

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 21, 2019**

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.)

3565 Piedmont Road, NE

Atlanta, GA 30305

(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))

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.

{N0213343 }

Item 7.01 Regulation FD Disclosure.

On March 21, 2019, DLH Holdings Corp. (the "Company") will make a presentation at its Annual Meeting of Shareholders, being held at 10:00 a.m., New York time, at the offices of Becker & Poliakoff, LLP in New York, N.Y. A copy of the Company's presentation materials is furnished as Exhibit 99.1 to this Current Report on Form 8-K and has also been posted in the Investor Relations section of the Company's website, at: <https://dlhcorp.investorroom.com/presentations>.

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is "furnished" and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Furthermore, the information in this report shall not be deemed incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, unless any such subsequent filing specifically references the information incorporated by reference herein.

Cautionary Statements

All statements in this Current Report on Form 8-K, including Exhibit 99.1 furnished herewith, that do not directly and exclusively relate to historical facts constitute "forward-looking statements." These statements represent the Company's intentions, plans, expectations and beliefs, and are subject to risks, uncertainties and other factors many of which are outside the Company's control. These factors could cause actual results to differ materially from such forward-looking statements. For a written description of these factors, see the section titled "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2018 and any updating information in subsequent SEC filings. The Company disclaims any intention or obligation to update these forward-looking statements whether as a result of subsequent event or otherwise, except as required by law.

Item 9.01 Financial Statements and Exhibits

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

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
99.1	Presentation Materials of DLH Holdings Corp. dated March 21, 2019

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: March 21, 2019

EXHIBIT INDEX

Exhibit
Number

Description

[99.1](#) [Presentation Materials of DLH Holdings Corp. dated March 21, 2019](#)

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Annual Shareholders Meeting

March 21, 2019

NASDAQ: DLHC



Forward-looking Statements

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

This presentation 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 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. Those risks and uncertainties include, but are not limited to, the following: failure to achieve contract awards in connection with re-competes for present business and/or competition for new business; the risks and uncertainties associated with client interest in and purchases of new services; 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 our recent and any 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, 2018, as well as interim quarterly filings thereafter. The forward-looking statements contained herein 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.

Agenda



OVERVIEW



FINANCIAL HIGHLIGHTS



QUESTIONS AND ANSWERS



Zach Parker
President & CEO
DLH Corporation



Kathryn M. JohnBull
Chief Financial Officer,
DLH Corporation



Overview



CORPORATE HIGHLIGHTS

- **Founded in 1969** and **public since 1986** (NASDAQ:DLHC)
- Fiscal Year 2018 Revenue over \$133 million
- Over 1,600 employees supporting government customer programs which serve millions of citizens



GEOGRAPHIC PRESENCE

- Corporate Offices in Atlanta, Georgia and the National Capital Region (Washington DC Metro area)
- Employees operating in 45 states
- Staff in 7 global locations



CUSTOMER SATISFACTION

- Superior results achieved for our customers
- Decades-long relationships with key Federal customers
- National recognition for innovative change and technology solutions



CORE BUSINESS AREAS

- Department of Defense and Veteran Health Services
- Human Services and Solutions
- Public Health and Life Sciences

Our Services



Performance Management

- Monitoring and Evaluation (M&E)
- Medical/clinical solutions/ providers
- Population health assessments
- Pharmacy distribution systems and supply chain management

Capacity Building

- Community, territorial, regional, national
- Web-based design and management
- eLearning courses
- Outcomes-based training & technical assistance



Tech-enabled Solutions

- Solution architecture and system design
- Web and mobile device applications
- Standards-based, interoperable solutions
- Planning, governance, and process improvement

Data Analytics

- Quality & productivity based assessments
- Survey and scientific methodology
- Medical research and health informatics
- Outcomes-focused statistical analysis
- Program Integrity (safeguard against fraud, waste & abuse)

Digital Communications

- Digital product development
- Telehealth and virtual pharmacy
- Message development and testing
- Social media and interactive campaigns

INTEGRATED CAPABILITIES STRATEGICALLY ALIGNED WITH CUSTOMER PRIORITIES TODAY



Our Growth Levers

ORGANIC

Continued focus on core outsourcing opportunities, both within current customer base and in adjacent agencies for further penetration in government service market sub-segments:

- Data analytics
- Compliance & monitoring
- Mission-critical services
- Health IT
- Medical readiness & logistics
- Technical services and client augmentation

ACQUISITIVE (M&A)

Drive expansion in government services market sub-segments:

- Public health and life sciences
- Data analytics
- Cybersecurity & cloud computing

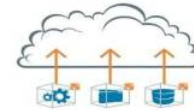


ALIGNED WITH FAVORABLE FEDERAL MARKET TRENDS AND STRONG MARKET DEMAND DYNAMICS

Federal Government Focused



Federal Technology Area Priorities:



Cloud Migration and Computing



Evidence-based Decision-making



Business and Health Systems Cybersecurity

WE OFFER CUSTOMERS INNOVATIVE SOLUTIONS AND INSIGHTS THAT CONTRIBUTE TO THEIR SUCCESS

Driven by Technology



Trained and certified developers applying to current customer programs



Innovate while leveraging industry best practices



TECHNOLOGY-
ENABLEMENT
TOOLS AND
PARTNERSHIPS

Data Analytics & Visualization

Power BI

Cloud Systems

Azure

Security and Infrastructure

DATAWATCH

solarwinds
The Power to Manage IT

Databases & ERP

mongoDB

Microsoft Dynamics NAV

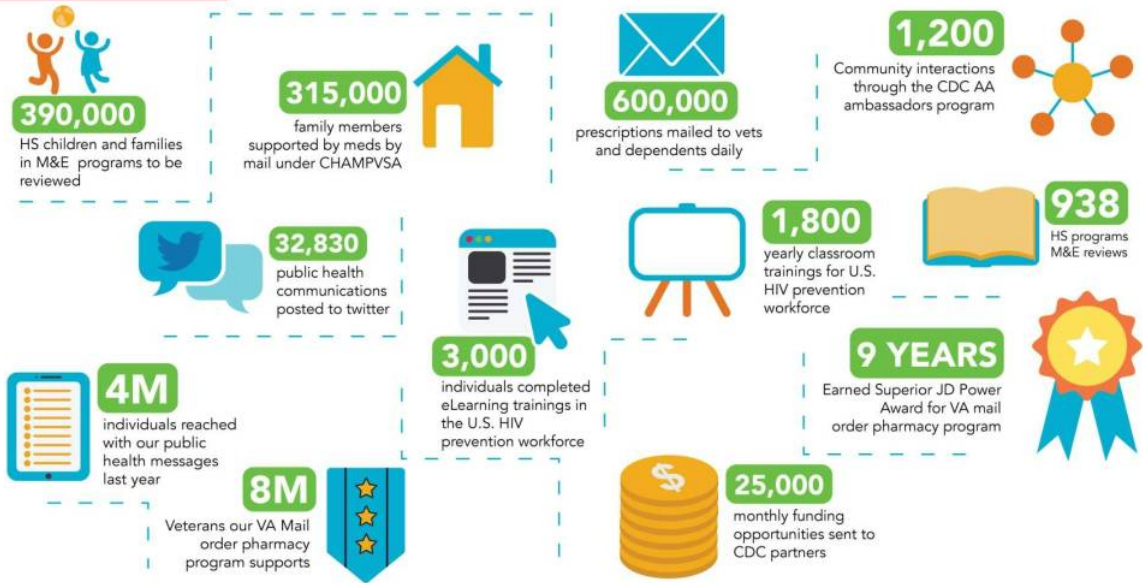
System Development and Test

Jira Software

TestRail

A FULL RANGE OF INFORMATION TECHNOLOGY DESIGN, IMPLEMENTATION AND SUPPORT SERVICES.

Our Community & National Impact



DEEPLY CONNECTED TO THE CENTER OF OUR CUSTOMERS' CORE MISSIONS

Focus On Giving Back...



VOLUNTEER
ACTIVITY



DONATIONS &
CONTRIBUTIONS



HOMELESS
VETS



EMPLOYEE
ENGAGEMENT



mentoring



Goal



Sincerity



Market



Responsibility



CORPORATE SOCIAL RESPONSIBILITY (CSR) MATTERS

Our Advantage

Positioned for Growth

Focused on critical areas of Federal market segments, favorable bipartisan budget trends and demand dynamics



Established Innovator

National recognition for offering the best innovations in both program and technology solutions outcomes

Deep CRM Profile

Excellent service reputation and long-term customer relationships

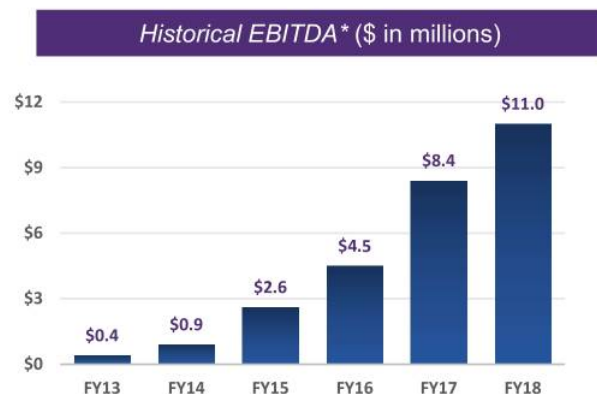
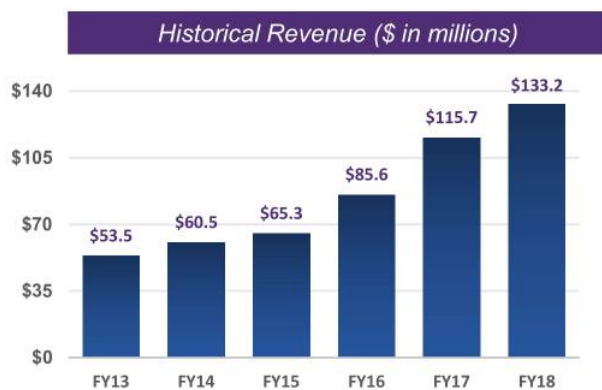
Proven Methodology

Processes yielding agile methods measurable results and savings

WE LEVERAGE ALL ASPECTS OF OUR EXPERTISE AND CAPABILITIES TO EXECUTE A BROAD RANGE OF SERVICES FOR OUR CUSTOMERS



Our Track Record of Success



*A reconciliation of net income to EBITDA is provided in the appendix to this presentation.

A CONSISTENT TRACK RECORD OF FINANCIAL GROWTH OVER A SIX YEAR PERIOD

Our Growth Game Plan

Hypothetical Scenarios¹



- Current business portfolio
- Organic growth with plausible strategic acquisitions

Basis and assumptions

- Revenue growth (organic & acquisitive) dilutes legacy work to 70/50/35% of total revenue
- Legacy business GM continues at current range, new business at 27%
- Combined operating expense rate trending down as operating leveraged derived
- Estimated 40% acquired intangible assets amortized over 10 years
- Increased borrowing/interest expense to achieve growth



Revenue	\$200M	\$300M	\$400M
Gross Margin	\$49	\$76	\$103
Income from Ops	\$14	\$23	\$31
Net Income	\$7	\$9	\$10
EBITDA	\$20	\$33	\$47
Pro Forma EPS	\$1.43	\$2.38	\$3.36

¹Scenarios do not represent forecasts and are not related to a defined time; demonstrates potential margin improvement and operating leverage



Our Levers of Value Creation

1 Revenue Stream Growth

- Focus on Federal agencies with sustained bipartisan support
- Optimize workforce and service delivery

2 Sustainable Margin Expansion

- Concentrate on capture of professional work projects that typically yield higher gross margins
- Pursue excellence across key dimensions of agility and cost efficiency

3 Long-Term Cash Flow Growth

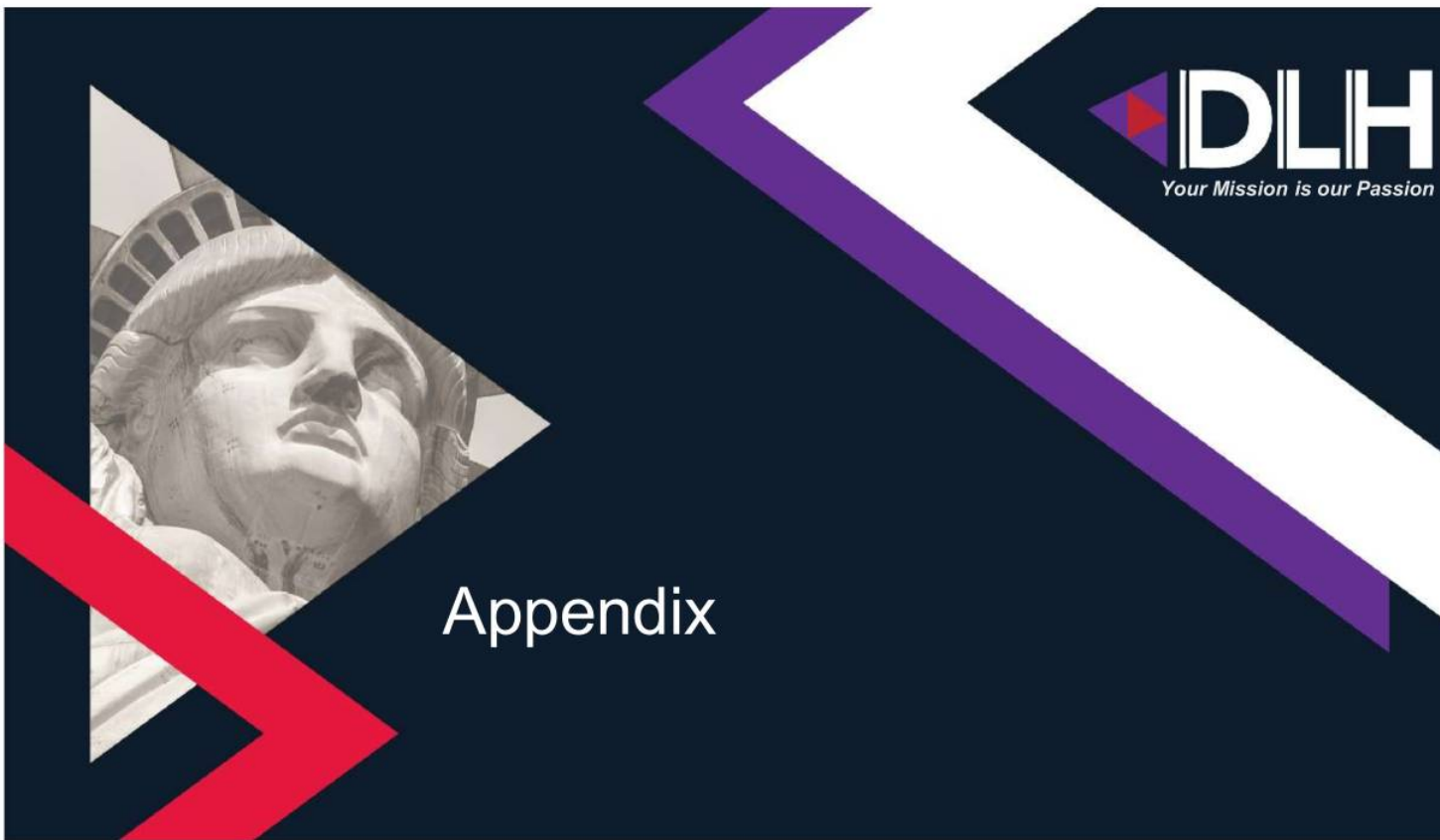
- Expand EBITDA and balance sheet optimization
- Drive working capital efficiency and free cash flow

4 Balanced Capital Deployment

- Push growth – organically and through M&A
- Balance debt and equity financing

INSIGHT-DRIVEN FINANCIAL STRATEGIES — CREATING SUSTAINABLE GROWTH AND LONG-TERM VALUE

BREAKING NEWS: 5-YEAR ACQUISITION DEBT ESTABLISHED IN MAY 2016 WAS FULLY REPAYED AS OF 03/19/19!



Appendix



Trending EBITDA Reconciliation



	Twelve Months Ended					
	September 30,					
	2013	2014	2015	2016	2017	2018
Net (loss)/income	\$ (159)	\$ 5,357	\$ 8,728	\$ 3,384	\$ 3,288	\$ 1,836
(i) Interest expense/other (income)	407	4	(744)	823	1,228	1,116
(ii) (Benefit)/provision for taxes	—	(4,597)	(5,488)	(938)	2,114	5,830
(iii) Depreciation and amortization	121	106	55	1,244	1,754	2,242
EBITDA	\$ 369	\$ 870	\$ 2,551	\$ 4,513	\$ 8,384	\$ 11,024



DLH
Your Mission is our Passion

Q&A Session

Zach Parker
President and CEO

Kathryn JohnBull
CFO





Your Mission is our Passion

**CORPORATE HEADQUARTERS
ATLANTA HQ**

3565 Piedmont Road, NE
Building 3, Suite 700
Atlanta, Ga 30305

**NATIONAL CAPITAL
REGION HQ**

8737 Colesville Road
Suite 1100
Silver Spring, MD 20910

