

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): November 13, 2024

DLH Holdings Corp.

(Exact name of Registrant as Specified in its Charter)

New Jersey
(State or Other Jurisdiction of
Incorporation)

0-18492
(Commission File Number)

22-1899798
(I.R.S. Employer Identification No.)

3565 Piedmont Road, NE, Building 3, Suite 700

Atlanta, GA 30305

(Address of Principal Executive Offices, and Zip Code)

(770) 554-3545
Registrant's telephone number, including Area Code

(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	DLHC	Nasdaq Capital Market

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.

Item 2.02 Results of Operations and Financial Condition

On November 13, 2024, DLH Holdings Corp. (the “Company”) issued a press release announcing certain preliminary financial information for the fiscal year ended September 30, 2024 and related business developments. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The preliminary financial information presented in the press release is based on the Company’s current expectations and may be adjusted as a result of, among other things, completion of the audit of the Company’s financial statements as of, and for the year ended, September 30, 2024.

The information furnished pursuant to Item 2.02 of this Current Report, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Cautionary Note Regarding Forward-Looking Statements. This Current Report on Form 8-K and the press release furnished as Exhibit 99.1 hereto contain forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the note in the press release under the heading “Forward-Looking Statements” regarding these forward-looking statements.

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits*

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	Press Release dated November 13, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: November 13, 2024

DLH Reduces Debt and Amends Credit Facility

Debt Paid Down to \$154.6 million at End of Fourth Quarter

ATLANTA, November 13, 2024 -- DLH Holdings Corp. (NASDAQ: DLHC) (“DLH” or the “Company”), a Russell 2000 company and leading provider of digital transformation and cyber security, science, research and development, and systems engineering and integration solutions to federal health IT and readiness agencies, today announced selected key metrics for the fiscal year ended September 30, 2024 and an amendment to its syndicated credit agreement.

Debt Reduction

Total debt at fiscal year-end was \$154.6 million compared to \$179.4 million as of September 30, 2023, reflecting a total reduction of \$24.8 million during fiscal 2024 – including \$11.9 million in the fourth quarter. As a result of the Company’s focus on eliminating debt through voluntary prepayments, all mandatory amortization payments for fiscal 2025 have been satisfied.

“DLH is committed to using its robust cash generation to reduce debt, strengthen the balance sheet, and lower interest expense,” said Kathryn JohnBull, DLH Chief Financial Officer. “We are pleased with our debt position at the end of fiscal 2024 and expect to continue using our operating cash flow to further de-lever our balance sheet.”

Amended Credit Facility

DLH has engaged with its lenders to negotiate an amendment to its credit agreement that modifies the financial covenants - specifically the Total Leverage Ratio and Fixed Charge Coverage Ratio - and borrowing capacity of the Company’s revolving loan. The modification of the financial covenants increases the maximum threshold on the Total Leverage Ratio and reduces the minimum threshold on the Fixed Charge Coverage Ratio for future quarters. In addition, the amendment aligns the revolver’s borrowing capacity with operational needs by reducing the maximum from \$70 million to \$50 million. There were no modifications to the maturity or pricing terms of the credit facility. The joint lead arrangers led the amendment efforts along with the DLH Board of Directors and executive management.

Management believes the amendment offers the Company flexibility to navigate the anticipated transition of a portion of its business base to set-aside, small business contractors, primarily the Department of Veterans Affairs’ Consolidated Mail Outpatient Pharmacy (“CMOP”) program.

“We are proud of the breadth and depth of our offerings, our expanded technology-enabled capabilities, and our highly credentialed workforce,” said Zach Parker, DLH President & CEO. “Because of our robust pipeline of new business opportunities, we continue to have confidence in our organic growth potential over the quarters to come. We appreciate the support our bank group has provided as we begin fiscal 2025.”

As the Company has not completed its year end annual close procedures and the audit of its 2024 financial statements is not complete, the financial information presented in this press release is preliminary, subject to final year end closing adjustments and may change materially. The information presented above has not been audited by the Company's independent accountants, should not be considered a substitute for audited financial statements, and should not be regarded as a representation by DLH as to the actual financial results for the fiscal year ended September 30, 2024. DLH expects to release full audited financial results for its fiscal fourth quarter and year ended September 30, 2024, on December 5, 2024.

About DLH

DLH (NASDAQ: DLHC), a Russell 2000 company, enhances technology, public health, and cyber security readiness missions through science, technology, cyber, and engineering solutions and services. Our experts solve some of the most complex and critical missions faced by federal customers, leveraging digital transformation, artificial intelligence, advanced analytics, cloud-based applications, telehealth systems, and more. With over 2,800 employees dedicated to the idea that "Your Mission is Our Passion," DLH brings a unique combination of government sector experience, proven methodology, and unwavering commitment to innovative solutions to improve the lives of millions. For more information, visit www.DLHcorp.com.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: *This press release 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 refer to expectations, projections or other characterizations of future events or circumstances or 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. Forward-looking statements in this release include, among others, statements regarding estimates of future revenues, operating income, earnings and cash flow. These statements reflect our belief and assumptions as to future events that may not prove to be accurate. Our actual results may differ materially from such forward-looking statements made in this release due to a variety of factors, including: the risk that we will not realize the anticipated benefits of acquisitions (including anticipated future financial performance and results); the diversion of management's attention from normal daily operations of the business and the challenges of managing larger and more widespread operations; the inability to retain employees and customers; contract awards in connection with re-competes for present business and/or competition for new business; our ability to manage our debt obligations; compliance with bank financial and other covenants; changes in client budgetary priorities; government contract procurement (such as bid and award protests, small business set asides, loss of work due to organizational conflicts of interest, etc.) and termination risks; the impact of inflation and higher interest rates; 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, 2023, as well as subsequent reports filed thereafter. The forward-looking statements contained herein are not*

historical facts, but rather are based on current expectations, estimates, assumptions and projections about our industry and business.

Such forward-looking statements 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, except as may be required by law.

CONTACTS:

INVESTOR RELATIONS

Contact: Chris Witty

Phone: 646-438-9385

Email: cwitty@darrowir.com