

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): **July 12, 2017**

DLH Holdings Corp.

(Exact name of registrant as specified in its charter)

COMMISSION FILE NUMBER: **0-18492**

New Jersey

(State or other jurisdiction of incorporation or organization)

22-1899798

(I.R.S. Employer Identification No.)

3565 Piedmont Road, NE

Atlanta, GA 30305

(Address and zip code of principal executive offices)

(866) 952-1647

(Registrant's telephone number, including area code)

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On July 12, 2017, the Board of Directors (the “Board”) of DLH Holdings Corp. (the “Company”) elected James P. Allen to its Board, effective immediately. In connection with this appointment, the Board expanded its size to eight directors. Mr. Allen will serve for an initial term expiring at the Company’s annual meeting of shareholders to be held in 2018 and until his successor shall have been elected and qualified, or until his earlier resignation or removal.

Mr. Allen has worked for over 40 years as a senior financial executive in the aerospace, defense and federal government information technology services industry. He previously served as executive vice president and chief financial officer of Global Defense Technology & Systems, Inc. (now known as Sotera Defense Solutions, Inc.), a provider of mission-critical systems and services to the national security agencies of the Federal Government. Prior to that, Mr. Allen served as the chief financial officer of Veridian Corporation, GRC International, Inc. and CACI International Inc., publicly traded companies in the Federal IT services sector.

As of the time of the filing of this Current Report on Form 8-K, no determination has been made as to which Board committees, if any, Mr. Allen will be appointed. There are no agreements or understandings between Mr. Allen and any other person pursuant to which he was appointed to the Board. Mr. Allen is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Allen will participate in the non-employee director compensation arrangements applicable to all non-employee directors of the Company as previously disclosed in the Company’s filings with the SEC, most recently in its definitive proxy statement dated December 29, 2016.

On July 18, 2017, the Company issued a press release announcing the election of Mr. Allen to the Board. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated by reference to Item 5.02 of this Current Report on Form 8-K.

Item 9.01 **Financial Statements and Exhibits**

(d) *Exhibits*

The following exhibit is attached to this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
99.1	Press Release dated July 18, 2017.

SIGNATURE

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.

DLH Holdings Corp.

By: /s/ Kathryn M. JohnBull

Name: Kathryn M. JohnBull

Title: Chief Financial Officer

Date: July 18, 2017

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated July 18, 2017.

For Immediate Release**Aerospace and Defense Executive Jim Allen Joins DLH Board of Directors**

Atlanta, Georgia (July 18, 2017)-DLH Holdings Corp. (NASDAQ: DLHC) today announced the appointment of James P. Allen to its board of directors effective immediately.

"Jim has been in leadership positions at some of our industry's finest organizations for years including serving and adding value at the board level," said DLH President and Chief Executive Officer Zach Parker. "He brings a wealth of financial experience and corporate development-related acumen to our company, and his counsel will be invaluable as we continue to grow the business and improve our long-term financial performance."

Mr. Allen has worked for more than 40 years as a senior financial executive in the aerospace, defense, and Federal Government information technology (IT) services industries. He previously served as executive vice president and chief financial officer (CFO) of Global Defense Technology & Systems, Inc. (now known as Sotera Defense Solutions, Inc.), a provider of mission-critical systems and services to the national security agencies of the Federal Government. Prior to this, Mr. Allen served as the senior vice president and CFO of Veridian Corporation, a publicly traded Federal IT services contractor. He also has served as CFO for both GRC International, Inc., and CACI International Inc., publicly traded companies in the Federal IT services sector. His experience covers a broad range of public and private financing activities and extensive work in investor relations as well as mergers and acquisitions.

"Jim Allen's experience driving growth, effectively deploying capital, and meeting compliance requirements are well aligned with our priorities. He will be a great addition to our team and play an important role in the continued success of DLH," added DLH CFO Kathryn JohnBull.

Mr. Allen currently serves on the boards of several companies in the Federal technology services sector including the following: non-executive chair of the board of Applied Research Associates, Inc.; member of the board of directors, chair of the audit committee, and member of the compensation committee of NCI, Inc.; and a director of Preferred Systems Solutions, Inc.

About DLH

DLH (NASDAQ: DLHC) serves clients throughout the United States as a healthcare and human services provider to the Federal Government. The company's three primary market domains include defense and veterans' health services, human services and solutions, and public health and life sciences. DLH has more than 1,400 employees working throughout the country. For more information, visit the corporate website at www.dlhcorp.com.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995:

This press release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to future events or DLH's future financial performance. Any statements that are not statements of historical fact (including without limitation statements to the effect that the company or its management "believes," "expects," "anticipates," "plans," "intends," and similar expressions) should be considered forward-looking statements that involve risks and uncertainties that could cause actual events or DLH's actual results to differ materially from those indicated by the forward-looking statements. For a discussion of such risks and uncertainties, see "Risk Factors" in the company's periodic reports filed with the U.S. Securities and Exchange Commission, including our annual report on Form 10-K for the fiscal year ended September 30, 2016. The forward-looking statements contained in this press release are made as of the date hereof and may become outdated over time. The company does not assume any responsibility for updating forward-looking statements.

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