

DELCATH SYSTEMS, INC.  
Form S-8  
June 10, 2015

As filed with the Securities and Exchange Commission on June 10, 2015

Registration No. 333-

**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)**

<b>Delaware</b>	<b>06-1245881</b>
<b>(State or other jurisdiction of incorporation or organization)</b>	<b>(I.R.S. Employer Identification No.)</b>
<b>1301 Avenue of the Americas</b>	

**43<sup>rd</sup> Floor**

**New York, New York 10019**

**(Address of Principal Executive Offices) (Zip Code)**

**Delcath Systems, Inc. 2009 Stock Incentive Plan, as amended**

**(Full title of the plan)**

**Jennifer K. Simpson**

**President and Chief Executive Officer**

**Delcath Systems, Inc.**

**1301 Avenue of the Americas**

**43<sup>rd</sup> Floor**

**New York, New York 10019**

**(212) 489-2100**

**(Name, address and telephone number, including area code, of agent for service)**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a small reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price(2)</b>	<b>Amount of registration fee(3)</b>
Common Stock (\$.01 par value)	1,100,000 shares	\$1.26	\$1,386,000	\$161.05

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement covers, in addition to the number of shares of common stock, par value \$.01 per share ( Common Stock ) of the Registrant stated above, an indeterminate number of additional shares of Common Stock which may become issuable under the Registrant's 2009 Stock Incentive Plan, as amended (the Plan ) by reason of certain corporate transactions or events, including any stock dividend, stock split or any other similar transaction effected which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) The fee is based solely on the 1,100,000 shares of Common Stock newly available for issuance under the Plan and is estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act solely for purposes of calculating the registration fee and based upon the average of the high and low prices of the Common Stock reported by the Nasdaq Capital Market on June 8, 2015.
- (3) The registration fee has been calculated pursuant to Section 6(b) of the Securities Act by multiplying 0.0001162 by the proposed maximum aggregate offering price (as computed in accordance with Rule 457 under the Securities Act solely for the purpose of determining the registration fee of the securities registered hereby).

**Explanatory Note**

This Registration Statement on Form S-8 ( Registration Statement ) is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 1,100,000 shares of the common stock, par value \$0.01 per share, of Delcath Systems, Inc. (the Company or Registrant ), which may be issued pursuant to awards under the Plan. In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the contents of the prior registration statements on Form S-8 filed by the Company with respect to the Plan on May 19, 2010 (Registration No. 333-166956) and June 8, 2012 (Registration No. 333-182014), together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents of this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

- 5.1 Opinion of Morgan, Lewis & Bockius LLP
- 23.1 Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1)
- 23.2 Consent of Ernst & Young LLP
- 99.1 Delcath Systems, Inc. 2009 Stock Incentive Plan, as amended (incorporated by reference to Annex A to the Registrant s proxy statement on Schedule 14-A, filed April 29, 2015)

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 City of New York, State of New York on the 10th day of June, 2015.

DELCATH SYSTEMS, INC.

By /s/ Jennifer K. Simpson, Ph.D.  
Jennifer K. Simpson, Ph.D.  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Jennifer K. Simpson, Ph.D.	President and Chief Executive Officer	June 10, 2015
Jennifer K. Simpson, Ph.D.	(Principal Executive Officer)	
/s/ Barbra C. Keck, M.B.A.	Senior Vice President, Finance	June 10, 2015
Barbra C. Keck, M.B.A.	(Principal Financial Officer and Principal Accounting Officer)	
/s/ Roger G. Stoll, Ph.D.	Executive Chairman of the Board	June 10, 2015
Roger G. Stoll, Ph.D.		
/s/ Harold S. Koplewicz, M.D.	Director	June 10, 2015
Harold S. Koplewicz, M.D.		
/s/ Dennis H. Langer, M.D., J.D.	Director	June 10, 2015
Dennis H. Langer, M.D., J.D.		
/s/ Laura A. Philips, Ph.D., M.B.A.	Director	June 10, 2015
Laura A. Philips, Ph.D., M.B.A.	Director	
William D. Rueckert		

/s/ Marco Taglietti, M.D.

Director

June 10, 2015

Marco Taglietti, M.D.