

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL | |
|--|-----------|
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| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>WYNNEFIELD PARTNERS SMALL CAP VALUE LP</u> _____ (Last) (First) (Middle) 450 SEVENTH AVENUE SUITE 509 _____ (Street) NEW YORK NY 10123 _____ (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>DLH Holdings Corp. [DLHC]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/25/2019 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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, par value \$0.001 per share | 02/25/2019 | | S | | 8,286 | D | \$6.3 | 1,076,682 | D ⁽¹⁾ | |
| Common Stock, par value \$0.001 per share | 02/25/2019 | | S | | 17,714 | D | \$6.3 | 2,900,301 | I | See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾ |

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 | | | | | |

1. Name and Address of Reporting Person*
WYNNEFIELD PARTNERS SMALL CAP VALUE LP

 (Last) (First) (Middle)
 450 SEVENTH AVENUE
 SUITE 509

 (Street)
 NEW YORK NY 10123

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I

 (Last) (First) (Middle)
 450 SEVENTH AVENUE
 SUITE 509

 (Street)
 NEW YORK NY 10123

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[WYNNEFIELD SMALL CAP VALUE
OFFSHORE FUND LTD](#)

(Last) (First) (Middle)

450 SEVENTH AVENUE
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[WYNNEFIELD CAPITAL MANAGEMENT
LLC](#)

(Last) (First) (Middle)

450 SEVENTH AVENUE
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[WYNNEFIELD CAPITAL INC](#)

(Last) (First) (Middle)

450 SEVENTH AVENUE
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Wynnefield Capital, Inc. Profit Sharing Plan](#)

(Last) (First) (Middle)

450 SEVENTH AVENUE
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[OBUS NELSON](#)

(Last) (First) (Middle)

450 SEVENTH AVENUE
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LANDES JOSHUA](#)

(Last) (First) (Middle)

450 SEVENTH AVENUE
SUITE 509

| | | | |
|----------|----------|---------|-------|
| (Street) | NEW YORK | NY | 10123 |
| (City) | | (State) | (Zip) |

Explanation of Responses:

1. The Reporting Person directly beneficially owns 1,076,682 shares of common stock, \$0.001 par value per share ("Common Stock") of DLH Holdings Corp. (the "Issuer"). Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.
2. The Reporting Person has an indirect beneficial ownership interest in 2,001,944 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I, as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P. I, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. I directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value, L.P. I directly beneficially owns.
3. The Reporting Person has an indirect beneficial ownership interest in 746,870 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns. Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.
4. The Reporting Person has an indirect beneficial ownership interest in 151,487 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus and Mr. Landes, as co-trustees, have the power to vote and dispose of Wynnefield Capital, Inc. Profit Sharing Plan's investments in securities and have indirect beneficial ownership interests in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

Remarks:

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the securities described in this statement, except to the extent of their individual respective pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that any of the Reporting Owners identified in this statement are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement other than those directly beneficially owned by them.

WYNNEFIELD PARTNERS
SMALL CAP VALUE, L.P.,
By: Wynnefield Capital 02/27/2019
Management, LLC, General
Partner, By: /s/ Nelson Obus,
Managing Member

WYNNEFIELD PARTNERS
SMALL CAP VALUE, L.P. I,
By: Wynnefield Capital 02/27/2019
Management, LLC, General
Partner, By: /s/ Nelson Obus,
Managing Member

WYNNEFIELD SMALL CAP
VALUE OFFSHORE FUND,
LTD., By: Wynnefield Capital, 02/27/2019
Inc., By: /s/ Nelson Obus,
President

WYNNEFIELD CAPITAL,
INC. PROFIT SHARING 02/27/2019
PLAN, By: /s/ Nelson Obus,
Co-Trustee

WYNNEFIELD CAPITAL
MANAGEMENT, LLC, By: /s/ 02/27/2019
Nelson Obus, Managing
Member

WYNNEFIELD CAPITAL,
INC., By: /s/ Nelson Obus, 02/27/2019
President

/s/ Nelson Obus, individually 02/27/2019
/s/ Joshua Landes, individually 02/27/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.