

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>WYNNEFIELD PARTNERS SMALL CAP VALUE LP</b> <hr/> (Last) (First) (Middle) <b>450 SEVENTH AVENUE</b> <b>SUITE 509</b> <hr/> (Street) <b>NEW YORK NY 10123</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>DLH Holdings Corp. [ DLHC ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <b>09/29/2016</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	09/29/2016		X		79,047	A	\$3.73 <sup>(1)</sup>	1,236,932	D <sup>(2)</sup>	
Common Stock, par value \$0.001 per share	09/29/2016		X		143,677	A	\$3.73 <sup>(1)</sup>	2,248,231	I	See Footnote <sup>(3)(4)</sup>
Common Stock, par value \$0.001 per share	09/29/2016		X		66,429	A	\$3.73 <sup>(1)</sup>	1,039,470	I	See Footnote <sup>(5)(6)</sup>
Common Stock, par value \$0.001 per share	09/29/2016		X		9,681	A	\$3.73 <sup>(1)</sup>	151,487	I	See Footnote <sup>(7)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Subscription Rights (Right to Buy)	\$3.73	09/29/2016		X			79,047	08/19/2016	09/21/2016	Common Stock	79,047	(1)	0	D <sup>(2)</sup>	
Subscription Rights (Right to Buy)	\$3.73	09/29/2016		X			143,677	08/19/2016	09/21/2016	Common Stock	143,677	(1)	0	I	See Footnote <sup>(3)(4)</sup>
Subscription Rights (Right to Buy)	\$3.73	09/29/2016		X			66,429	08/19/2016	09/21/2016	Common Stock	66,429	(1)	0	I	See Footnote <sup>(5)(6)</sup>
Subscription Rights (Right to Buy)	\$3.73	09/29/2016		X			9,681	08/19/2016	09/21/2016	Common Stock	9,681	(1)	0	I	See Footnote <sup>(7)</sup>

1. Name and Address of Reporting Person\*  
**WYNNEFIELD PARTNERS SMALL CAP VALUE LP**  


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 (Last) (First) (Middle)  
**450 SEVENTH AVENUE**  
**SUITE 509**  


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 (Street)  
**NEW YORK NY 10123**  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD PARTNERS SMALL CAP VALUE LP I

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)  
NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)  
NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD CAPITAL MANAGEMENT LLC

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)  
NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD CAPITAL INC

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)  
NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Wynnefield Capital, Inc. Profit Sharing Plan

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)  
NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

OBUS NELSON

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)  
NEW YORK NY 10123

(City) (State) (Zip)

## 1. Name and Address of Reporting Person \*

LANDES JOSHUA

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509(Street)  
NEW YORK NY 10123

(City) (State) (Zip)

**Explanation of Responses:**

- Pursuant to a Subscription Rights Offering launched by the Issuer on August 19, 2016, which the Issuer offered all shareholders the right to purchase 0.06827 shares of the Company's common stock at a price of \$3.73 per whole share (the "Rights Offering"), Wynnefield Partners Small Cap Value, LP, Wynnefield Partners Small Cap Value, LP I, Wynnefield Small Cap, Value Offshore, Ltd. and Wynnefield Capital, Inc. Profit Sharing Plan acquired and exercised subscription rights to purchase, in the aggregate, 298,834 shares of the Issuer's Common Stock. The Rights Offering expired on September 21, 2016 and the transactions reported in this statement closed on September 29, 2016.
- The Reporting Person directly beneficially owns 1,236,932 shares of common stock, of which 79,047 shares were acquired through the exercise of subscription rights in the Rights Offering. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.
- The Reporting Person has an indirect beneficial ownership interest in 2,248,231 shares of Common Stock, of which 143,677 shares were acquired through the exercise of subscription rights in the Rights Offering, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I, as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P. I, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. I directly beneficially owns.
- Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.
- The Reporting Person has an indirect beneficial ownership interest in 1,039,470 shares of Common Stock, of which 66,429 shares were acquired through the exercise of subscription rights in the Rights Offering, which are directly beneficially owned by Wynnefield Small Cap Value Offshore, Ltd., as members of a group under Section 13(d) Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.
- Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.
- The Reporting Person has an indirect beneficial ownership interest in 151,487 shares of Common Stock, of which 9,681 shares were acquired through the exercise of subscription rights in the Rights Offering, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13(d) Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. Profit Sharing Plan is an employee profit sharing plan. Nelson Obus and Joshua Landes, as co-trustees of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

**Remarks:**

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the securities described in this statement, except to the extent of their individual respective pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that any of the Reporting Owners identified in this statement are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement other than those directly beneficially owned by them.

<u>/s/ Nelson Obus, Managing Member, WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.</u>	<u>10/03/2016</u>
<u>/s/ Nelson Obus, Managing Member, WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I</u>	<u>10/03/2016</u>
<u>/s/ Nelson Obus, President, WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.</u>	<u>10/03/2016</u>
<u>/s/ Nelson Obus, Managing Member, WYNNEFIELD CAPITAL MANAGEMENT, LLC</u>	<u>10/03/2016</u>
<u>/s/ Nelson Obus, President, WYNNEFIELD CAPITAL, INC.</u>	<u>10/03/2016</u>
<u>/s/ Nelson Obus, General Partner, WYNNEFIELD CAPITAL INC. PROFIT SHARING PLAN</u>	<u>10/03/2016</u>
<u>/s/ Nelson Obus, individually</u>	<u>10/03/2016</u>
<u>/s/ Joshua Landes, individually</u>	<u>10/03/2016</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**