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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report: February 22, 2017

DELCATH SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-16133
(Commission
File Number)

06-1245881
(IRS Employer
Identification Number)

1633 Broadway, Suite 22C, New York, New York 10019
(Address of principal executive offices, including zip code)

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

NONE
(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 (see General Instruction A.2. below):

- 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))
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Item 1.01. Entry Into a Material Definitive Agreement

On February 22, 2017, Delcath Systems, Inc. (the “Company”) and holders of greater than 55% of the aggregate principal amount (the “Required Holders”) of the Company’s Senior Secured Convertible Notes due December 29, 2017 (the “Notes”) agreed to temporarily reduce the conversion price for conversions at the option of the holders of Notes (the “Conversion Price”) to \$0.14 per share of the Company’s common stock, for a period commencing on February 23, 2017 and ending on March 2, 2017 (the “Reduced Conversion Period”).

The Required Holders also agreed to certain volume limitations on sales of the Company’s common stock thereby during the Reduced Conversion Period.

Item 8.01. Other Events.

The reduction of the Conversion Price may result in the issuance of a substantial number of shares of the Company’s common stock. As of the close of business on February 21, 2017, there were 40,049,740 shares of the Company’s common stock outstanding.

SIGNATURES

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 hereunto duly authorized.

DELCATH SYSTEMS, INC.

Dated: February 22, 2017

By: /s/ Jennifer K. Simpson, Ph.D.

Name: Jennifer K. Simpson, Ph.D.

Title: President and Chief Executive Officer