

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 27, 2014

STEEL PARTNERS HOLDINGS L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

0-5465

(Commission  
File Number)

13-3727655

(IRS Employer  
Identification No.)

590 Madison Avenue, 32nd Floor, New York, New York

(Address of principal executive offices)

10022

(Zip Code)

Registrant's telephone number, including area code: (212) 520-2300

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 27, 2014, Steel Partners Holdings L.P. (the "Company") held its Annual Meeting of Limited Partners (the "Annual Meeting"). A total of 29,249,673 limited partnership units of the Company were entitled to vote as of April 14, 2014, the record date for the Annual Meeting. There were 21,054,793 units present in person or by proxy at the Annual Meeting, representing approximately 72.02% of the units entitled to vote. At the Annual Meeting unitholders were asked to vote on three proposals; set forth below are the matters acted upon by the unitholders at the Annual Meeting, and the final voting results of each such proposal.

**Proposal 1**

The unitholders elected each of the five independent director nominees to the Board of Directors of the Company's general partner, Steel Partners Holdings GP Inc., until the limited partners' annual meeting in 2015 and until their successors are duly elected and qualified.

Nominee	For	Against	Withheld	Broker Non-Votes
Anthony Bergamo	17,815,351	0	73,114	3,166,328
John P. McNiff	17,815,351	0	73,114	3,166,328
Joseph L. Mullen	17,787,946	0	100,519	3,166,328
General Richard I. Neal	17,787,746	0	100,719	3,166,328
Allan R. Tessler	17,787,848	0	100,617	3,166,328

**Proposal 2**

The unitholders approved, on an advisory basis, the compensation of the Company's named executive officers.

For	17,314,222
Against	54,065
Abstain	520,178
Broker Non-Votes	3,166,328

**Proposal 3**

The unitholders ratified the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

For	21,018,098
Against	10,970
Abstain	25,725
Broker Non-Votes	0

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SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 29, 2014

STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.  
Its General Partner

By: /s/ James F. McCabe, Jr.  
James F. McCabe, Jr.  
Chief Financial Officer