

**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): **June 25, 2012**

DLH Holdings Corp.

(Exact name of registrant as specified in its charter)

COMMISSION FILE NUMBER: **0-18492**

New Jersey

(State or other jurisdiction of incorporation or organization)

22-1899798

(I.R.S. Employer Identification No.)

**1776 Peachtree Street, N.W.
Atlanta, GA 30309**

(Address and zip code of principal executive offices)

(866) 952-1647

(Registrant's telephone number, including area code)

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))

Item 5.03 Amendments to Articles of Incorporation; Change in Fiscal Year.

On June 25, 2012, TeamStaff, Inc. (the "Company") filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation to change its corporate name to "DLH Holdings Corp." The Company's stockholders previously approved the amendment to the Amended and Restated Certificate of Incorporation to change the Company's name at the Company's Annual Meeting of Stockholders which was held on February 16, 2012. The Certificate of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K. The Company published a press release announcing the change of its name on June 26, 2012, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 8.01 Other Events.

Effective June 27, 2012, the Company's common stock, which previously traded under the ticker symbol "TSTF" on The Nasdaq Capital Market, will begin trading under the new ticker symbol "DLHC". The Company's common stock has been assigned a new CUSIP number of 23335Q100 in connection with the name change. Outstanding stock certificates for shares of the Company's common stock are not affected by the name change and continue to be valid and need not be exchanged.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Exhibit Title or Description
-------------------	------------------------------

- | | |
|-----|---|
| (d) | 3.1 Certificate of Amendment to Certificate of Incorporation. |
| | 99.1 Press Release of DLH Holdings Corp. |

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/ Zachary C. Parker

Name: Zachary C. Parker

Title: Chief Executive Officer

Date: June 26, 2012

3

EXHIBIT INDEX

Exhibit Number	Description
3.1	Certificate of Amendment to Certificate of Incorporation.
99.1	Press Release of DLH Holdings Corp.

4

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
TEAMSTAFF, INC.**

The undersigned has executed this Certificate of Amendment under Section 14A:9-2(4) of the New Jersey Business Corporation Act for the purpose of amending its Amended and Restated Certificate of Incorporation.

1. NAME

The name of this Corporation is TeamStaff, Inc.

2. AMENDMENTS TO THE CERTIFICATE OF INCORPORATION

The following amendment to the Amended and Restated Certificate of Incorporation was approved by the directors of the Corporation and thereafter duly adopted by the shareholders of the Corporation on February 16, 2012:

Resolved, that Article FIRST of the Amended and Restated Certificate of Incorporation be amended to read as follows:

“FIRST: The name of the corporation is DLH Holdings Corp.”

3. DATE OF ADOPTION BY THE SHAREHOLDERS

The amendment to the Amended and Restated Certificate of Incorporation was adopted by the shareholders of this Corporation on February 16, 2012.

At the time of such adoption, 6,074,933 shares of common stock were entitled to vote thereon, and the vote was as follows:

4,537,281 shares voted in favor of adoption.

264,498 shares voted against adoption.

11,940 shares abstained.

4. EFFECTIVE DATE OF THE AMENDMENT

The amendments to the Amended and Restated Certificate of Incorporation become effective on the day that this Certificate of Amendment is filed in the office of the New Jersey Department of Treasury.

IN WITNESS WHEREOF, the undersigned hereby certify that the information set forth in this Certificate of Amendment is true and complete.

TEAMSTAFF, INC.

/s/ Zachary C. Parker

Zachary C. Parker
Chief Executive Officer and President

Dated: June 22, 2012

**FOR IMMEDIATE RELEASE****CONTACTS:**

Zachary C. Parker, President and Chief Executive Officer
DLH Holdings Corp.
 1776 Peachtree Street, NW
 Atlanta, GA 30309
 866-952-1647

(Investor Relations)
 Donald C. Weinberger/Adam Lowensteiner
Wolfe Axelrod Weinberger Associates, LLC
 212-370-4500
 don@wolfeaxelrod.com
 adam@wolfeaxelrod.com

Christy N. Buechler, Marketing & Communications Manager (Media)
DLH Holdings Corp.
 404-985-8818
 christy.buechler@teamstaff.com

TEAMSTAFF ANNOUNCES NAME CHANGE TO DLH HOLDINGS CORP.

- New Ticker Symbol "DLHC" Effective June 27, 2012 —

Atlanta, Georgia — June 26, 2012 — TeamStaff, Inc. (Nasdaq: TSTF), a leading healthcare and logistics services provider to the Federal Government, including the Departments of Defense and Veterans Affairs, announced today that the Company has filed an amendment to its certificate of incorporation to implement the previously announced change in its corporate name and effective immediately, the Company's new name is DLH Holdings Corp. The Company's common shares will continue to trade on the Nasdaq Capital Market and its new ticker symbol will be "DLHC" effective June 27, 2012 at the market's open. Outstanding stock certificates are not affected by the name change and will not need to be changed.

The name change is a reflection of the Company's refined and enhanced business strategy which began approximately two years ago. In recent months the Company undertook a major rebranding effort, which included the change in corporate name of our principal operating subsidiary to DLH Solutions, Inc., the launch of a new corporate website at www.dlhcorp.com, and other communications and marketing measures to establish the "DLH" brand and create associated brand equity.

Mr. Zach Parker, President and CEO of DLH Holdings, stated "We are pleased to change our corporate name to DLH Holdings Corp. as part of the implementation of our comprehensive rebranding efforts. Our management and our board of directors believe that the corporate name change will better reflect our corporate identity and competitive advantages in the Federal health delivery, logistics and technical services markets. Appropriately so, the letters "DLH" of our new name serves as an acronym for our key market focus of Defense, Logistics and Health, which are the three principle lines of services we anticipate to leverage our core competencies toward profitable growth."

About DLH Holdings Corp. (formerly TeamStaff, Inc.)

DLH serves clients throughout the United States as a full-service provider of healthcare, logistics, and technical support services to DoD and Federal agencies. For more information, visit the corporate web site at www.dlhcorp.com.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995:

This press release may contain forward-looking statements. These statements relate to future events or DLH's future financial performance. Any statements that are not statements of historical fact (including without limitation statements to the effect that the Company or its management "believes", "expects", "anticipates", "plans" (and similar expressions) should be considered forward looking statements. There are a number of important factors that could cause DLH's actual results to differ materially from those indicated by the forward looking statements, including those factors described under "Risk Factors" in the Company's prospectus included as part of the Registration Statement on Form S-1 filed by the Company in connection with the Rights Offering and in its periodic reports filed with the Securities and Exchange Commission from time to time. Given these risks and uncertainties, you are cautioned not to place undue reliance on forward-looking statements. DLH undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events, changes in expectation or otherwise, except as required by law.

###
