

DELCATH SYSTEMS, INC.
Form 4
June 15, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
STOLL ROGER G PHD

2. Issuer Name and Ticker or Trading Symbol
DELCATH SYSTEMS, INC.
[DCTH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O DELCATH SYSTEMS, INC., 1301 AVENUE OF THE AMERICAS, 43RD FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	06/10/2015		A	(A) or (D) Amount 57,500 (1)	\$ 0 79,145	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.19	06/10/2015		A	42,500	<u>(2)</u> 06/10/2015	Common Stock	42,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STOLL ROGER G PHD C/O DELCATH SYSTEMS, INC. 1301 AVENUE OF THE AMERICAS, 43RD FLOOR NEW YORK, NY 10019	X			

Signatures

/s/ Barbra C. Keck, pursuant to a Confirming Statement executed by Dr. Roger G. Stoll 06/15/2015

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) 20,000 of the restricted stock will vest at the earlier of (i) June 10, 2016 and (ii) the Issuer's next annual meeting of stockholders, subject to forfeiture in the event of certain circumstances and acceleration upon certain events. 37,500 of the restricted stock will vest ratably on June 10, 2016, 2017, and 2018, subject to forfeiture in the event of certain circumstances and acceleration upon certain events.
 - (2) 30,000 of the stock options will vest at the earlier of (i) June 10, 2016 and (ii) the Issuer's next annual meeting of stockholders, subject to forfeiture in the event of certain circumstances and acceleration upon certain events. 12,500 of the stock options will vest ratably on June 10, 2016, 2017, and 2018, subject to forfeiture in the event of certain circumstances and acceleration upon certain events.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.