

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

**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

1. Name and Address of Reporting Person* <u>HOWARD JACK L</u>  (Last) (First) (Middle) <u>C/O STEEL PARTNERS HOLDINGS L.P.</u> <u>590 MADISON AVENUE, 32ND FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>STEEL PARTNERS HOLDINGS L.P. [</u> <u>SPLP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  President
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/09/2018</u>	
	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			
6% Series A Preferred Units <sup>(1)</sup>	05/09/2018		S		41,000	D	\$19.9	237,712	D	
Common Units, no par value <sup>(1)</sup>								1,515,228	D	
Common Units, no par value <sup>(1)</sup>								91,603 <sup>(2)</sup>	I	By SPH SPV-I LLC
Common Units, no par value <sup>(1)</sup>								1,519,552	I	By The II Trust <sup>(3)</sup>
Common Units, no par value <sup>(1)</sup>								747,938	I	By The III Trust <sup>(4)</sup>
Common Units, no par value <sup>(1)</sup>								10,100	I	By EMH Howard, LLC <sup>(5)</sup>
6% Series A Preferred Units <sup>(1)</sup>								85,540	I	By EMH Howard, LLC <sup>(5)</sup>

**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					

1. Name and Address of Reporting Person*		
<a href="#">HOWARD JACK L</a>		
(Last)	(First)	(Middle)
<a href="#">C/O STEEL PARTNERS HOLDINGS L.P.</a>		
<a href="#">590 MADISON AVENUE, 32ND FLOOR</a>		
(Street)		
<a href="#">NEW YORK</a>	<a href="#">NY</a>	<a href="#">10022</a>
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">EMH Howard LLC</a>		
(Last)	(First)	(Middle)
<a href="#">590 MADISON AVENUE, 32ND FLOOR</a>		
(Street)		
<a href="#">NEW YORK</a>	<a href="#">NY</a>	<a href="#">10022</a>
(City) (State) (Zip)		

**Explanation of Responses:**

1. This Form 4 is filed jointly by Jack L. Howard and EMH Howard, LLC ("EMH") (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding Common Units. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of his or its pecuniary interest therein.
2. Consists of Class C Common Units ("Class C Units") allocated by SPH SPV-I LLC to Mr. Howard's sub-account within SPH SPV-I LLC. The Class C Units have the same rights as the Common Units, except that a Class C Unit will not be saleable in the public market until the capital account allocable to such Class C Unit is equal to the capital account allocable to a Common Unit ("Capital Account Alignment"), determined as if a Class C Unit and a Common Unit were separate partnership interests for U.S. federal income tax purposes. At such time that Capital Account Alignment is achieved, a Class C Unit will convert automatically into a Common Unit. Class C Units (including Class C Units received in respect of a year) will be allocated their share of taxable income based on their percentage interests, except as otherwise determined by the Issuer.
3. Mr. Howard, as the trustee of The II Trust, may be deemed to beneficially own the Common Units held by The II Trust.
4. Mr. Howard, as the trustee of The III Trust, may be deemed to beneficially own the Common Units held by The III Trust.
5. Mr. Howard, as the Managing Member of EMH, may be deemed to beneficially own the Common Units and 6% Series A Preferred Units held by EMH.

[/s/ Jack L. Howard](#) [05/11/2018](#)

[By: EMH Howard, LLC, By:](#)

[/s/ Jack L. Howard, Managing](#) [05/11/2018](#)  
[Member](#)

\*\* 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.**