

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>LICHTENSTEIN WARREN G</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. [ 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) <input type="checkbox"/> Other (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2017</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	02/07/2017		J		71,503	A	(1)	71,503	D	
6% Series A Preferred Units	10/12/2017		J		443,158	A	(2)	514,661	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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Acquired pursuant to the exchange offer made pursuant to the December 7, 2016 Agreement and Plan of Merger by and among Issuer, SPH Acquisition Co., a wholly owned subsidiary of Issuer, and Steel Excel Inc., as amended, pursuant to which each validly tendered share of Steel Excel Inc. common stock was exchanged for 0.712 newly issued 6.0% Series A preferred units of Issuer, together with cash in lieu of any fractional Issuer preferred units, upon the terms and subject to the conditions set forth in the prospectus/offer to exchange and the related letter of transmittal filed by Issuer with the Securities and Exchange Commission on January 9, 2017 (together with any amendments and supplements thereto). The Issuer preferred units issued in this transaction were a newly issued class of securities having a liquidation preference of \$25.00 per unit.
- Acquired pursuant to the exchange offer made pursuant to the June 26, 2017 Agreement and Plan of Merger by and among Issuer, Handy Acquisition Co., a wholly owned subsidiary of Issuer, and Handy & Harman Ltd. (the "Merger Agreement"), pursuant to which each validly tendered share of Handy & Harman Ltd. common stock was exchanged for 1.484 6.0% Series A preferred units of Issuer (the "transaction consideration"), together with cash in lieu of any fractional Issuer preferred units, upon the terms and subject to the conditions set forth in the prospectus/offer to exchange and the related letter of transmittal filed by Issuer with the Securities and Exchange Commission on September 13, 2017 (together with any amendments and supplements thereto). The market value of the transaction consideration is \$30.57, based on the trading price of the Issuer preferred units as of the end of trading on October 11, 2017.

/s/ Michael Macmanus as  
Attorney-in-Fact for Warren G. Lichtenstein  
10/16/2017

\*\* 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.