# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No.  $10)^1$ 

<u>Selectica, Inc.</u> (Name of Issuer)

Common Stock, par value \$0.0001 (Title of Class of Securities)

> 816288203 (CUSIP Number)

Warren G. Lichtenstein Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, New York 10022 (212) 520-2300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

<u>July 31, 2013</u> (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of  $\S\S$  240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box  $\Box$ .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

1	NAME OF	REPORTING PERSONS			
1	IVAIVIE OI	NAME OF REPORTING PERSONS			
	S	TEEL PARTNERS HOLDINGS L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
			(a) □ (b) □		
3	SEC USE	ONI V	(0) 🗆		
3	SEC USE	ONLI			
4	SOURCE OF FUNDS				
	A				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENS	CHIP OR PLACE OF ORGANIZATION			
	CITIZENSINI OKTENCE OF OKOMINZATION				
		ELAWARE			
	7	SOLE VOTING POWER			
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NUMBER OF	8	SHARED VOTING POWER			
SHARES BENEFICIALLY		W====			
OWNED BY	0	417,264			
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	4.	17,264			
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10	DED CENT	LOD CLASS DEPONDED BY AMOUNT IN DOMESTA			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	11.9%				
14	TYPE OF REPORTING PERSON				
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1	NAME OF REPORTING PERSONS			
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		PH GROUP LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
			(a) □ (b) □	
3	SEC USE	ONLY		
	COLIDGE	OF EVAING		
4	SOURCE	OF FUNDS		
	A	F		
5	CHECK B	OX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	]	
6	CITIZENS	SHIP OR PLACE OF ORGANIZATION		
6	CITIZENS	BRIP OR PLACE OF ORGANIZATION		
	D	ELAWARE		
	7	SOLE VOTING POWER		
		- 0 -		
NUMBER OF SHARES	8	SHARED VOTING POWER		
BENEFICIALLY		417,264		
OWNED BY	9	SOLE DISPOSITIVE POWER		
EACH REPORTING		SOLL DISTOSTIVE TOWER		
PERSON WITH		- 0 -		
	10	SHARED DISPOSITIVE POWER		
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	11	1.9%		
14	TYPE OF	REPORTING PERSON		
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SPH GROUP HOLDINGS LLC  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) (b) (b) (c)  SEC USE ONLY  4 SOURCE OF FUNDS  WC  5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	1	NAME OF REPORTING PERSONS			
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00	14	TYPE OF	REPORTING PERSON		
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1	NAME OF REPORTING PERSONS			
2		TEEL PARTNERS HOLDINGS GP INC.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) $\square$			
			(b) □	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	AF	7		
5	CHECK BO	DX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSI	HIP OR PLACE OF ORGANIZATION		
	DE	ELAWARE		
	7	SOLE VOTING POWER		
		- 0 -		
NUMBER OF SHARES	8	SHARED VOTING POWER		
BENEFICIALLY		417,264		
OWNED BY	9	SOLE DISPOSITIVE POWER		
EACH REPORTING				
PERSON WITH		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		417,264		
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13	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	11.9%			
14	TYPE OF F	REPORTING PERSON		
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The following constitutes Amendment No. 10 to the Schedule 13D filed by the undersigned ("Amendment No. 10"). This Amendment No. 10 amends the Schedule 13D as specifically set forth herein.

#### Item 1. <u>Security and Issuer.</u>

Item 1 is hereby amended and restated to read as follows:

This statement relates to the Common Stock, par value \$0.0001 per share (the "Shares"), of Selectica, Inc. (the "Issuer"). The address of the principal executive offices of the Issuer is 2121 South El Camino Real, San Mateo, California 94403.

#### Item 2. <u>Identity and Background.</u>

Item 2 is hereby amended and restated to read as follows:

(a) This statement is filed by Steel Partners Holdings L.P., a Delaware limited partnership ("Steel Holdings"), SPH Group LLC, a Delaware limited liability company ("SPHG"), SPH Group Holdings LLC, a Delaware limited liability company ("SPHG Holdings"), and Steel Partners Holdings GP Inc., a Delaware corporation ("Steel Holdings GP"). Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Steel Holdings owns 99% of the membership interests of SPHG. SPHG is the sole member of SPHG Holdings. Steel Holdings GP is the general partner of Steel Holdings, the managing member of SPHG and the manager of SPHG Holdings. Accordingly, for purposes of this Schedule 13D, each of SPHG, Steel Holdings and Steel Holdings GP may be deemed to beneficially own the Shares owned directly by SPHG Holdings. Each of SPHG, Steel Holdings and Steel Holdings GP disclaims beneficial ownership of the Shares owned directly by SPHG Holdings except to the extent of their pecuniary interest therein.

Set forth on Schedule A annexed hereto ("Schedule A") is the name and present principal business, occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted of the executive officers and directors of Steel Holdings GP. To the best of the Reporting Persons' knowledge, except as otherwise set forth herein, none of the persons listed on Schedule A beneficially owns any securities of the Issuer or is a party to any contract, agreement or understanding required to be disclosed herein.

- (b) The principal business address of each Reporting Person is 590 Madison Avenue, 32nd Floor, New York, New York 10022.
- (c) Steel Holdings is a global diversified holding company that engages or has interests in a variety of operating businesses through its subsidiary companies. Steel Holdings may seek to obtain majority or primary control, board representation or other significant influence over the businesses in which it holds an interest. The principal business of SPHG Holdings is holding securities for the account of Steel Holdings. The principal business of SPHG is serving as the sole member of SPHG Holdings and other affiliates. The principal business of Steel Holdings GP is serving as the general partner of Steel Holdings, the managing member of SPHG and the manager of SPHG Holdings.
- (d) No Reporting Person nor any person listed on Schedule A has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

- (e) No Reporting Person nor any person listed on Schedule A has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Each of the entities who are Reporting Persons are organized under the laws of the State of Delaware. Each of the individuals who are listed on Schedule A are citizens of the United States of America.

#### Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of the 417,264 Shares owned directly by SPHG Holdings is approximately \$3,333,939, including brokerage commissions. The Shares owned directly by SPHG Holdings were acquired with its working capital.

#### Item 5. <u>Interest in Securities of the Issuer.</u>

Item 5(a)-(c) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 3,495,210 Shares outstanding, which is the total number of Shares outstanding as of July 15, 2013, as reported in the Issuer's Proxy Statement on Form DEF 14A filed with the Securities and Exchange Commission on July 23, 2013.

As of the close of business on August 2, 2013, SPHG Holdings owned directly 417,264 Shares, constituting approximately 11.9% of the Shares outstanding. By virtue of their relationships with SPHG Holdings discussed in further detail in Item 2, each of Steel Holdings, SPHG and Steel Holdings GP may be deemed to beneficially own the Shares owned directly by SPHG Holdings.

- (b) Each of SPHG Holdings, SPHG, Steel Holdings and Steel Holdings GP is deemed to have shared power to vote and dispose of the Shares owned directly by SPHG Holdings.
- (c) Schedule B annexed hereto ("Schedule B") lists all transactions in the Shares of the Issuer during the past sixty days by the Reporting Persons. All of such transactions were effected in the open market.

## **SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 5, 2013

## STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.

General Partner

By: /s/ Jack L. Howard

Jack L. Howard, President

## SPH GROUP LLC

By: Steel Partners Holdings GP Inc.

Managing Member

By: /s/ Jack L. Howard

Jack L. Howard, President

## SPH GROUP HOLDINGS LLC

By: Steel Partners Holdings GP Inc.

Manager

By: /s/ Jack L. Howard

Jack L. Howard, President

## STEEL PARTNERS HOLDINGS GP INC.

By: /s/ Jack L. Howard

Jack L. Howard, President

## SCHEDULE A

## **Executive Officers and Directors of Steel Partners Holdings GP Inc.**

Name and Position	Present Principal Occupation	Business Address	
Warren G. Lichtenstein, Chairman, Chief Executive Officer and Director	Chairman and Chief Executive Officer of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners LLC 590 Madison Avenue, 32 <sup>nd</sup> Floor New York, NY 10022	
Jack L. Howard, President and Director	President of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company, and a principal of Mutual Securities, Inc., a registered broker dealer	c/o Steel Partners LLC 590 Madison Avenue, 32 <sup>nd</sup> Floor New York, NY 10022	
James F. McCabe, Jr., Chief Financial Officer	Chief Financial Officer of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32 <sup>nd</sup> Floor New York, NY 10022	
Anthony Bergamo, Director	Vice Chairman of MB Real Estate, a property management company	c/o MB Real Estate 335 Madison Avenue, 14 <sup>th</sup> Floor New York, NY 10017	
John P. McNiff, Director	Partner of Mera Capital Management LP, a private investment partnership	c/o Mera Capital Management LP 161 Washington Street, Suite 1560 Conshohocken, PA 19428	
Joseph L. Mullen, Director	Managing Partner of Li Moran International, Inc., a management consulting company	c/o Li Moran International 611 Broadway, Suite 722 New York, NY 10012	
General Richard I. Neal, Director	President of Sisvel US, Inc. and Audio MPEG, Inc., licensors of intellectual property	c/o Sisvel US, Inc. 66 Canal Center Plaza, Suite 750 Alexandria, VA 22314	
Allan R. Tessler, Director	Chairman and Chief Executive Officer of International Financial Group, Inc., an international merchant banking firm	c/o International Financial Group, Inc. 2500 North Moose Wilson Road Wilson, WY 83014	
Leonard J. McGill, Senior Vice President, General Counsel and Secretary	Senior Vice President, General Counsel and Secretary of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32 <sup>nd</sup> Floor New York, NY 10022	

## SCHEDULE B

# <u>Transactions in the Shares of the Issuer During the Past 60 Days</u>

Class of <u>Security</u>	Securities <u>Sold</u>	<u>Price (\$)</u>	Date of <u>Purchase</u>			
SPH GROUP HOLDINGS LLC						
Common Stock	2,554	8.4000	7/31/2013			
Common Stock	950	8.4800	8/01/2013			