

DELCATH SYSTEMS INC
Form 8-K/A
June 10, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

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

Date of report (Date of earliest event reported): June 1, 2011

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) |
|---|---------------------------------------|---|

810 Seventh Avenue, Suite 3505, 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))

Explanatory Note:

On June 1, 2011, Delcath Systems, Inc. filed a Current Report on Form 8-K to report the preliminary voting results of each of the proposals submitted to a vote of the stockholders at its Annual Meeting of Stockholders, held on May 26, 2011. Delcath Systems, Inc. is filing this Form 8-K/A to amend and restate Item 5.07 of the Current Report on Form 8-K filed on June 1, 2011 to provide the final voting results.

Item 5.07. Submission of Matters to a Vote of Security Holders

Delcath Systems, Inc.'s Annual Meeting of Stockholders was held on May 26, 2011. Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders.

1. The nominees for election as Class II Directors, each for a three year term, were elected based upon the following vote:

| Nominees | Votes For | Withheld Authority | Broker Non-Votes |
|-------------------|------------|--------------------|------------------|
| Eamonn P. Hobbs | 11,391,700 | 2,218,253 | 23,992,315 |
| Douglas G. Watson | 11,816,444 | 1,793,509 | 23,992,315 |

2. The proposal to approve, on an advisory basis, the compensation of our named executive officers ("say-on-pay"), was approved based upon the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 10,701,228 | 2,655,674 | 253,053 | 23,992,313 |

3. The proposal to determine, on an advisory basis, the frequency of future "say-on-pay" votes received the following votes:

| Every 1 Year | Every 2 Years | Every 3 Years | Abstain | Broker Non-Votes |
|--------------|---------------|---------------|---------|------------------|
| 7,458,941 | 350,819 | 5,598,487 | 201,708 | 23,992,313 |

4. The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011 was approved based upon the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 35,594,137 | 1,943,609 | 64,522 | 0 |

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: June 10, 2011

| | | |
|--------|------------------|--|
| By: | /s/ Peter Graham | |
| Name: | | Peter Graham |
| Title: | | Executive Vice President, General Counsel |