

DELCATH SYSTEMS, INC.  
Form 8-K  
June 11, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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): June 10, 2015**

**DELCATH SYSTEMS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**

**001-16133**  
**(Commission**

**06-1245881**  
**(IRS Employer**

**of Incorporation)**

**File Number)**

**Identification Number)**

**1301 Avenue of the Americas, 43rd Floor, New York, New York 10019**

Edgar Filing: DELCATH SYSTEMS, INC. - Form 8-K  
(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))

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

The Company's Annual Meeting of Stockholders was held on June 10, 2015. 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 III Directors, each for a three year term, were elected based upon the following vote:

| <b>Nominees</b>              | <b>Votes For</b> | <b>Withheld Authority</b> | <b>Broker Non-Votes</b> |
|------------------------------|------------------|---------------------------|-------------------------|
| Roger G. Stoll, Ph.D         | 1,523,364        | 327,730                   | 7,041,365               |
| Dennis H. Langer, M.D., J.D. | 1,526,754        | 324,340                   | 7,041,365               |

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:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 1,478,842        | 348,671              | 23,581             | 7,041,365               |

3. The proposal to ratify the appointment of Grant Thornton, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015 was approved based upon the following votes:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 7,542,777        | 1,268,234            | 81,448             | 0                       |

4. The proposal to adopt an amendment to the Company's 2009 Stock Incentive Plan to increase the total number of shares of the Company's common stock reserved for issuance under the plan by 1,100,000 shares was approved based upon the following votes:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 1,474,747        | 354,918              | 21,429             | 7,041,365               |

**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 11, 2015

By: /s/ Jennifer K. Simpson, Ph.D.

Name: Jennifer K. Simpson, Ph.D.

Title: President and Chief Executive Officer