

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 11, 2015

STEEL PARTNERS HOLDINGS L.P.

(Exact name of registrant as specified in its charter)

Delaware

001-35493

13-3727655

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

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

10022

(Address of principal executive offices)

(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 2.02 Results of Operations and Financial Condition.

On May 11, 2015, Steel Partners Holdings L.P., a Delaware corporation (the “Company”), issued a press release regarding its financial results for the quarter ended March 31, 2015. The full text of the press release is attached hereto as Exhibit 99.1.

The information in this Current Report, including the exhibit attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section. The information in this Current Report, including the exhibit, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, unless the Company expressly sets forth in such future filing that such information is to be considered “filed” or incorporated by reference therein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.

99.1

Exhibits

Press Release issued May 11, 2015.

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.

May 11, 2015

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

Exhibits

Exhibit No.

99.1

Exhibits

Press Release issued May 11, 2015.

PRESS RELEASE

Source: Steel Partners Holdings L.P.

Steel Partners Holdings L.P. Reports First Quarter 2015 Financial Results

NEW YORK, May 11, 2015 -- Steel Partners Holdings L.P. (NYSE: SPLP) (“SPLP” or the “Company”), a global diversified holding company, today announced operating results for the first quarter ended March 31, 2015. They are summarized in the following paragraph. For a full discussion of the operating results, please read the Company's Form 10-Q, which can be found at www.steelpartners.com.

SPLP reported revenues of \$214.6 million for the quarter, as compared to \$187.9 million for the same period of 2014. Income before taxes and equity method investments was \$17.3 million in the first quarter of 2015, as compared to \$7.5 million in the same period of 2014. Net income attributable to the Company's common unitholders for the first quarter of 2015 was \$78.4 million, or \$2.80 per diluted common unit, as compared to a net loss of \$12.7 million, or \$0.41 per diluted common unit, for the same period in 2014.

Financial Summary (\$000s)

| | Three Months Ended March 31, | |
|--|-------------------------------------|-------------|
| | 2015 | 2014 |
| Revenues | \$ 214,581 | \$ 187,857 |
| Costs and Expenses | 197,315 | 180,340 |
| Income before taxes and equity method investments | 17,266 | 7,517 |
| Income tax provision | 7,920 | 1,168 |
| Income (Loss) of associated companies, net of taxes | 4,649 | (18,258) |
| Income (Loss) from other investments - related party | 399 | (2) |
| Income (Loss) from investments held at fair value | 4,413 | (2,446) |
| Net income (loss) from continuing operations | 18,807 | (14,357) |
| Income from discontinued operations | 86,971 | 2,811 |
| Net income (loss) | 105,778 | (11,546) |
| Income attributable to noncontrolling interests | (27,347) | (1,160) |
| Net income (loss) attributable to common unit holders | \$ 78,431 | \$ (12,706) |
| | | |
| Net income (loss) per common unit - basic | \$ 2.84 | \$ (0.41) |
| Net income (loss) per common unit - diluted | \$ 2.80 | \$ (0.41) |

Segment Results (\$000s)

| | Three Months Ended March 31, | |
|--|-------------------------------------|--------------------|
| | 2015 | 2014 |
| Revenue: | | |
| Diversified industrial | \$ 137,982 | \$ 135,487 |
| Energy | 38,885 | 45,159 |
| Financial services | 12,176 | 6,966 |
| Corporate | 25,538 | 245 |
| Total | <u>\$ 214,581</u> | <u>\$ 187,857</u> |
| Income (loss) from continuing operations before income taxes: | | |
| Diversified industrial | \$ 9,569 | \$ 4,774 |
| Energy | (7,092) | 3,393 |
| Financial services | 7,344 | 4,078 |
| Corporate | 16,906 | (25,434) |
| Income (Loss) from continuing operations before income taxes | 26,727 | (13,189) |
| Income tax provision | 7,920 | 1,168 |
| Net income (loss) from continuing operations | <u>\$ 18,807</u> | <u>\$ (14,357)</u> |
| Income (Loss) from equity method investments: | | |
| Diversified industrial | \$ 5,500 | \$ 690 |
| Energy | (2,110) | (1,433) |
| Corporate | 1,658 | (17,517) |
| Total | <u>\$ 5,048</u> | <u>\$ (18,260)</u> |

About Steel Partners Holdings L.P.

Steel Partners Holdings L.P. is a global diversified holding company that engages in multiple businesses through consolidated subsidiaries, associated companies and other interests. It owns and operates businesses and has significant interests in leading companies in various industries, including diversified industrial products, energy, defense, supply chain management and logistics, banking and youth sports.

Forward-Looking Statements

This press release may contain certain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that reflect SPLP’s current expectations and projections about its future results, performance, prospects and opportunities. Forward-looking statements are based on information currently available to the Company and are subject to a number of risks, uncertainties and other factors that could cause its actual results, performance, prospects or opportunities in 2014 and beyond to differ materially from those expressed in, or implied by, these forward-looking statements. These factors include, without limitation, SPLP’s subsidiaries need for additional financing and the terms and conditions of any financing that is consummated, their customers’ acceptance of its new and existing products, the risk that the Company and its subsidiaries will not be able to compete successfully, and the possible volatility of the Company’s unit price and the potential fluctuation in its operating results. Although SPLP believes that the expectations reflected in its forward-looking statements are reasonable and achievable, any such statements involve significant risks and uncertainties and no assurance can be given that the actual results will be consistent with the forward-looking statements. Investors should read carefully the factors described in the “Risk Factors” section of the Company’s filings with the SEC, including the Company’s Form 10-K for the year ended December 31, 2014 for information regarding risk factors that could affect the Company’s results. Except as otherwise required by federal securities laws, SPLP undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason.

Investor contact: Steel Partners Holdings GP Inc.

James F. McCabe, Jr., Chief Financial Officer

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