

**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): **August 10, 2016**

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, Bldg. 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 7.01 Regulation FD Disclosure

On August 2, 2016, DLH Holdings Corp. (“DLH”) announced its participation in the Canaccord Genuity 36th Annual Growth Conference in Boston, Massachusetts on August 10, 2016 at 12:30 p.m., eastern time. At the conference, DLH’s management intends to discuss the information described in the presentation materials attached to this Current Report as Exhibit 99.1. A copy of DLH’s presentation materials will also be available on DLH’s website under the “Presentations” tab on the investor relations page at <http://www.dlhcorp.com/investor-relations.aspx>.

The slide presentation furnished as Exhibit 99.1 to this Current Report includes “safe harbor” language pursuant to the Private Securities Litigation Reform Act of 1995, as amended, indicating that certain statements contained in the slide presentation or in the press release are “forward-looking” rather than historical.

The information in this Current Report 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 liabilities of that section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

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. to be discussed on August 10, 2016

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: August 10, 2016

EXHIBIT INDEX

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Investor Presentation

August, 2016

Zachary Parker | President & Chief Executive Officer

Kathryn JohnBull | Chief Financial Officer



Integrity & Trust | Performance Excellence | Inclusion & Diversity | Agility

Forward Looking Statement

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

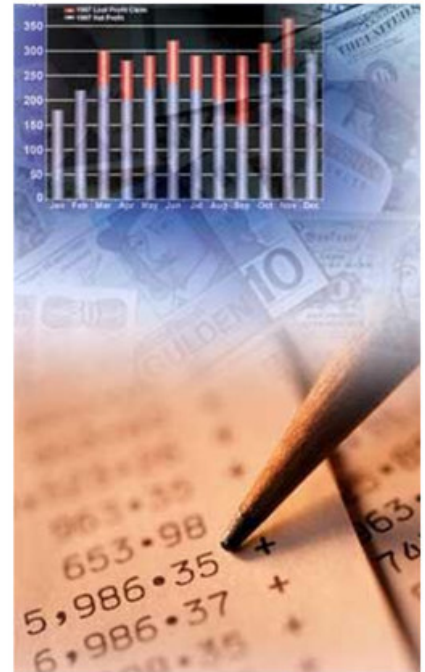
This presentation may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to future events or DLH's future financial performance. Any statements that are not statements of historical fact (including without limitation 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. For a discussion of such risks and uncertainties, 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, 2015. In light of the risks and uncertainties inherent in the forward-looking statements included herein, the inclusion of such statements should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved. The forward-looking statements contained in this presentation are made as of the date hereof and may become outdated over time. The Company does not assume any responsibility for updating any forward-looking statements.

This presentation contains non-GAAP financial information. Management uses this information in its internal analysis of results and believes that this information may be informative to investors in gauging the quality of our financial performance, identifying trends in our results, and providing meaningful period-to-period comparisons. These measures should be used in conjunction with, rather than instead of, their comparable GAAP measures. A reconciliation of non-GAAP measures to the comparable GAAP measures presented in this document is contained at the end of this presentation and in the Company's most quarterly earnings press releases for the relevant periods indicated in this presentation.



Investor Highlights

- **“Pure Play” government services provider**
- **Leading position in growing healthcare markets, with long-term contracts at attractive federal agencies**
 - VA, DoD, HHS, CDC
- **Completed transformational acquisition of Danya**
 - Brings leading contract vehicles, strong margins
 - Increases Company revenue base by 50% and aligns with core end markets
- **Strong cash flow and improving balance sheet**
- **Disciplined management has overhauled company**
- **Well positioned for higher growth and financial performance going forward**



Who We Are & What We Do

Primary DLH Markets and Offerings



Health Services for Active Duty Military and Veterans

- Clinical device research and development
- Medication Therapy Management (pharma)
- Access to care (Behavioral and Medications)
- Case management tools and services

Human Services & Solutions

- Lifecycle management of medical devices
- Analytics and decision support systems
- Supply chain and inventory management

Public Health and Life Sciences



DLH Has Dramatically Changed in Six Years

FY2010-2012: Changed Corporate Leadership

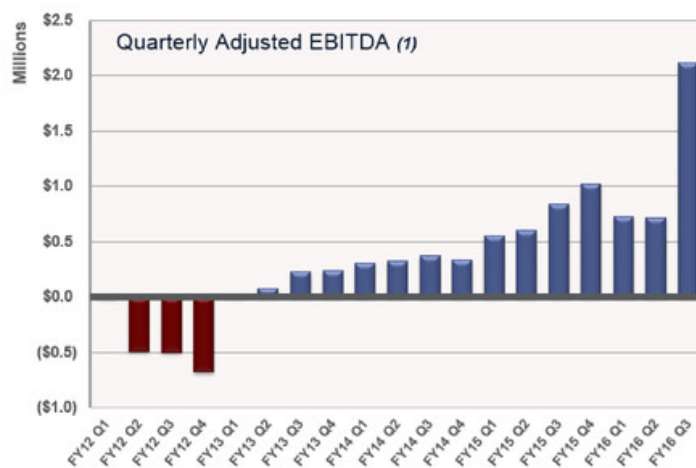
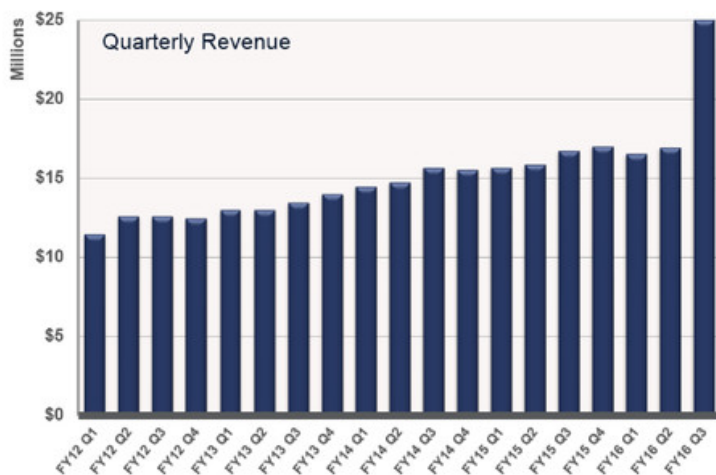
FY2011: Long Range Strategic Plan (LRSP) Developed

FY2012: Create Stability and Backlog

FY2013: Project L.E.A.N. Cost Realignment

FY2014-15: Financial Health and Business Development

FY2016: Technology leverage and Acquisition of Danya



(1) A reconciliation of third quarter fiscal 2016 Adjusted EBITDA, a non-GAAP measure, can be found at the end of this presentation. Historical information can be found in the quarterly and annual reports filed with the Securities and Exchange Commission, located on the Company website at www.dlhcorp.com/sec-filings.aspx.



Transformative Acquisition: Danya – May 2016

Highly complementary businesses with common core capabilities for complex, nationally dispersed programs, operational synergies, and new business opportunities

Portfolio Diversification

- Expands DLH's market opportunity and diversifies its portfolio of healthcare and human services contracts and programs to four top federal agencies
 - Department of Veterans Affairs (“VA”)
 - Department of Health and Human Services (“HHS”)
 - Department of Defense (“DoD”)
 - Centers for Disease Control and Prevention (“CDC”)

Deep Domain Expertise

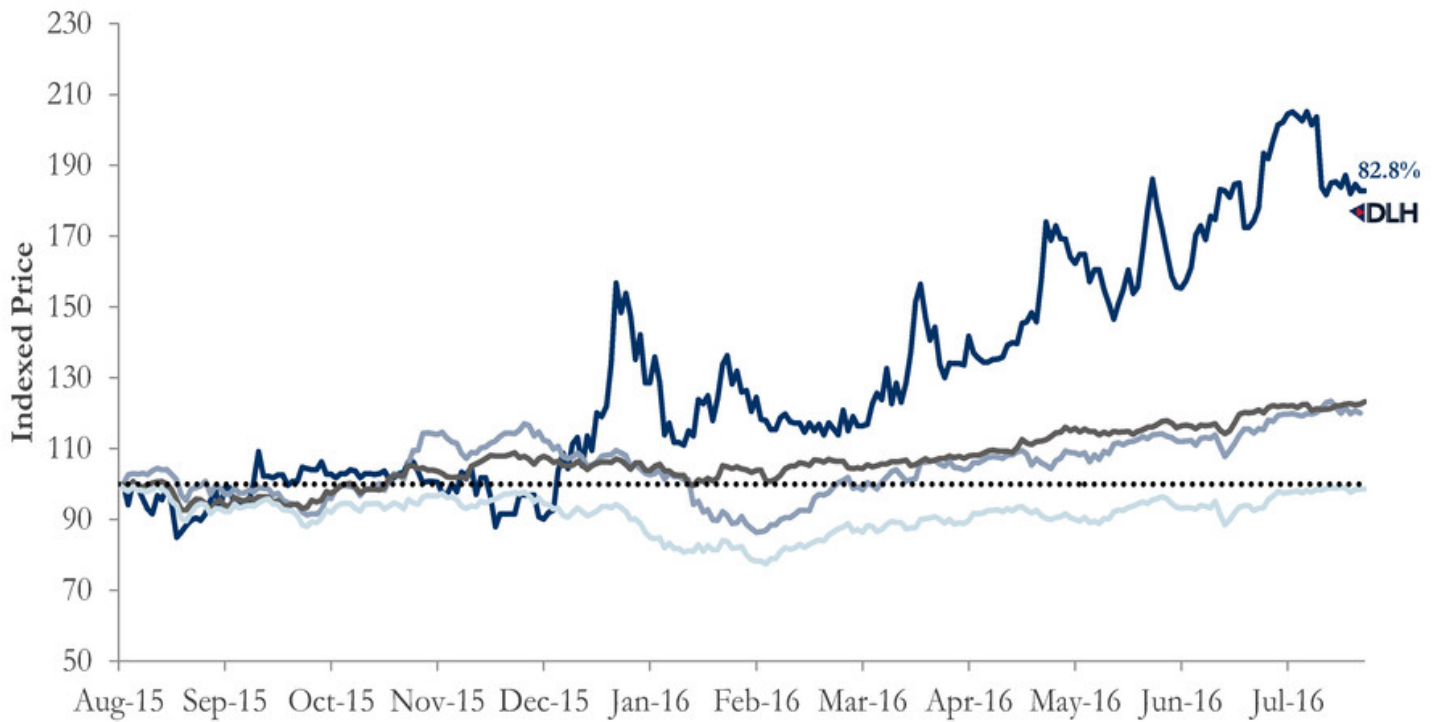
- Recognized professional subject matter experts and management teams tackling critical long-term national issues and trends in public health, healthcare delivery, systems migrations, and compliance monitoring

Corporate Culture

- Common set of values delivered to customers and throughout the workforce:
 - Integrity & Trust
 - Inclusion & Diversity



LTM Trading Performance Relative to Industry (1)



— DLH — Government Services — Defense Primes — Russell 2000

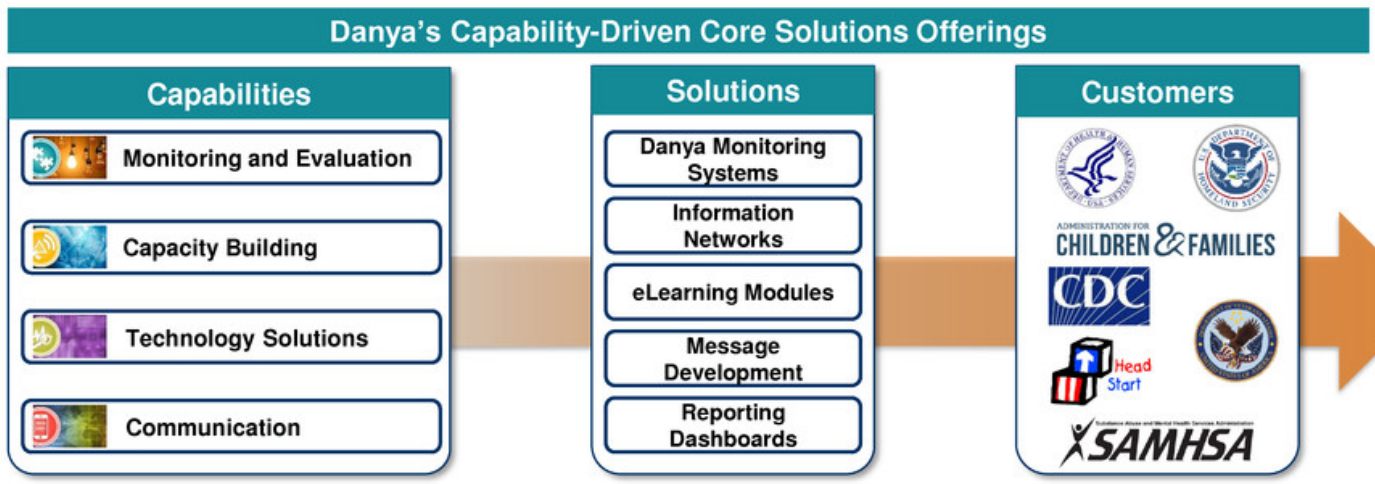
Government Services: SAIC, BAH, LDOS, CACI, MANT, KEYW, ICFI, EGL, VSEC, NCIT, VEC, CSRA
 Defense Primes: LMT, GD, RTN, BA., NOC, LLL

(1) As of August 4, 2016 per S&P Capital IQ

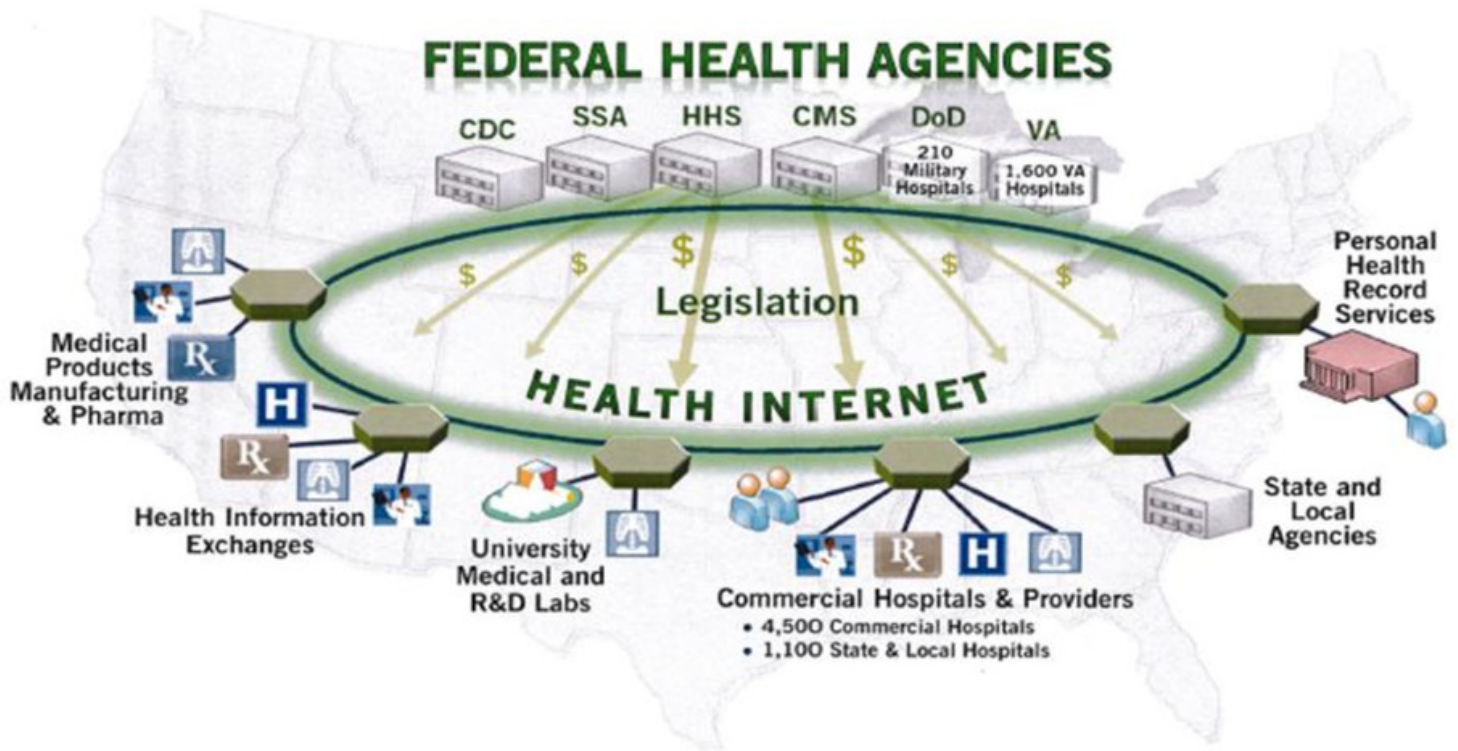


Danya's Markets & Capabilities

- Danya's flagship prime contract with HHS' Office of Head Start ("OHS") aligns with DLH's capabilities and solutions that impact diverse communities and populations
- DLH expects to integrate components of its capabilities to deliver tailored solutions for customers in health IT, pharmacy medication adherence & compliance, telehealth, and medical service delivery
- With Danya, DLH will to continue to drive innovative solutions and ensure program success through strategy development and effective management



DLH Broad Healthcare Delivery Solutions



Breadth and Depth in Pharmacy

Coverage ranging from single clinic to operating in high-volume automated prescription production and distribution system environments.



- Virtual / Tele-pharmacy services
- Pharmacy systems automation (including robotics), implementation, and testing
- Bio-hazards management; Med/Surg systems and equipment
- Cold storage systems; Specialty-meds
- Controlled substance management
- Prescription servicing and Quality Assurance (out-patient and in-patient)
- Medical warehouse supply chain management

Differentiation in Process & Technology

DLH delivers high-value performance in partnership with and in support of customers, teams, and end-users as measured by....



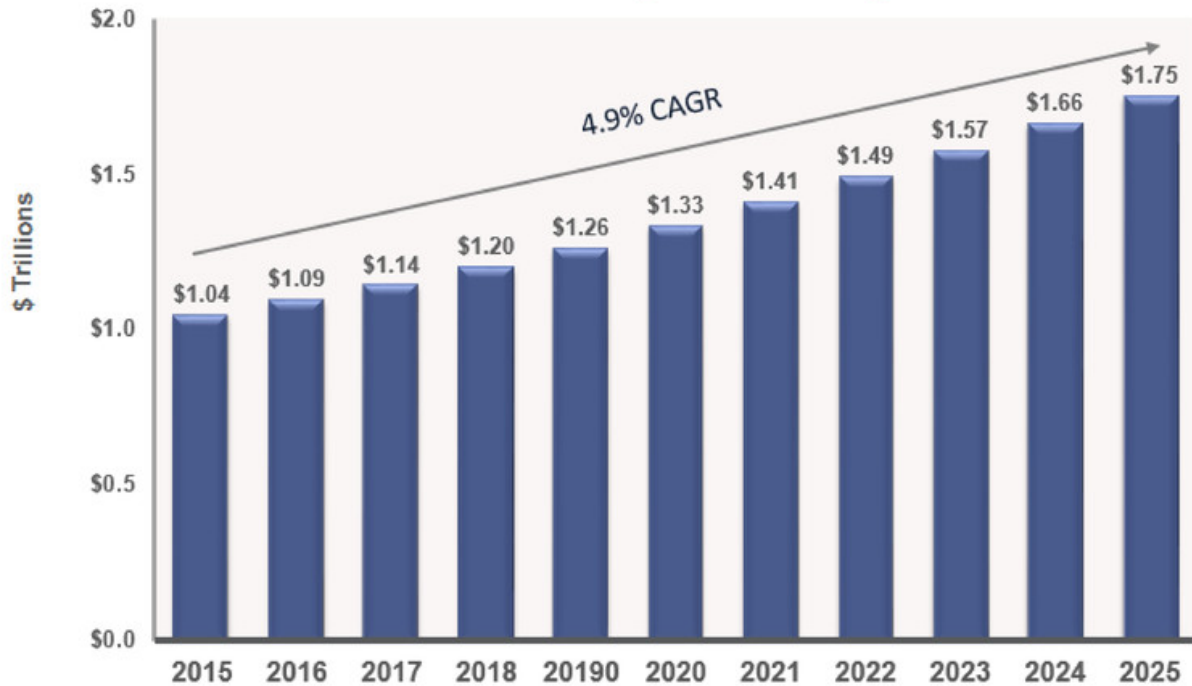
DLH's ePRAT provides a web-based, open-architecture, secure system to **manage expert delivery** and **resourcing** of the "**continuum of care requirements**" for combatants, veterans, and retirees. Designed to meet HIPAA, CCAC, CARF, FISMA, NIST requirements



DLH's unique approach to integration of people, processes, and technology tools to **measure**, **manage** and **optimize** our performance at project or enterprise levels.

Federal Health Markets Attractive for Growth

Federal Health Expenditure Projections



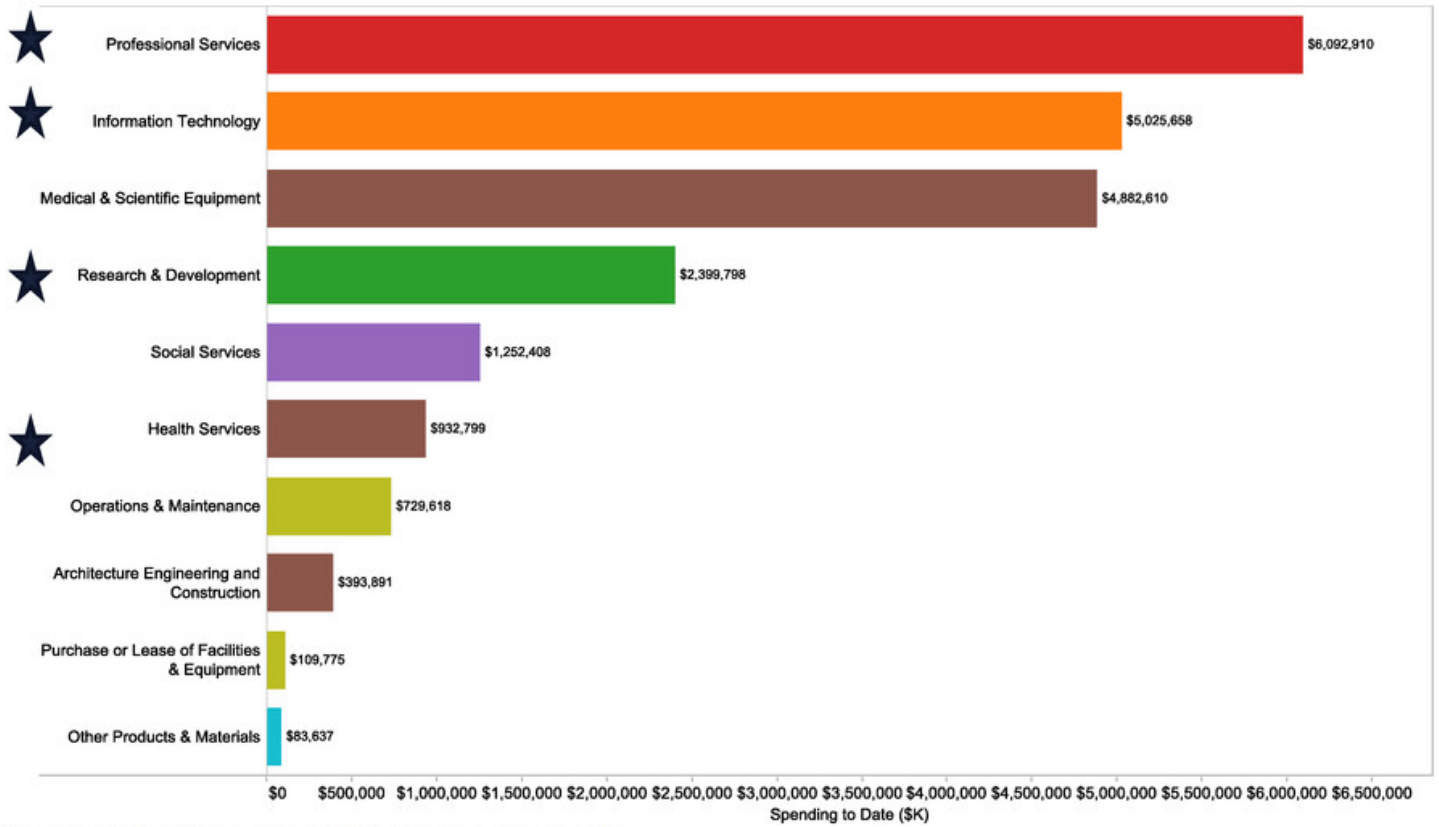
Source: HHS CMS.gov, NHE Projections

National health spending expected to reach \$5.63 trillion and comprise 20.1% of GDP by 2025

Federal portion expected to grow at a 4.9% CAGR, reaching \$1.75 trillion by 2025



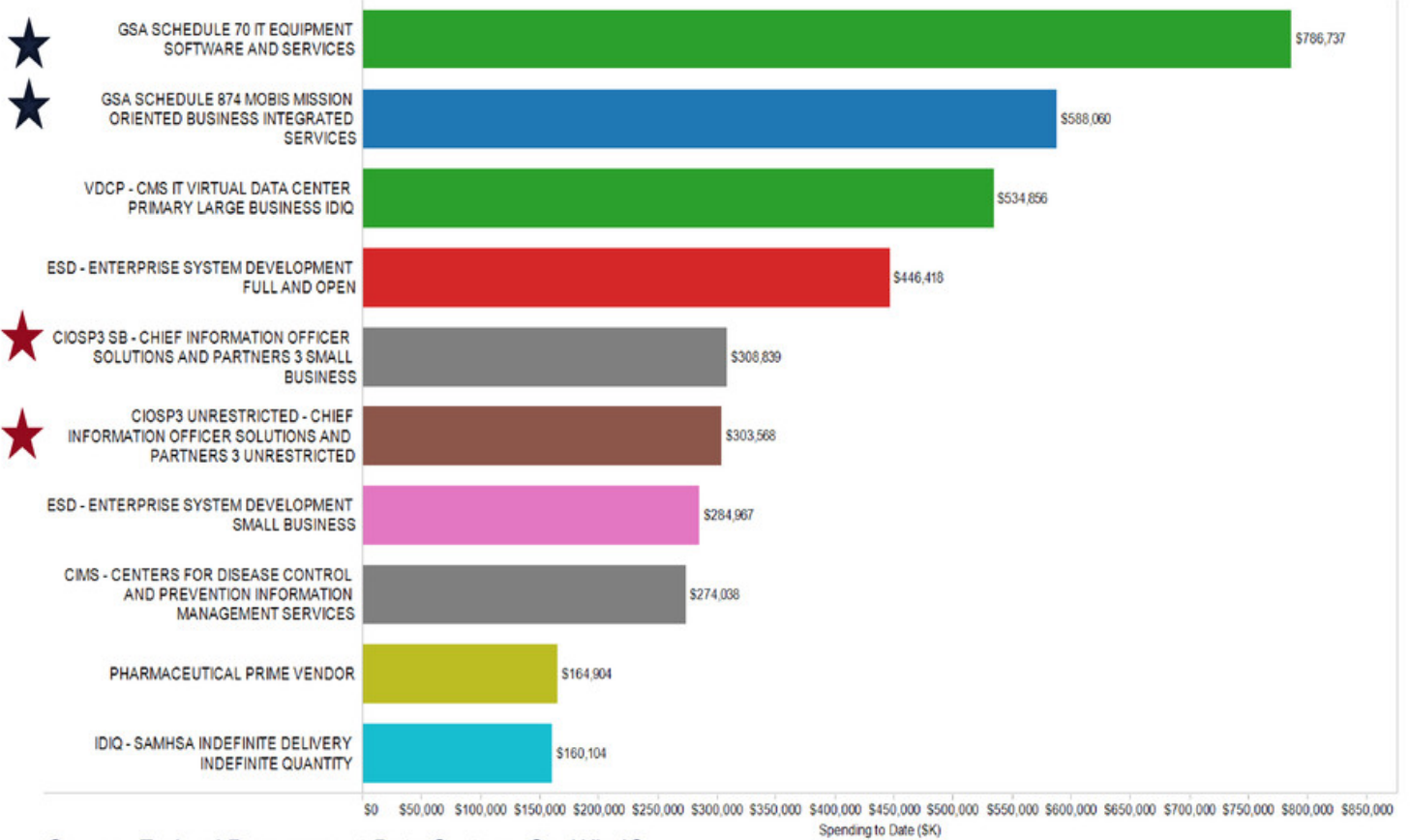
Buying Behavior: FY2015 HHS Spending



Source: Federal Procurement Data System, GovWin IQ



Buying Behavior: FY2015 Contract Vehicle



Source: Federal Procurement Data System, GovWin IQ



GROWTH GAMEPLAN



STRATEGIC MODEL

Leverage outstanding performance track record that has resulted JD Power award for Veterans Affairs client to expand within the VA and adjacent federal health oriented markets (including DoD)

Focus growth where government decision makers prioritize "best value" over "lowest and cheapest price"

Shape new business pursuits around greater complexity work requirements which typically yield higher gross margins

Use dramatically improved company financial health posture to add appropriately scaled acquisition to the DLH playbook

DLH PLAYBOOK

COLLABORATE

INNOVATE

WIN

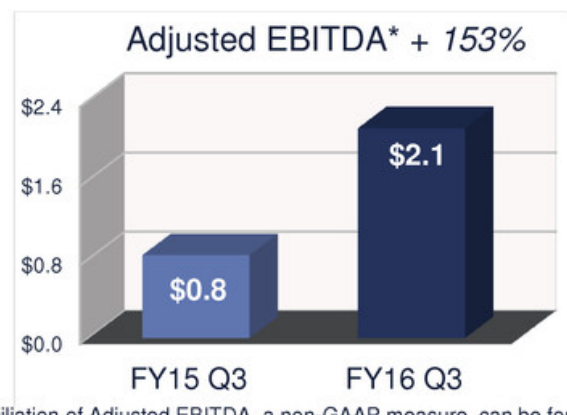
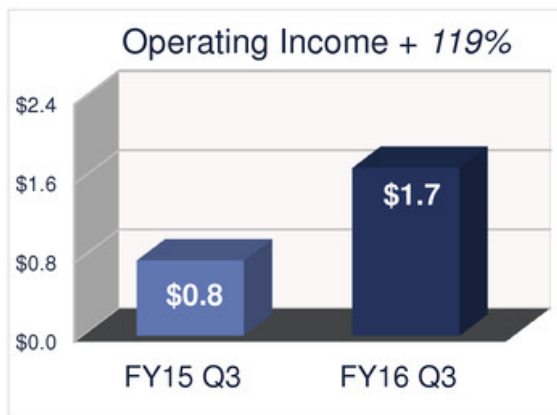
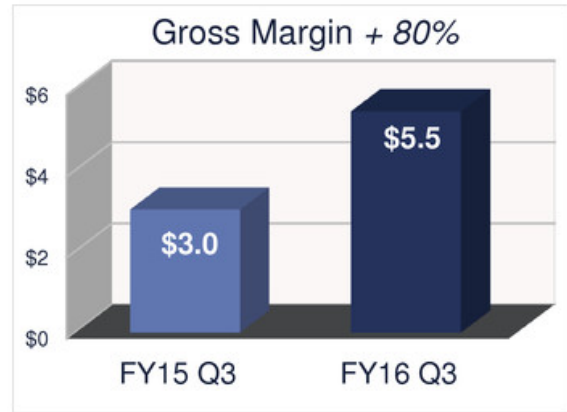
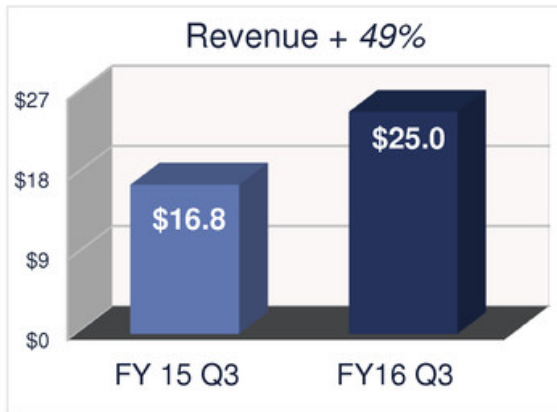
POSITIONING KEYS

DRIVE PERFORMANCE EXCELLENCE	BUILD UPON CURRENT DIFFERENTIATORS	BUILD POWERHOUSE MARKETING POSITION	DEPLOY CAPITAL FOR GROWTH	NAVIGATE POLITICAL ENVIRONMENT ISSUES
Build upon current market leading customer satisfaction	Accelerate technology refresh cycle time	Deliver strategically aligned and robust "Qualified NB Pipeline"	Make acquisitions consistent with growth strategy	Increase connectivity to market "Shapers"
Instill continuous improvement culture throughout operations	Prioritize healthcare COTS solutions where feasible	Expand and align business development resources	Solidify financing capacity	Engage trade associations & capital market affiliations
			Ensure adequate and scaled "Deal Flow"	Align composition of board of directors to fit

Organic Growth → Acquisitions → Margin Expansion → Shareholder Value



Recent Results – QTR Ended 6/30/16



* A reconciliation of Adjusted EBITDA*, a non-GAAP measure, can be found at the end of this presentation.



Liquidity – 6/30/2016

Gaining Strength Post Acquisition

\$2.8M

Cash on Hand

\$10.0M

**Revolving
Credit Facility**

Paid off \$5.0M Acq. Loan

\$0.8M loan balance
tied to operational cash flow

\$25.0M

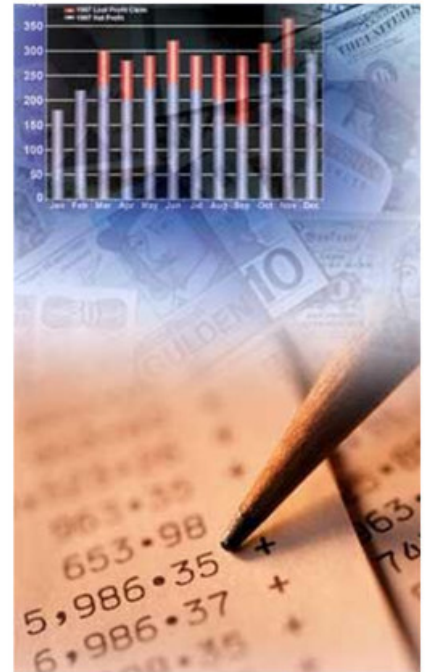
Term Loan

\$24.7M Balance

Plan to accelerate
principal payments with
cash from profitable
operations

Investor Highlights

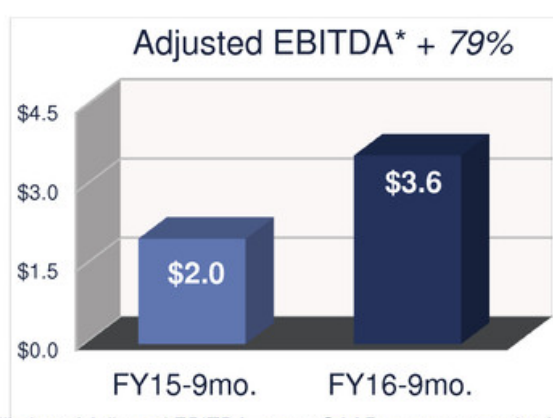
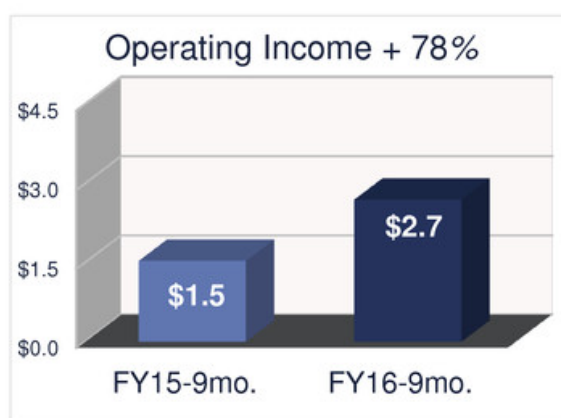
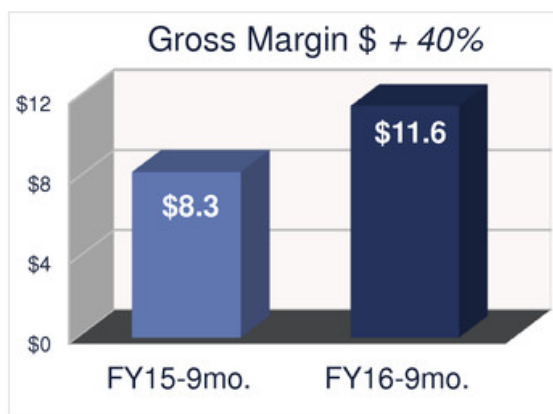
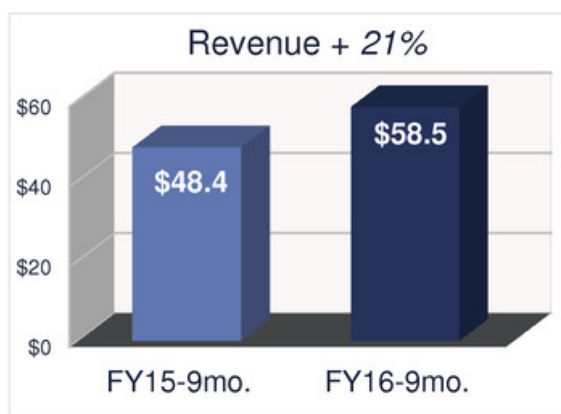
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Backup Slides

FY16 YTD Year over Year — 9 months ended 6/30/16



* A reconciliation of Adjusted EBITDA, a non-GAAP measure, can be found at the end of this presentation.

Cash Flows for Nine Months Ended 6/30/16

Financed Danya Acquisition on 5/3/16

		\$ in Thousands
FY16 Beginning Cash	(10/1/15)	\$5,558
Cash generated from operating activities		\$3,380
Cash used in investing activities		(32,278)
Cash from financing activities		26,610
FY16 Ending Cash	(6/30/16)	\$2,820



F3Q16 Financials

	(unaudited) Three Months Ended June 30,		(unaudited) Nine Months Ended June 30,	
	2016	2015	2016	2015
	Revenue	\$ 24,989	\$ 16,781	\$ 58,482
Direct expenses	19,533	13,743	46,885	40,055
Gross margin	5,456	3,038	11,597	8,302
General and administrative expenses	3,374	2,270	8,402	6,719
Depreciation and amortization expense	414	5	456	45
Income from operations	1,668	763	2,739	1,538
Total other income (expense), net	(374)	(34)	(1,076)	(723)
Income before income taxes	1,294	729	1,663	815
Income tax expense(benefit)	518	292	666	326
Net income	\$ 776	\$ 437	\$ 997	\$ 489
Net income per share - basic	\$ 0.08	\$ 0.05	\$ 0.10	\$ 0.05
Net income per share - diluted	\$ 0.07	\$ 0.04	\$ 0.09	\$ 0.05
Weighted average common shares outstanding				
Basic	10,154	9,552	9,812	9,580
Diluted	11,311	9,956	10,855	9,990



F3Q16 Adjusted EBITDA Reconciliation⁽¹⁾

	Three Months Ended			Nine Months Ended		
	June 30,			June 30,		
	2016	2015	Change	2016	2015	Change
Net income	\$ 776	\$ 437	\$ 339	\$ 997	\$ 489	\$ 508
(i) Interest and other (income) expense (net):						
(i)(a) Interest and other expense	281	34	247	281	723	(442)
(i)(b) Acquisition expenses	93	—	93	795	—	795
(ii) Provision (benefit) for taxes	518	292	226	666	326	340
(iii) Depreciation and amortization	414	5	409	456	45	411
(iv) G&A expenses - equity grants	42	72	(30)	384	418	(34)
Adjusted EBITDA	\$ 2,124	\$ 840	\$ 1,284	\$ 3,579	\$ 2,001	\$ 1,578
Weighted-average outstanding shares fully diluted	11,311	9,956	1,355	10,855	9,990	865

(1) For a further explanation of Adjusted EBITDA, a non-GAAP measure, please refer to the Company's most recent quarterly and annual reports filed with the Securities and Exchange Commission, which can be found on the DLH website at: www.dlhcorp.com/news-releases.aspx and/or www.dlhcorp.com/sec-filings.aspx.





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