

DELCATH SYSTEMS INC
Form 10-Q/A
October 04, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

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

For the quarterly period ended March 31, 2010.

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

For the transition period from _____ to _____

Commission File Number: 001-16133

DELCATH SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

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Delaware **06-1245881**
(State or other jurisdiction of **(I.R.S. Employer**
incorporation or organization) **Identification No.)**
810 Seventh Avenue, Suite 3505. New York, NY 10019

(Address of principal executive offices and Zip Code)

(212) 489-2100

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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 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 smaller reporting company) Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 4, 2010, 37,282,081 shares of the Company's common stock, \$0.01 par value, were outstanding.

EXPLANATORY NOTE

Delcath Systems, Inc. (the Company) is filing this Amendment No. 1 on Form 10-Q/A (Amendment) to its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2010 (the Original Form 10-Q), originally filed with the Securities and Exchange Commission (the Commission) on May 5, 2010, in response to comments received from the Commission in connection with a request for confidential treatment of certain portions of Exhibit 10.6 to the Original Form 10-Q. Item 6 of Part II of the Original Form 10-Q is hereby amended to include a revised redacted version of Exhibit 10.6, which is being filed herewith. In addition, in connection with the filing of this Amendment and pursuant to the rules of the Commission, the Company has included with this Amendment certain currently dated certifications.

Except as described above, no other changes have been made to the Original Form 10-Q. This Amendment speaks as of the original filing date of the Original Form 10-Q and does not reflect any events that occurred at a date subsequent to the filing of the Original Form 10-Q or modify or update those disclosures therein in any way.

PART II:

OTHER INFORMATION

Item 6. Exhibits

Exhibit

| No. | Description |
|---------|--|
| 10.1* | Lease Agreement, dated as of February 5, 2010, by and between the Company and SLG 810 Seventh Lessee LLC |
| 10.2*++ | Amendment No. 1. to the Form of Employee Stock Option Grant Letter, amended as of March 11, 2010, by and between the Company and Eamonn P. Hobbs |
| 10.3*++ | Employee Stock Option Grant Letter by and between the Company and Eamonn P. Hobbs, Grant Date January 4, 2010 |
| 10.4*++ | Form of Non-Statutory Stock Option Grant Letter |
| 10.5*++ | Form of Restricted Stock Agreement |
| 10.6 | Research and Distribution Agreement, dated as of February 9, 2010, by and between the Company and Chifu Trading Co., Ltd. |
| 10.7* | Amended and Restated Supply Agreement, dated May 4, 2010, by and between the Company and B. Braun Medical, Inc. |
| 31.1* | Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act |
| 31.2* | Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act |
| 31.3 | Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act |
| 31.4 | Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act |
| 32.1* | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2* | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

Portions of this exhibit have been redacted and filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request under Rule 24b-2 of the Securities Exchange Act of 1934, as amended

++ Indicates management contract or compensatory plan or arrangement

* Previously filed or furnished, as applicable, with Delcath Systems, Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 on Form 10-Q/A to be signed on its behalf by the undersigned thereunto duly authorized.

October 4, 2010

DELCATH SYSTEMS, INC.

By:

/s/ DAVID A. McDONALD

David A. McDonald
Chief Financial Officer

(Principal Financial Officer)

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