

**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 31, 2020

DLH Holdings Corp.
(Exact Name of Registrant as Specified in 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)

(866)952-1647
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 (see General Instruction A.2. below):

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communication 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 of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 31, 2020, the Board of Directors (the “Board”) of DLH Holdings Corp. (the “Company”) elected Stephen J. Zelkowitz to the Board effective immediately. Mr. Zelkowitz will serve for an initial term expiring at the Company’s annual meeting of shareholders to be held in 2021 and until his successor shall have been elected and qualified, or until his earlier resignation or removal. The Board has determined that Mr. Zelkowitz is an “independent director” in accordance with the Nasdaq Stock Market listing standards and appointed Mr. Zelkowitz to its Management Resources and Compensation Committee.

As of the date of this report, neither Mr. Zelkowitz, nor any of his immediate family members, is a party, either directly or indirectly, to any transaction that would be required to be reported pursuant to Item 404(a) of Regulation S-K. The election of Mr. Zelkowitz to the Board was recommended by Wynnefield Capital, Inc., the largest shareholder of the Company. There was no plan, contract or arrangement that was entered into or materially modified in connection with Mr. Zelkowitz’s election and Mr. Zelkowitz will be compensated consistent with the Company’s compensation programs for non-employee directors as previously disclosed in the Company’s filings with the SEC, most recently in its definitive proxy statement dated January 28, 2020.

Mr. Zelkowitz, has served as an equity research analyst at Wynnefield Capital, Inc., an investment firm specializing in small, publicly-traded companies since 1999. Mr. Zelkowitz holds a B.A. from the University of Pennsylvania and a M.B.A. from Columbia University.

A copy of the Company’s press release regarding Mr. Zelkowitz’s election is filed as Exhibit 99.1 to this Form 8-K and incorporated herein by reference

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is being filed as part of this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
<u>99.1</u>	<u>Press Release dated August 5, 2020</u>

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: August 5, 2020



DLH Announces Appointment to its Board of Directors

ATLANTA, Aug. 05, 2020 (GLOBE NEWSWIRE) --

DLH Holdings Corp. (NASDAQ: DLHC) ("DLH" or the "Company") today announced the appointment of Stephen J. Zelkowitz to its board of directors, effective immediately, with an initial term expiring with the 2021 Annual Shareholder's Meeting. With this addition, there will be eight members on the Company's Board.

"I am pleased to welcome Steve to our Board of Directors at this exciting time in our history," said DLH President and Chief Executive Officer Zach Parker. "He brings strong analytical skills and a depth of knowledge honed within the capital markets industry, including 20 years' experience with Wynnefield Capital, our largest shareholder and his current firm. He has served on the boards of companies, both public and private, and we are confident his expertise and business acumen will add important perspective to our Board. His counsel will be invaluable as we continue to grow the business and work to generate shareholder value."

Mr. Zelkowitz currently serves on the board of Summer Infant, Inc. (NASDAQ:SUMR), where he is chair of the Governance and Nominating Committee and a member of the Compensation Committee. Mr. Zelkowitz holds a B.A. from the University of Pennsylvania and a M.B.A. from Columbia University.

About DLH

DLH (NASDAQ:DLHC) serves federal government clients throughout the United States and abroad delivering technology enabled solutions in key health and human services programs. The Company's seven core competencies include secure data analytics, clinical trials and laboratory services, case management, performance evaluation, system modernization, operational logistics and readiness, and strategic digital communications. DLH has over 2,000 employees serving numerous government agencies. 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 refer to expectations, projections or other characterizations of future events or circumstances or 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 which could cause actual events or DLH's actual results to differ materially from those indicated by the forward-looking statements. These statements reflect our belief and assumptions as to future events that may not prove to be accurate. Our actual results may differ materially from such forward-looking statements made in this release due to a variety of factors, including: the outbreak of the novel coronavirus ("COVID-19"), including the measures to reduce its spread, and its impact on the economy and demand for our services, are uncertain, cannot be predicted, and may precipitate or exacerbate other risks and uncertainties; the risk that we will not realize the anticipated benefits of an acquisition; contract awards in connection with re-compete for present business and/or competition for new business; compliance with bank financial and other covenants; changes in client budgetary priorities; government contract procurement (such as bid protest, small business set asides, loss of work due to organizational conflicts of interest, etc.) and termination risks; the ability to successfully integrate the operations of future acquisitions; and other risks described in our SEC filings. For a discussion of such risks and uncertainties which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in the Company's periodic reports filed with the SEC, including our Annual Report on Form 10-K for the fiscal year ended September 30, 2019, as well as subsequent reports filed thereafter. The forward-looking statements contained herein are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our industry and business. Such forward-looking statements 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, except as may be required by law.

CONTACTS:

INVESTOR RELATIONS

Chris Witty
Phone: 646-438-9385
cwitty@darrowir.com

