SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Granger Elder	**DLH Holdings Corp.** [DLHC]	X Director 10% Owner
(Last) (First) (Middle)		Officer (give title below) Other (specify below)
DLH HOLDINGS CORP.	3. Date of Earliest Transaction (Month/Day/Year) 09/29/2016	
3565 PIEDMONT ROAD, NE. BLDG 3-700		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
ATLANTA GA 30305		X Form filed by One Reporting Person
(City) (State) (Zip)		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			
Common Stock	09/29/2016		X		1,024[1]	A	$3.73	16,024	D	
Common Stock	09/29/2016		M		12,500	A	$1.88	28,524	D	

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	Title	Amount or Number of Shares				
Common Stock[2]	$3.73	09/29/2016		X			15,000	08/19/2016	09/21/2016	Common Stock	1,024	$0	0	D	
Stock Options	$1.88	09/29/2016		M			12,500[3]	10/11/2011	11/11/2016	Common Stock	12,500	$0	0	D	

Explanation of Responses:

1. Represents shares of the issuer's common stock purchased by the reporting person from the exercise of his basic subscription rights in the issuer's rights offering issued pro rata to holders of common stock of DLH Holdings Corp. on the August 19, 2016 record date for the rights offering. The closing of the rights offering occurred on September 29, 2016.

2. Subscription Rights (right to buy)

3. Reflects exercise of previously granted stock options to the reporting person pursuant to the Company's 2006 Long Term Incentive Plan, as amended.

Remarks:

/s/Elder Granger   10/03/2016

** Signature of Reporting Person   Date