

Amendment No. 1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Delcath Systems Inc.

(Exact name of registrant as specified in its charter)

Delaware

06-1245881

(State of incorporation or organization)

(I.R.S. Employer
Identification No.)

1100 Summer Street, Stamford, CT

06905

(Address of principal executive office)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange which
each class is to be registered

Units, each consisting of one share of
Common Stock and one redeemable Warrant

Boston Stock Exchange

Common stock, par value \$.01 per share

Boston Stock Exchange

Redeemable Warrants

Boston Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

Units, each consisting of one share of Common Stock and one redeemable Warrant
Common stock, par value \$.01 per share

Redeemable Warrants

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

The description of securities required by this Item is contained in the Registration Statement of the Registrant on Form SB-2, File No. 333-39470, as amended, (the "Registration Statement"), filed with the Commission on June 16, 2000, and is incorporated herein by reference to such filing. See "Description of Securities."

Item 2. Exhibits

The following exhibits required to be filed by this item are either filed herewith, or, pursuant to Rule 12b-32 of the Act, incorporated herein by reference to the exhibits filed by the registrant with the Registration Statement:

- (a) Specimen copies of the Common Stock Certificate and Warrant Certificate (Exhibits 4.1 and 4.4 to the Registration Statement)

- (b) Copies of all constituent instruments defining the rights of the holders of the Common Stock:
 - (i) Form of Certificate of Incorporation (Exhibit 3.1 to the Registration Statement);
 - (ii) By-Laws (Exhibit 3.2 to the Registration Statement);

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: October 17, 2000

Delcath Systems Inc.

By: /s/ M.S. Koly

M.S. Koly
Chief Executive Officer, President and Treasurer