

**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): June 9, 2021

STEEL PARTNERS HOLDINGS L.P.

(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Delaware (State or other jurisdiction of incorporation) | 001-35493 (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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbols | Name of each exchange on which registered |
|-------------------------------|-----------------|---|
| Common Units, \$0 par | SPLP | New York Stock Exchange |
| 6.0% Series A Preferred Units | SPLP-PRA | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On June 9, 2021, Steel Partners Holdings L.P. (the "Company") held its Annual Meeting of Limited Partners (the "Annual Meeting"). A total of 22,957,480 common limited partnership units of the Company (the "LP Units") were entitled to vote as of April 13, 2021, the record date for the Annual Meeting. There were 19,014,888 LP Units present in person or by proxy at the Annual Meeting, representing approximately 82.82% of the LP Units entitled to vote. At the Annual Meeting, unitholders were asked to vote on four 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 six independent director to serve on the Board of Directors of the Company's general partner, Steel Partners Holdings GP Inc.

| Nominee | For | Withheld | Broker Non-Votes |
|-------------------------|------------|----------|------------------|
| John P. McNiff | 15,675,110 | 389,759 | 2,950,019 |
| General Richard I. Neal | 15,681,067 | 383,802 | 2,950,019 |
| Lon Rosen | 15,711,710 | 353,159 | 2,950,019 |
| Eric P. Karros | 15,679,031 | 385,838 | 2,950,019 |
| James Benenson III | 15,711,710 | 353,159 | 2,950,019 |
| Rory H. Tahari | 15,711,710 | 353,159 | 2,950,019 |

Proposal 2

The unitholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers.

| | |
|------------------|------------|
| For | 14,481,982 |
| Against | 708,068 |
| Abstain | 874,819 |
| Broker Non-Votes | 2,950,019 |

Proposal 3

The unitholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021.

| | |
|---------|------------|
| For | 19,002,192 |
| Against | 2,412 |
| Abstain | 10,284 |

Proposal 4

The unitholders approved the amendment and restatement of the Amended & Restated 2018 Incentive Award Plan to increase the number of LP Units reserved for issuance by 1,000,000.

| | |
|------------------|------------|
| For | 14,767,597 |
| Against | 1,292,007 |
| Abstain | 5,265 |
| Broker Non-Votes | 2,950,019 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

June 10, 2021

STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.
Its General Partner

By: /s/ Jason Wong
Jason Wong
Chief Financial Officer