

**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): March 14, 2024**

**DLH Holdings Corp.**

(Exact name of Registrant as Specified in its Charter)

New Jersey  
(State or Other Jurisdiction of  
Incorporation)

0-18492  
(Commission File Number)

22-1899798  
(I.R.S. Employer Identification No.)

**3565 Piedmont Road, NE, Building 3, Suite 700**

**Atlanta, GA 30305**

(Address of Principal Executive Offices, and Zip Code)

(770) 554-3545  
Registrant's telephone number, including Area Code

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	DLHC	Nasdaq Capital Market

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 7.01 Regulation FD Disclosure

In its previous filings under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including its Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2023, DLH Holdings Corp. (“DLH” or the “Company”) disclosed that the Department of Veterans Affairs (the “VA”) had issued a request for proposal for healthcare logistics and pharmacy services for each of its Consolidated Mail Outpatient Pharmacy (“CMOP”) locations. Accordingly, there are a total of eight separately competed procurements pertaining to this program.

The procurements were set-aside for a service-disabled veteran owned small business (“SDVOSB”) as the prime contractor. In January 2023, DLH responded to each request for proposal (“RFP”) as a joint venture partner with an SDVOSB prime contractor. Each of the eight procurements are being evaluated separately and may be subject to differing timelines for award. While the acquisition process is being conducted, DLH has continued to operate as the prime contractor for all CMOP locations.

As previously reported, on February 22, 2024, DLH was advised that the VA had made an award decision for the Chelmsford CMOP Staffing Services location to an SDVOSB unrelated to DLH. Between the announcement of the award and the commencement of the contract, Federal acquisition guidelines provide each of the 17 competitors for this contract the right to a debriefing to explain the results. Based on the debriefing, a bidder may then contest the decision. The Company’s joint venture is vigorously pursuing its remedies under the Federal acquisition regulations.

Further, the Company expects that the VA will continue to evaluate the eight separately competed procurements submitted in January 2023 and award the resultant five-year contracts by September 30, 2024. Each of the RFPs associated with those five-year procurements provides for a 90-day transition period. We remain confident in our joint venture’s ability to compete effectively through the evaluation process.

As reported on Form 10-Q for the fiscal quarter ended December 31, 2023, the prime contracts under which DLH continues to operate had a period of performance ending on February 29, 2024. For the past seven years, these prime contracts had been extended from time to time prior to their expiration date. The VA has again extended these prime contracts through April 30, 2024.

The VA has apparently reconsidered its options for achieving the transition of CMOP operations to an SDVOSB provider and on March 14, 2024, the VA issued Notices of Intent to Award Sole Source Procurements for healthcare logistics and pharmacy services by location to various SDVOSBs, including the joint venture between DLH and its SDVOSB partner, for durations of up to three months. The Notices of Intent to Award Sole Source Procurements do not specify the term, start date or scope of these sole source procurements.

The Company believes it is impractical to negotiate a sole source contract and effect a transition of operations for the short durations provided in these notices. Accordingly, DLH also believes it is unlikely that VA will complete these actions given the imminent decision dates of the five-year set-aside contracts. Therefore, we believe that it is likely that we will continue providing healthcare logistics and pharmacy services until award decisions on the five-year contracts are completed. Due to the foregoing, the materiality of the impact of the potential loss of some or all of these extensions cannot be evaluated at this time.

The extensions contemplated by the Notices of Intent remain subject to completion of the VA’s acquisition process and the timeline for the completion of the acquisition process for the Chelmsford award and the evaluation of the seven additional procurements are ongoing. Accordingly, this filing reflects the information available to DLH regarding these matters at the present time. For further background information on DLH’s VA CMOP contracts, refer to our Annual Report on Form 10-K for the fiscal year ended September 30, 2023, as well as reports filed thereafter.

All statements in this Current Report on Form 8-K that do not directly and exclusively relate to historical facts constitute “forward-looking statements.” These statements represent DLH’s intentions, plans, expectations and beliefs, and are subject to risks, uncertainties and other factors many of which are outside DLH’s control. These factors could cause actual results to differ materially from such forward-looking statements. For a written description of these factors, see the section titled “Risk Factors” in DLH’s Annual Report on Form 10-K for the fiscal year ended September 30, 2023 and any updating information in subsequent SEC filings. DLH disclaims any intention or obligation to update these forward-looking statements whether as a result of subsequent events or otherwise, except as required by law.

The information furnished pursuant to Item 7.01 of this Current Report shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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**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

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Name: Kathryn M. JohnBull

Title: Chief Financial Officer

Date: March 20, 2024