

**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 18, 2021**

**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)**

(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 (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 or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

In December 2020, the board of directors of DLH Holdings Corp. (the “Company”) adopted, subject to shareholder approval, an amendment to its 2016 Omnibus Equity Incentive Plan (the “2016 Plan”) to increase the number of authorized shares of common stock available for issuance under that plan by 1,500,000 shares (the “Proposal”). On March 18, 2021, the Proposal was approved by the Company’s shareholders at the Company’s Annual Meeting of Shareholders. The foregoing summary description of the amendment to the 2016 Plan is qualified in its entirety by reference to the actual terms of the 2016 Plan, as amended, which was attached as Annex A of the Company’s definitive proxy statement for the Annual Meeting (the “Proxy Statement”), as filed with the Securities and Exchange Commission on January 28, 2021. For additional information regarding the Proposal, shareholders are encouraged to refer to Proposal 3 of the Proxy Statement.

**Item 5.07            Submission of matter to a Vote of Security Holders.**

On

March 18, 2021, the Company held its 2021 Annual Meeting of Shareholders. Only shareholders of record as of the close of business on January 25, 2021 were entitled to vote at the Annual Meeting. As of the record date, 12,543,906 shares of common stock of the Company were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 10,637,206 shares of common stock of the Company were represented, in person or by proxy, constituting a quorum. The proposals presented to the Company’s shareholders at the Annual Meeting are described in detail in the Company’s Proxy Statement filed on January 28, 2021. The final results for each proposal are set forth below.

**Proposal 1 – Election of eight directors nominated by the Board to serve until the Company’s 2022 Annual Meeting and until their respective successors are duly elected and qualified**

The eight nominees who received the highest number of votes (all of the below individuals) were elected to the board of directors to hold office for a one-year term and until their respective successors are elected and qualified. The shareholders voted to elect the following directors by the votes indicated below:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
James P. Allen	8,640,128	89,915	1,907,163
Martin J. Delaney	8,611,146	118,897	1,907,163
Dr. Elder Granger	8,638,691	91,352	1,907,163
Dr. Frances M. Murphy	8,638,470	91,573	1,907,163
Zachary C. Parker	8,647,448	82,595	1,907,163
Frederick G. Wasserman	8,629,929	100,114	1,907,163
Austin J. Yerks III	8,588,716	141,327	1,907,163
Stephen J. Zelkowicz	8,629,860	100,183	1,907,163

### Proposal 2 – Advisory Vote on the Compensation of the Company’s Named Executive Officers

The shareholders approved, on an advisory basis, the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K and contained in the Company’s Proxy Statement, by the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
8,513,390	192,859	23,794	1,907,163

### Proposal 3- Approval of the Amendment to the 2016 Omnibus Equity Incentive Plan

The shareholders voted to approve the amendment to the Company’s 2016 Plan, by the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
7,327,702	1,385,678	16,663	1,907,163

### Proposal 4 – Ratification of Selection of Independent Registered Public Accounting Firm

The shareholders voted to ratify the appointment of Withum, Smith + Brown, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2021, by the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
10,612,544	19,081	5,581

### 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>
10.1	2016 Omnibus Equity Incentive Plan, as amended (incorporated by reference to Annex A of the Company’s Proxy Statement dated January 28, 2021).

**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 22, 2021