

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WYNNEFIELD PARTNERS SMALL CAP VALUE LP</u> (Last) (First) (Middle) 450 SEVENTH AVENUE SUITE 509 (Street) NEW YORK NY 10123 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DLH Holdings Corp. [DLHC]</u>	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) 05/02/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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			

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					
Warrant to purchase common stock	\$3.73	05/02/2016		J		17,694		11/02/2016	11/02/2021	Common Stock	17,694	(1)	17,694	D ⁽²⁾
Warrant to purchase common stock	\$3.73	05/02/2016		J		25,201		11/02/2016	11/02/2021	Common Stock	25,201	(1)	25,201	I See Footnote ⁽³⁾
Warrant to purchase common stock	\$3.73	05/02/2016		J		10,724		11/02/2016	11/02/2021	Common Stock	10,724	(1)	10,724	I See Footnote ⁽⁴⁾

1. Name and Address of Reporting Person*
WYNNEFIELD PARTNERS SMALL CAP VALUE LP
 (Last) (First) (Middle)
 450 SEVENTH AVENUE
 SUITE 509
 (Street)
 NEW YORK NY 10123
 (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		
<hr/>		
(Street)		
NEW YORK	NY	10123
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. On May 2, 2016, Wynnefield Partners Small Cap Value, LP, Wynnefield Partners Small Cap Value, LP I and Wynnefield Small Cap Value Offshore, Ltd. (collectively, the "Purchasers") entered into a Note Purchase Agreement (the "Purchase Agreement") with the Issuer, pursuant to which the Purchasers purchased an aggregate principal amount of \$2,500,000 of subordinated debentures of the Issuer. The warrants to purchase common stock reported in this statement were issued in consideration of the Purchasers entering into the Purchase Agreement.
2. The Reporting Person directly beneficially owns 17,694 warrants to purchase common stock. 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 warrants 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 warrants that the Reporting Person directly beneficially owns.
3. The Reporting Person has an indirect beneficial ownership interest in 25,201 warrants to purchase common stock, 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 warrants 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 warrants that the Reporting Person directly beneficially owns.
4. The Reporting Person has an indirect beneficial ownership interest in 10,724 warrants to purchase common stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore, Ltd., as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "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 warrants 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 warrants that Wynnefield Small Cap Value Offshore Fund, Ltd. 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>05/04/2016</u>
<u>/s/ Nelson Obus, Managing Member, WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I</u>	<u>05/04/2016</u>
<u>/s/ Nelson Obus, President, WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.</u>	<u>05/04/2016</u>
<u>/s/ Nelson Obus, Managing Member, WYNNEFIELD CAPITAL MANAGEMENT, LLC</u>	<u>05/04/2016</u>
<u>/s/ Nelson Obus, President, WYNNEFIELD CAPITAL, INC.</u>	<u>05/04/2016</u>
<u>/s/ Nelson Obus, General Partner, WYNNEFIELD CAPITAL INC. PROFIT SHARING PLAN</u>	<u>05/04/2016</u>
<u>/s/ Nelson Obus, individually.</u>	<u>05/04/2016</u>
<u>/s/ Joshua Landes, individually.</u>	<u>05/04/2016</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.