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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Grow Justin Marshall</u>  (Last) (First) (Middle) 2750 PREMIERE PARKWAY SUITE 100  (Street) DULUTH GA 30097  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DELTA APPAREL, INC [ DLA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  EVP & Chief Admin Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/28/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/28/2023		M		5,000 <sup>(1)</sup>	A	\$0 <sup>(2)</sup>	9,000	D	
Common Stock	12/28/2023		D		2,500 <sup>(3)</sup>	D	\$7.39	6,500	D	
Common Stock	12/28/2023		F		771 <sup>(4)</sup>	D	\$7.39	5,729	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	12/28/2023		M			5,000	(5)	(5)	Common Stock	5,000	\$0	0	D	

**Explanation of Responses:**

- These shares were acquired in connection with the vesting of service-based restricted stock units. One-half of the vested restricted stock units convert into Delta Apparel, Inc. common stock on a one-for-one basis and the remaining half convert into a cash amount equal to the market value of the Company's common stock on the applicable date multiplied by the applicable number of restricted stock units.
- Each restricted stock unit represents the right to receive one share of common stock of Delta Apparel, Inc. or the cash equivalent.
- These shares were disposed of in connection with the conversion of one-half of the 5,000 vested restricted stock units into a cash amount equal to the market value of the Company's common stock on the applicable date multiplied by the applicable number of restricted stock units.
- These shares were withheld by Delta Apparel, Inc. for the payment of a tax liability incident to the vesting of service-based restricted stock units.
- The restricted stock units vested upon the December 28, 2023, filing of the Company's Annual Report on Form 10-K for its fiscal year ended September 30, 2023.

/s/ Lauren S. Chang, POA

01/02/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.