred Stock and Warrants are subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full conversion and exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Rosalind Master Fund L.P.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION
	CAYMAN ISLANDS
	5. SOLE VOTING POWER
	0
	6. SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	304,471 shares of Common Stock issuable upon conversion of 7,015 preferred stock (item 4) <sup>3</sup>
	304,471 shares of Common Stock issuable upon exercise of warrants (see Item 4) <sup>3</sup>
	7. SOLE DISPOSITIVE POWER
	0
	8. SHARED DISPOSITIVE POWER
	304,471 shares of Common Stock issuable upon conversion of 7,015 preferred stock (item 4) <sup>3</sup>
	304,471 shares of Common Stock issuable upon exercise of warrants (see Item 4) <sup>3</sup>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	304,471 shares of Common Stock issuable upon conversion of 7,015 preferred stock 304,471 shares of Common Stock issuable upon exercise of warrants
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="radio"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	9.9% <sup>3</sup>
12.	TYPE OF REPORTING PERSON (see instructions)
	PN

**Item 1.**

- (a) Name of Issuer: Delcath Systems, Inc.
- (b) Address of Issuer's Principal Executive Offices  
1633 Broadway  
22nd Floor, Suite C  
New York, NY 10019

**Item 2.**

- (a) Name of Person Filing  
  
Rosalind Advisors, Inc. ("Advisor" to RMF)  
Rosalind Opportunities Fund I L.P. ("ROFI")  
Rosalind Master Fund L.P. ("RMF")  
Steven Salamon ("President")  
Steven Salamon is the portfolio manager of the Advisor which advises ROFI & RMF.
  - (b) Address of the Principal Office or, if none, residence  
  
Rosalind Advisors, Inc.  
175 Bloor Street East  
Suite 1316, North Tower  
Toronto, Ontario  
M4W 3R8 Canada  
  
Rosalind Opportunities Fund I L.P.  
175 Bloor Street East  
Suite 1316, North Tower  
Toronto, Ontario  
M4W 3R8 Canada  
  
Rosalind Master Fund L.P.  
P.O. Box 309  
Ugland House, Grand Cayman  
KY1-1104, Cayman Islands  
  
Steven Salamon  
175 Bloor Street East  
Suite 1316, North Tower  
Toronto, Ontario  
M4W 3R8 Canada
  - (c) Citizenship  
Rosalind Advisors, Inc.: Ontario, Canada  
Rosalind Opportunities Fund I L.P.: Ontario, Canada  
Rosalind Master Fund L.P.: Cayman Islands  
Steven Salamon: Ontario, Canada
  - (d) Title of Class of Securities  
Common Stock
  - (e) CUSIP Number  
24661P807
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**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

The information as of the date of the event which requires filing of this statement required by Items 4(a) – (c) is set forth in Rows 5 – 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentage set forth in Row 11 of the cover page for each Reporting Person is based on 70,056 shares of Common Stock issued and outstanding as of January 27, 2020, as represented in the Company’s Form S-1 filed with the Securities and Exchange Commission on January 27, 2020, and assumes the exercise of the Company’s reported warrants (the “Reported Warrants”) and the conversion of the Company’s reported preferred stock (the “Reported Preferred Stock”), subject to the Blockers (as defined below).

Pursuant to the terms of (i) the certificate of designations containing the terms of the Reported Preferred Stock, the Reporting Persons cannot convert the Reported Preferred Stock to the extent the Reporting Persons would beneficially own, after any such conversion, more than 9.99% of the outstanding shares of Common Stock (the “Preferred Stock Blockers”) and (ii) the Reported Warrants, the Reporting Persons cannot exercise the Reported Warrants to the extent the Reporting Persons would beneficially own, after any such exercise, more than 4.99% of the outstanding shares of Common Stock (the “Warrant Blockers” and collectively with the Preferred Stock Blockers, the “Blockers”), and the percentage set forth in Row 11 of the cover page for each Reporting Person gives effect to the Blockers. Consequently, as of the date of the event which requires the filing of this statement, the Reporting Persons were not able to exercise all of the Reported Preferred Stock or any of the Reported Warrants due to the Blockers.

Rosalind Advisors, Inc. is the investment advisor to ROFI and RMF and may be deemed to be the beneficial owner of shares held by ROFI and RMF. Steven Salamon is the portfolio manager of the Advisor and may be deemed to be the beneficial owner of shares of Preferred Stock held, and underlying the Reported Warrants (subject to the Warrant Blockers) held by, RMF. Notwithstanding the foregoing, the Advisor and Mr. Salamon disclaim beneficial ownership of any such shares.

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*Instruction.* For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

*Instruction.* Dissolution of a group requires a response to this item.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

**Item 7 – 9. Not Applicable**

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

3/6/2020

\_\_\_\_\_  
Date

/s/ Steven Salamon

\_\_\_\_\_  
Signature

Steven Salamon/President Rosalind Advisors, Inc.

\_\_\_\_\_  
Name/Title

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Joint Filing Agreement

The undersigned hereby agree that this Statement on Schedule 13G with respect to the beneficial ownership of shares of Common Stock of Delcath Systems, Inc. is filed jointly, on behalf of each of them.

**Rosalind Advisors, Inc.**

By: /s/ Steven Salamon \_\_\_\_\_

Name: Steven Salamon

Title: President

**Rosalind Opportunities Fund I L.P.**

By: /s/ Steven Salamon \_\_\_\_\_

Name: Steven Salamon

Title: President, Rosalind Advisors, Inc.

**Rosalind Master Fund L.P.**

By: /s/ Mike McDonald \_\_\_\_\_

Name: Mike McDonald

Title: Director, Rosalind (Cayman) Ltd.

(as General Partner to Rosalind Master Fund)

By: /s/ Steven Salamon \_\_\_\_\_

Name: Steven Salamon

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