## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See nstruction 1(b).
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average bu	irden					
hours por rosponso:	0 5					

ions may cont tion 1(b).	nue. See		File										34			hours	per res	sponse:	0.5
1. Name and Address of Reporting Person <sup>*</sup> <u>LICHTENSTEIN WARREN G</u>				<u>S</u>	2. Issuer Name and Ticker or Trading Symbol <u>STEEL PARTNERS HOLDINGS L.P.</u> [ SPLP ]									(Check all applica X Director Officer (		blicable) ctor er (give title	0	10% C Other	wner (specify
(Last)(First)(Middle)C/O STEEL PARTNERS HOLDINGS L.P.590 MADISON AVENUE, 32ND FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 05/01/2014									belo	w)		below)		
		10022 (Zip)		- 4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)								Form filed by One Reporting Person						
	Tal	ole I -	Non-Deriv	vative	e Sec	uritie	s A	cquir	ed, D	isposed o	of, o	r Ben	efic	ially	Own	ed			
Date			Date		Execution Date,					4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)					5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
							Code	v	Amount	(A) or (D) Pri		Pric	ce	Trans	ransaction(s)			(Instr. 4)	
Common Units, no par value <sup>(1)</sup>			05/01/20	014	14			J <sup>(2)</sup>		1,542,073 <sup>(2)(3)</sup> A		\$0	.00 <sup>(2)</sup>	1,542,073			I	By SPH SPV-I LLC	
Units, no	par value <sup>(1)</sup>														1,	650,081		D	
Common Units, no par value <sup>(1)</sup>															1	18,391		I	By Steel Partners, Ltd. <sup>(4)</sup>
Common Units, no par value <sup>(1)</sup>															6,	939,647		I	By WGL Capital Corp. <sup>(5)</sup>
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
		Exect if any	ution Date,		Transaction of Code (Instr. Derivative			Expi (Mor	ration I hth/Day	Date	and 4) Amour or Numbe		nstr. 3 nount	Deriv Secu (Inst	vative urity	derivative Securities Beneficially Owned Following Reported	0 F D ([	wnership orm: irect (D) r Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	tion 1(b). IN Address o ENSTEI (F CEL PARTI DISON AV ORK N (S Security (Ins Units, no p Units, no p Units, no p Units, no p Units, no p Units, no p Conversion or Exercise Price of Derivative	Ind Address of Reporting Person ENSTEIN WARREN (First) EEL PARTNERS HOLDIN DISON AVENUE, 32ND F ORK NY (State) Tat Security (Instr. 3) Units, no par value <sup>(1)</sup> Units, no par value <sup>(1)</sup> Units, no par value <sup>(1)</sup> Units, no par value <sup>(1)</sup> Inits, no par value <sup>(1)</sup> Conversion or Exercise Price of Derivative (Month/Day/Year,	tion 1(b).  Ind Address of Reporting Person*  ENSTEIN WARREN G  (First) (Middle EEL PARTNERS HOLDINGS L.F DISON AVENUE, 32ND FLOOR  DRK NY 10022  (State) (Zip)  Table I - I  Security (Instr. 3)  Units, no par value <sup>(1)</sup> Units, no par value <sup>(1)</sup> Units, no par value <sup>(1)</sup> Linits, no par value <sup>(1)</sup> Table I  2.  2.  2.  2.  2.  3. Transaction Date (Month/Day/Year) Month/Day/Year) (Month/Day/Year)	tion 1(b). File  Address of Reporting Person* ENSTEIN WARREN G  (First) (Middle) EEL PARTNERS HOLDINGS L.P. DISON AVENUE, 32ND FLOOR  DRK NY 10022  (State) (Zip)  Cable I - Non-Deriv Security (Instr. 3)  Catle	tion 1(b). Filed purs or	tion 1(b).       Filed pursuant to or Section         and Address of Reporting Person*       2. Issuer N         'ENSTEIN WARREN G       3. Date of 05/01/20         (First)       (Middle)         CEL PARTNERS HOLDINGS L.P.       3. Date of 05/01/20         DISON AVENUE, 32ND FLOOR       4. If Amenu         DRK       NY         (State)       (Zip)         Cate of 05/01/20         Security (Instr. 3)         2. Transaction Date (Month/Day/Year)         Units, no par value <sup>(1)</sup> 05/01/2014         Units, no par value <sup>(1)</sup> 05/01/2014         Units, no par value <sup>(1)</sup> 10022         Units, no par value <sup>(1)</sup> 1005/01/2014         Conversion Date (Month/Day/Year)       3A. Deemed Execution Date, (Fansaction Code (Instr. 8))         2. Conversion On Date (Month/Day/Year)       3A. Deemed (Month/Day/Year)         Derivative       3A. Deemed Execution Date, (Fansaction	tion 1(b).       Filed pursuant to Sectio or Section 30(h)         rd Address of Reporting Person*       2. Issuer Name a STEEL PAR         ENSTEIN WARREN G       3. Date of Earlies OS/01/2014         (First)       (Middle)         SEL PARTNERS HOLDINGS L.P.       3. Date of Earlies OS/01/2014         DISON AVENUE, 32ND FLOOR       4. If Amendment,         ORK       NY       10022         (State)       (Zip)         Table 1 - Non-Derivative Securitie         Security (Instr. 3)         2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date (Month/Day/Year)         Units, no par value <sup>(1)</sup> 05/01/2014       2A. Deemed Execution Date if any (Month/Day/Year)         Units, no par value <sup>(1)</sup> 05/01/2014	ition 1(b).       Filed pursuant to Section 30(h) of the or Section 30(h) of the or Section 30(h) of the section 30(h) of the section 30(h) of the STEEL PARTN WARREN G       2. Issuer Name and Ti STEEL PARTN SPLP ]         (First)       (Middle)       3. Date of Earliest Transcription (Storage Price of Price of Derivative Securities Acquired International Security (Instr. 3)       3. Date of Earliest Transcription Date (Month/Day/Year)         20K       NY       10022       4. If Amendment, Date Price Particle Partin Particle Particle Particle Particle Particle Particle Particle	ition 1(b).       Filed pursuant to Section 15(a) of the Investor Section 30(h) of the Investor Section 30(h) of the Investor Sector 30(h) of the Investor SECTEL PARTNERS         (First)       (Middle)         (First)       (Middle)         (First)       (Middle)         (EL PARTNERS HOLDINGS L.P. DISON AVENUE, 32ND FLOOR       3. Date of Earliest Transaction 05/01/2014         ORK       NY       10022         (State)       (Zip)         Call of the Investor Securities Acquire         Security (Instr. 3)         2. Transaction Date (Month/Day/Year)         (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       3. Transaction (e.g., puts, calls, warrants, opt of perivative Securities Acquired (A) or Disposed of (D) or Disposed o	tion 1(b).       Filed pursuant to Section 3(h) of the larvestment of Section 30(h) of the Investment of Section 30(h) of the Section 30(h) of the Section 30(h) of the Investment of Section 30(h) of the Investment of Section 30(h) of the Investment of Section 30(h) of the Secting 3(h) of the Secting 3(h) of the Secting 3(h)	tion 1(b).       Filed pursuant to Section 36(a) of the Securities Exchan or Section 30(b) of the Investment Company Act SENSTEIN WARREN G         (First)       (Middle)         (First)       (Middle)         (EL PARTNERS HOLDINGS L.P. DISON AVENUE, 32ND FLOOR       3. Date of Earliest Transaction (Month/Day/Year) 05/01/2014         ORK       NY         10022       .         (State)       (Zip) <b>Control Securities Acquired</b> (Month/Day/Year)         05/01/2014       . <b>Code</b> (Instr. 3)         2. Transaction (Month/Day/Year)         Date of a value <sup>(1)</sup> 05/01/2014         Units, no par value <sup>(1)</sup> 05/01/2014         Units, no par value <sup>(1)</sup> 05/01/2014         Units, no par value <sup>(1)</sup> 05/01/2014         Junits, no par value <sup>(1)</sup> Junits, no par value <sup>(1)</sup> Units, no par value <sup>(1)</sup> Junits, no par value <sup>(1)</sup> Jabeemed Privative Security       3. Transaction Date (Month/Day/Year)       Junits, no par value <sup>(1)</sup> Jabeemed Privative Security       3. Transaction Date (Month/Day/Year)       Jabeemed Execution Date, (Month/Day/Year)       S. Number Or park (Circle)       S. Date Exercisable and Cortex (Sabeed of or park (Sabeed of	tion 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange A or Section 30(h) of the Investment Company Act of 13 or Section 30(h) of the Investment Company Act of 13         ad Address of Reporting Person <sup>*</sup> . Issuer Name and Ticker or Trading Symbol         EINSTEIN WARREN G       . Suer Name and Ticker or Trading Symbol         (First)       (Middle)         SEL PARTNERS HOLDINGS L.P.       . Date of Earliest Transaction (Month/Day/Year)         ORK       NY         ORK       NY         (State)       (Zip)         Table 1 - Non-Derivative Securities Acquired, Disposed of, O         Security (Instr. 3)       Z. Transaction Date (Month/Day/Year)         Date (Month/Day/Year)       . A Deemed Date (Month/Day/Year)       . Securities Acquires Acqui	tion 1(b).       Filed pursuant to Section 15(a) of the Securities Exchange Act of 190         ad Address of Reporting Person*       Issuer Name and Ticker or Trading Symbol         EINSTELIN WARREN G       STEEL PARTNERS HOLDINGS L.P. [         (First)       (Middle)         EL PARTNERS HOLDINGS L.P.       STEEL PARTNERS HOLDINGS L.P. [         DISON AVENUE, 32ND FLOOR       A. If Amendment, Date of Original Filed (Month/Day/Year)         OK       (Zap)         Table 1 - Non-Derivative Securities Acquired, Disposed of, or Ben         Security (Instr. 3)       2. Transaction [Month/Day/Year]       3. Date of Barlies (Month/Day/Year)       Disposed of (0) (msr. 3, 4)         Units, no par value <sup>(1)</sup> 05/01/2014       J(2)       1,542,073(2)(3)       A         Units, no par value <sup>(1)</sup> 05/01/2014       J(2)       1,542,073(2)(3)       A         Units, no par value <sup>(1)</sup> 05/01/2014       J(2)       1,542,073(2)(3)       A         Units, no par value <sup>(1)</sup> Image: Securities Acquired, Disposed of, or Beneff Ce.g., puts, calls, warrants, options, convertible securit       Securities Acquired, Disposed of, or Beneff Ce.g., puts, calls, warrants, option 3, option 3	tion 10).  Filed pursuant to Section 15(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940  STEEL PARTNERS HOLDINGS L.P. [ SPLP]  Citate Partners HOLDINGS L.P. [ SPLP]  DISON AVENUE, 32ND FLOOR  A. If Amendment, Date of Original Filed (Month/Day/Year)  DRK NY 10022  (State) (Zip)  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  Code V Amount (A) or price  Units, no par value <sup>(1)</sup> Units, no par value <sup>(1)</sup> Units, no par value <sup>(1)</sup> Draw action  A. B. Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities  Company action 11, and the acquired in the adminibility of the adminib	tion 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1394         ad Address of Reporting Person"       2. Issuer Name and Ticker or Trading Symbol       STEEL PARTINERS HOLDINGS L.P.       S. Rela         (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       6. India         DISON AVENUE, 32ND FLOOR       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. India         ORK       NY       10022       5. Transaction         ORK       (State)       (Zip)       2. Transaction       3. Transaction         Date       Date       Sceurities Acquired (A) or file (Instr. 3)       2. Transaction       3. Stansaction         Date       Date       Sceurities Acquired (A) or file (Instr. 3)       4. Securities Acquired (A) or file (Instr. 3)       5. One of the Instructive Securities Acquired, Disposed of (D) (Instr. 3. 4 and 5)         Units, no par value <sup>(1)</sup> 05/01/2014       j(2)       1,542.073(2k3)       A       \$0.00(2)         Units, no par value <sup>(1)</sup> 05/01/2014       j(2)       1,542.073(2k3)       A       \$0.00(2)         Units, no par value <sup>(1)</sup> 05/01/2014       j(2)       1,542.073(2k3)       A       \$0.00(2)         Units, no par value <sup>(1)</sup> 05/01/2014       j(2)       1,542.073(2k3)       A       \$0.00(2)	tion 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1930         ad Address of Reporting Person"       EINSTEIN WARREN G       STEEL PARTNERS HOLDINGS L.P. [ SPLP]       Steeden 300(b) of the Investment Company Value of 1930         (First)       (Middle)       Steeden 300(b) of the Investment Company Value of 1930       Steeden 300(b) of the Investment Company Value of 1930         (First)       (Middle)       Steeden 300(b) of the Investment Company Value of 1930       Steeden 300(b) of the Investment Company Value of 1930         (State)       (Zip)       3. Date of Earliest Transaction (Month/Day/Year)       Steeden 300(b) of the Investment Company Value of 1930       Steeden 300(b) of the Investment Company Value of 1930         Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       Steeden 300(b) of the Investment Company Value of 1930(b) of the Investment Comp	Init 10.j.       Field pursuant to Section 15(a) of the Securities Exchange Act of 1394         ad Address of Reporting Person"       ENSTEIN WARREN G         (First)       (Middle)         (EISTEIN WARREN G       2. Essen Name and Ticker or Trading Symbol       5. Relationship of Perperint Company Act of 1394         (First)       (Middle)         (EIL PARTNERS HOLDINGS L.P.       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Perperint Company Act of 1394         ORK       NY       100022       3. Date of Earliest Transaction (Month/Day/Year)       6. Individual or Joint/Group         ORK       NY       100022       5. Relationship of Perperint Company Act of 1394       Form filed by Mo         Security (Instr. 3)       Date       Code (Instr.       6. Individual or Joint/Group         Security (Instr. 3)       Date       Code (Instr.       6. Individual or Joint/Group         Units, no par value <sup>(1)</sup> 05/01/2014       J <sup>(2)</sup> 1,542,073 <sup>(2)</sup> A       \$0.00 <sup>2</sup> 1,542,073         Units, no par value <sup>(1)</sup> Image: Company Act of Joint Date       Societties Accuired, Joint Date       Image: Company Act of Joint Date       Image: Company Act of Joint Date       Societties Accuired, Joint Date       Societties Accuired, Joint Date       Image: Company Act of Joint Date       Societties Accuired, Joint Date       Societties Accu	Line 106.     Filed pursuant to Section 13(a) of the Sectinities Exchange Act of 1934       Val Address of Reporting Person*     ENSTEIN WARREN C       (First) (Middle)     2. Issuer Name and Ticker or Trating Symbol       (First) (Middle)     3. Date of Earliest Transaction (Month/Day/Year)       05/01/2014     3. Date of Earliest Transaction (Month/Day/Year)       05/01/2014     6. Individual or Joint/Group Person*       05/01/2014     4. If Amendment, Date of Original Filed (Month/Day/Year)     6. Individual or Joint/Group Person*       05/01/2014     4. If Amendment, Date of Original Filed (Month/Day/Year)     6. Individual or Joint/Group Person*       05/01/2014     4. If Amendment, Date of Original Filed (Month/Day/Year)     6. Individual or Joint/Group Person*       05/01/2014     2. Transaction     Transaction (Month/Day/Year)     6. Individual or Joint/Group Person*       0     2. Transaction     2. Description Parso*     Person*       0     Date of Earliest Transaction (Month/Day/Year)     6. State     Securities Parso*       0     Date of Earliest Transaction (Month/Day/Year)     6. State     Securities Parso*       0     Date of Earliest Transaction (Month/Day/Year)     6. State     Securities Parso*       0     Date of Earliest Transaction (Month/Day/Year)     1. State     Securities Parso*       0     Date of Earliest Transaction (Month/Day/Year)     1. State     Se	bin 10).       Field pursuant to Section 30(0 of the Securities Exchange Act of 1934       Intervention         vid Address of Reporting Person'       ENSTEIN WARREN G       Stelen 30(0) of the Investment Company Act of 1304       Stelen 10(0) of the Investment Company Act of 1304         (First)       (Middle)       Stelen 10(0) of the Investment Company Act of 1304       Stelen 10(0) of the Investment Company Act of 1304       X       Director       X       X       Officer (give title below)         (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       6. Individual or Joint/Group Filing (Check All public)       X       Officer (give title below)         DRK       NY       10022       3. Date of Earliest Transaction (Month/Day/Year)       6. Individual or Joint/Group Filing (Check All public)       Y       Person         DRK       NY       10022       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check All public)       Y         Security (Instr. 3)       Date of Earliest Transaction       Banend       Securities Acquired (Month/Day/Year)       6. Souther Banend       Securities Acquired (Month/Day/Year)       6. Souther Banend       Securities Acquired (Month/Day/Year)       5. Securities Acquired (Month/Day/Year)       5. Securities Acquired (Month/Day/Year)       Securities Acquired (Month/Day/Year)       Securities Acquired (Month/Day/Year)       Securities Acquired (Month/Day/

1. Name and Address of Reporting  $\operatorname{Person}^*$ 

LICHTENSTEIN	WARREN G

(Last)	(First)	(Middle)					
C/O STEEL PARTNERS HOLDINGS L.P.							
590 MADISON AV	590 MADISON AVENUE, 32ND FLOOR						
(Street)							
NEW YORK	NY	10022					
(City)	(State)	(Zip)					
1. Name and Address o	f Reporting Person <sup>*</sup>						
WGL Capital C	<u>orp.</u>						
(Last)	(First)	(Middle)					
777 SPRUCE STR	EET						

(Street)

ASPEN	СО	81611			
(City)	(State)	(Zip)			
1. Name and Address of <u>Steel Partners, I</u>					
(Last) 590 MADISON AV	(First) 'ENUE, 32ND FLOC	(Middle) DR			
(Street) NEW YORK	NY	10022			
(City)	(State)	(Zip)			
1. Name and Address of SPH SPV-I LLC					
(Last)	(First)	(Middle)			
590 MADISON AVENUE, 32ND FLOOR					
(Street) NEW YORK	NY	10022			
(City)	(State)	(Zip)			

## Explanation of Responses:

1. This Form 4 is filed jointly by WGL Capital Corp. ("WGL"), Steel Partners, Ltd. ("SPL"), SPH SPV-I LLC ("SPH SPV") and Warren G. Lichtenstein (collectively, the "Reporting Persons"). Each of SPL, SPH SPV and Mr. Lichtenstein may be deemed to be 10% owners of the Issuer and WGL is a 10% owner of the Issuer. Each of the Reporting Persons disclaims beneficial ownership of the Common Units reported herein, except to the extent of his or its pecuniary interest therein.

2. Consists of Common Units issued to SPH SPV by the Issuer. Such units were issuable to SPH SPV in the form of Class C Common Units with respect to the Incentive Units received pursuant to that certain Fifth Amended and Restated Management Agreement effective as of May 11, 2012, by and among the Issuer, SPH Group LLC, a wholly owned subsidiary of the Issuer, and SP General Services LLC. The right to receive Class C Common Units was assigned to SPH SPV by SP General Services LLC, the manager of the Issuer. As a result of the alignment of capital accounts of the Common Units and the Class C Common Units was assigned to SPH SPV by SP General Services LLC, the manager of the Issuer. As a result of the alignment of capital accounts of the Common Units and the Class C Common Units, the Class C Common Units was assigned to SPH SPV. Lichtenstein, as the managing member of SPH SPV has an indirect interest in 1,542,073 Common Units, of which 1,202,182 of such units have been allocated to Mr. Lichtenstein's sub-account within SPH SPV.

The Class C Common Units had the same rights as the Common Units, except that net losses were not allocated to a holder of Class C Common Units, liquidating distributions made by the Issuer to such holder could not exceed the amount of its capital account allocable to its Class C Common Units, and they could not be sold in the public market until the capital account allocable to a Class C Common Unit equaled the capital account allocable to a regular Common Unit, upon which the Class C Common Units were converted automatically into regular Common Units.
 Mr. Lichtenstein, as the Chief Executive Officer and sole director of SPL, may be deemed to beneficially own the units owned directly by SPL.

5. SPL, as the sole shareholder of WGL, and Mr. Lichtenstein, as the Chief Executive Officer, Secretary and sole director of WGL, may be deemed to beneficially own the units owned directly by WGL.

/s/ James F. McCabe Jr. as Attorney-in-Fact for Warren G. 05/02/2014 Lichtenstein WGL Capital Corp., By: Warren G. Lichtenstein, Chief Executive Officer, By: /s/ 05/02/2014 James F. McCabe Jr. as Attorney-in-Fact for Warren G. Lichtenstein Steel Partners, Ltd., By: Warren G. Lichtenstein, Chief Executive Officer, By: /s/ 05/02/2014 James F. McCabe Jr. as Attorney-in-Fact for Warren G. **Lichtenstein** SPH SPV-I LLC, By: Warren G. Lichtenstein, Managing Member, By: /s/ James F. 05/02/2014 McCabe Jr. as Attorney-in-Fact for Warren G. Lichtenstein

\*\* 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.