



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

September 14, 2012

Via E-mail

Eamonn P. Hobbs  
Chief Executive Officer  
Delcath Systems, Inc.  
810 Seventh Avenue  
35<sup>th</sup> Floor  
New York, NY 10019

**Re: Delcath Systems, Inc.  
Registration Statement on Form S-3  
Filed August 31, 2012  
File No. 333-183675**

Dear Mr. Hobbs:

We have limited our review of your registration statement to those issues we have addressed in our comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. Where you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

Fee Table

1. We note that clauses (B) and (C) of footnote 2 to your registration statement fee table appear to fall outside the scope of Securities Act Rule 416. Please revise to track the language of Rule 416.

Selling Stockholders, 6

2. Please demonstrate your eligibility to omit the identities of the selling security holders in this prospectus in reliance on Rule 430B. From your current disclosure, it is not clear whether the initial offering transactions in which the selling security holders purchased the securities were completed, or that the securities have been issued and are outstanding. In this regard, please revise to describe more specifically the initial offering transaction or

transaction in which the securities were sold to the selling security holders. Refer to Rule 430B(b)(2).

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Eamonn P. Hobbs  
Delcath Systems, Inc.  
September 14, 2012  
Page 3

You may contact Tim Buchmiller at (202) 551-3635 or Mary Beth Breslin at (202) 551-3625 with any questions.

Sincerely,

/s/ Mary Beth Breslin for

Amanda Ravitz  
Assistant Director

cc (via e-mail): Andrea L. Nicolas, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP