

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant X

Filed by a Party other than the Registrant O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

DLH HOLDINGS CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
 - (2) Aggregate number of securities to which transaction applies: _____
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
 - (4) Proposed maximum aggregate value of transaction: _____
 - (5) Total fee paid: _____
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid: _____
 - (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing Party: _____
 - (4) Date Filed: _____

SEC 1913 **Persons who are to respond to the collection of information contained in this form are not required to respond unless the (02-02) form displays a currently valid OMB control number.**

DLH Holdings Corp.

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

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS to be held on February 13, 2014

Dear Shareholders,

The 2014 Annual Meeting of Shareholders of DLH Holdings Corp. will be held at the New York Marriott Downtown, 85 West Street, New York, N.Y. 10006 on February 13, 2014, at 10:00 AM (local time).

Proposals to be considered at the Annual Meeting:

- (1) Election of two directors for three-year terms ending 2017;
- (2) An advisory vote regarding the approval of compensation paid to our named executive officers;
- (3) Approval of amendments to the Company's 2006 Long Term Incentive Plan;
- (4) Ratification of the appointment of WithumSmith+Brown PC, as the Company's independent registered public accounting firm for the 2014 fiscal year; and
- (5) The transaction of such other business as may properly be brought before the meeting or any adjournment thereof.

The board of directors recommends a vote "for" the two nominees for election for three-year terms ending 2017 listed in the Company's 2014 Proxy Statement, and "for" Proposals 2, 3 and 4.

*Shareholders are cordially invited to attend the Annual Meeting and vote in person.
Directions to the Annual Meeting of Shareholders are available at <http://www.dlhcorp.com/investor-relations.aspx>.

You May Vote Your Proxy When You View The Material On The Internet. You Will Be Asked To Follow The Prompts To Vote Your Shares.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card.



Vote Your Proxy on the Internet:

Go to www.cstproxyvote.com
Have this notice available when you access the above website. Follow the prompts to vote your shares.

COMPANY ID:

PROXY NUMBER:

ACCOUNT NUMBER:

**The Proxy Materials are available for review at:
<http://www.cstproxy.com/dlhcorp/2014>**

{N0038346 }

{N0038346 }

DLH Holdings Corp.

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

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held On February 13, 2014

This communication is not a form for voting and presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The proxy statement, annual report and other proxy materials are available at:
<http://www.cstproxy.com/dlhcorp/2014>

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before January 30, 2014 to facilitate a timely delivery.

The following Proxy Materials are available to you at <http://www.cstproxy.com/dlhcorp/2014>

- the Company's Annual Report for the year ended September 30, 2013,
- the Company's 2014 Proxy Statement,
- the Proxy Card, and
- any amendments to the foregoing materials that are required to be furnished to shareholders.

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically. You must reference your company ID, 9-digit proxy number and 10-digit account number found in the bottom right hand corner on the front of this notice.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-888-221-0690,

or

By logging on to <http://www.cstproxy.com/dlhcorp/2014>

or

By email at: proxy@continentalstock.com

Please include the company name and your account number in the subject line.

{N0038346 }

{N0038346 }