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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 13F

FORM 13F INFORMATION TABLE

OMB APPROVAL	
OMB Number:	3235-0006
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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	SOLE	SHARED	NONE
AARON'S INC	COM	002535300	9,449	431,656	SH		OTR	1, 2, 3	0	431,656	0
AEROJET ROCKETDYNE HOLDINGS	COM	007800105	76,429	4,180,997	SH		OTR	1, 2, 3	0	4,180,997	0
AVIAT NETWORKS INC	COM	05366Y201	5,214	670,240	SH		OTR	1, 2, 3	0	670,240	0
FORBES ENERGY SERVICES LTD	COM	345143101	586	3,166,541	SH		OTR	1, 2, 3	0	3,166,541	0
HANDY & HARMAN LTD	COM	410315105	230,511	8,801,474	SH		OTR	1, 2, 3	0	8,801,474	0
HC2 HOLDINGS INC	COM	404139107	4,300	1,000,000	SH		OTR	1, 2, 3	0	1,000,000	0
MODUSLINK GLOBAL SOLUTIONS I	COM	60786L206	20,266	16,476,730	SH		OTR	1, 2, 3	0	16,476,730	0
STEEL PARTNERS HOLDINGS LP	LTD PRTRSHIP U	85814R107	13,736	936,968	SH		OTR	1, 2, 3	0	936,968	0