

Edgar Filing: DELCATH SYSTEMS INC - Form 8-K

DELCATH SYSTEMS INC  
Form 8-K  
September 14, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 9, 2005

DELCATH SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

|                                                   |                          |                                      |
|---------------------------------------------------|--------------------------|--------------------------------------|
| Delaware                                          | 001-16133                | 06-1245881                           |
| (State or other jurisdiction of<br>incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

1100 Summer Street, Stamford, Connecticut 06905  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (203) 323-8668

N/A

(Former name or former address, if changes 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 3.02 Unregistered Sales of Equity Securities

Following the expiration at the close of business on September 9, 2005 of the offer by Delcath Systems, Inc. (the "Company") to exchange on a one for one basis the Redeemable Common Stock Purchase Warrants that it issued in connection with its initial public offering in 2000 (the "2000 Warrants") for its 2005 Redeemable Common Stock Purchase Warrants - Series A (the "Exchange Warrants"), 989,554 Exchange Warrants were issued. The 2000 Warrants that were tendered for exchange for Exchange Warrants were cancelled.

The Company claims an exemption from registration of the offer and sale of the Exchange Warrants pursuant to Section 3(a)(9) of the Securities Act of 1933 as a security exchanged by the issuer with existing security holders exclusively where no commission or other remuneration was paid or given directly or indirectly for soliciting such exchange.

Each of the Exchange Warrants has an exercise price of \$2.75 and, by its terms, will expire on December 31, 2005.

### Section 9 - Financial Statements and Exhibits

#### Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits:

| Exhibit | Description                                                                                                                                                                                                                                                                                                                                                              |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4       | Warrant Agreement dated as of July 22, 2005 between the Registrant and American Stock Transfer & Trust Company, as warrant agent, together with the form of 2005 Redeemable Common Stock Purchase Warrants - Series A (incorporated by reference to Exhibit 4 to Registrant's Quarterly Report on Form 10-QSB for the quarter ended June 30, 2005 (File No. 001-16133)). |

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### 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.

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By: /s/ M. S. KOLY

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M. S. Koly  
President and Chief Executive  
Officer

Date: September 14, 2005

EXHIBIT INDEX

| Exhibit | Description                                                                                                                                                                                                                                                                                                                                                              |
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