

**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): **September 25, 2012**

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.)

1776 Peachtree Street, N.W.
Atlanta, GA 30309
(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 8.01 Other Events.

On September 27, 2012, DLH Holdings Corp. (the "Company") issued a press release announcing that the guarantees and associated notes payable of \$711,000 related to its acquisition of RS Staffing Services have been satisfied. The Company's remaining potential liability was satisfied through a combination of the repurchase of certain of the shares of the Company's common stock owned by one of the note holders and the expiration of the guarantee period under the Company's July 22, 2011 settlement agreement with these note holders.

In connection with the resolution of this matter, in a transaction completed on September 25, 2012 members of our executive management team purchased 100,000 shares of common stock of the Company owned by one of the note holders (the "Holder") for an aggregate purchase price of \$100,000 and the Company retired an additional 40,000 shares against the payment of an additional \$40,000 to the Holder. In addition, the Company had paid \$225,000 to the Holder pursuant to the guarantee established under the settlement agreement.

A copy of the Company's press release, dated September 27, 2012, is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
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(d)	99.1	Press Release dated September 27, 2012.
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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/ Zachary C. Parker

Name: Zachary C. Parker

Title: Chief Executive Officer

Date: September 27, 2012

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1	Press Release dated September 27, 2012.
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**CONTACTS:**

Zachary C. Parker, President and Chief Executive Officer

Kathryn M. JohnBull, Chief Financial Officer

DLH Holdings Corp.

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Atlanta, GA 30309

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FOR IMMEDIATE RELEASE

(Investor Relations)

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**DLH HOLDINGS CORP. STRENGTHENS BALANCE SHEET
WITH RECENT TRANSACTION**

Atlanta, Georgia — September 27, 2012 — DLH Holdings Corp. (NASDAQ: DLHC), a leading healthcare and logistics services provider to the Federal Government, including the Departments of Defense and Veterans Affairs, announced today that the guarantees and associated notes payable of \$711,000 related to its acquisition of RS Staffing Services have been satisfied through a combination of the repurchase of certain of the shares of the Company's common stock owned by one of the note holders and the expiration of the guarantee period under the Company's July 22, 2011 settlement agreement with these note holders. Following the completion of the sale of additional DLH shares by this holder to members of DLH's management team, the Company's remaining liability under the guarantee was further reduced. As a result of this transaction and the payment by DLH of \$225,000, DLH has now fully satisfied its minimum guarantee obligations related to the notes and will, therefore, record a gain of approximately \$486,000 in the fiscal fourth quarter ending September 30, 2012.

Kathryn M. JohnBull, Chief Financial Officer of DLH, commented, "We are pleased with the resolution of this liability, which will allow us to strengthen the Company's balance sheet. The closure of this matter will further enable us to focus on growing our business and improving our financial position at the same time."

About DLH Holdings Corp.

DLH Holdings Corp. (Nasdaq: DLHC) serves clients throughout the United States as a full-service provider of healthcare, logistics, and technical support services to DoD and Federal agencies. For more information, visit the corporate web site at www.dlhcorp.com.

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

This press release may contain forward-looking statements. 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" (and similar expressions) should be considered forward looking statements. There are a number of important factors that could cause DLH's actual results to differ materially from those indicated by the forward looking statements, including those factors described under "Risk Factors" in the Company's prospectus included as part of the Registration Statement on Form S-1 filed by the Company in connection with the Rights Offering and in its periodic reports filed with the Securities and Exchange Commission from time to time. Given these risks and uncertainties, you are cautioned not to place undue reliance on forward-looking statements. DLH undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events, changes in expectation or otherwise, except as required by law.

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