

**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 10, 2022**

**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

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

On March 10, 2022, DLH Holdings Corp. (the “Company”) held its 2022 Annual Meeting of Shareholders. Only shareholders of record as of the close of business on January 19, 2022 were entitled to vote at the Annual Meeting. As of the record date, 12,767,888 shares of common stock of the Company were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 11,138,140 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, 2022. 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 2023 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:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
James P. Allen	8,987,509	479,947	1,670,684
Martin J. Delaney	8,507,435	960,021	1,670,684
Dr. Elder Granger	9,367,547	99,909	1,670,684
Dr. Frances M. Murphy	8,287,229	1,180,227	1,670,684
Zachary C. Parker	9,367,617	99,839	1,670,684
Frederick G. Wasserman	9,366,572	100,884	1,670,684
Austin J. Yerks III	8,736,028	731,428	1,670,684
Stephen J. Zelkowicz	9,317,553	149,903	1,670,684

**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>
9,230,439	226,145	10,872	1,670,684

**Proposal 3 – 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, 2022, by the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
11,125,332	10,930	1,878

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**Item 9.01** Financial Statements and Exhibits

(d) *Exhibits*

The following exhibit is attached to this Current Report on Form 8-K:

<b><u>Exhibit Number</u></b>	<b><u>Exhibit Title or Description</u></b>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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 15, 2022