

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): **February 9, 2017**

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

Building 3, Suite 700

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))

Item 5.07 Submission of Matters to a Vote of Security Holders

DLH Holdings Corp. (the “Company”) held its 2017 Annual Meeting of Shareholders on February 9, 2017 in Atlanta, Georgia. The results of the matters voted on by the shareholders are set forth below. Only shareholders of record as of the close of business on December 21, 2016 were entitled to vote at the 2017 Annual Meeting. As of the record date, 11,241,614 shares of common stock of the Company were outstanding and entitled to vote at the 2017 Annual Meeting. At the 2017 Annual Meeting, 10,648,442 shares of common stock of the Company were represented, in person or by proxy, constituting a quorum. The proposals presented to the Company’s shareholders at the 2017 Annual Meeting are described in detail in the Company’s Proxy Statement filed on December 29, 2016. The final results for each proposal are set forth below.

Proposal 1 - Election of Seven Directors Nominated by the Board to Serve Until the Company’s 2018 Annual Meeting and Until Their Respective Successors are Duly Elected and Qualified

The seven nominees who received the highest number of votes (all of the below individuals) were elected to the board of directors to hold office for a one-year term and until their respective successors are elected and qualified. The shareholders voted to elect the following seven directors by the votes indicated below:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
William H. Alderman	8,120,723	265,210	2,262,509
Martin J. Delaney	7,881,711	504,222	2,262,509
Elder Granger	8,252,447	133,486	2,262,509
Frances M. Murphy	8,254,747	131,186	2,262,509
Zachary C. Parker	8,259,934	125,999	2,262,509
Frederick G. Wasserman	8,259,934	125,999	2,262,509
Austin J. Yerks	8,257,634	128,299	2,262,509

Proposal 2 - Advisory Vote on the Compensation of the Company’s Named Executive Officers

The shareholders approved, on an advisory basis, the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K and contained in the Company’s Proxy Statement, by the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
7,866,173	338,813	180,947	2,262,509

Proposal 3 - Ratification of Selection of Independent Registered Public Accounting Firm

The shareholders voted to ratify the appointment of Withum, Smith + Brown, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2017, by the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
10,455,392	191,790	1,260

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: February 14, 2017