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

#### **SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 5)1

Babcock & Wilcox Enterprises, Inc. (Name of Issuer)

Common Stock, par value \$0.01 (Title of Class of Securities)

> 05614L 10 0 (CUSIP Number)

Warren G. Lichtenstein Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, New York 10022 (212) 520-2300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 20, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of  $\S\S 240.13d-1(e)$ , 240.13d-1(f) or 240.13d-1(g), check the following box  $\square$ .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

# CUSIP No. 05614L 10 0

1	NAME OF REPORT	TIMO DEDIÇANI	<del></del>	
1	NAME OF KEPOKI	ING PERSON		
	STEEL PARTNERS HOLDINGS L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
			(b) □	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNDS			
5	AF	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
3	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PORSUANT TO ITEM 2(a) OR 2(e)	Ш	
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	DEL AWADE			
NUMBER OF	DELAWARE 7	SOLE VOTING POWER		
SHARES	/	SOLE VOINGTOWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		6,993,219		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
ļ		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		6,993,219		
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	6,993,219	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	П	
1 4	CHECK DUA IF TH	E AUGREGATE AMOUNT IN ROW (11) EACLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	15.00/			
14	15.9% TYPE OF REPORTI	NG PER SON		
17	TITE OF REFORM OF EROOM			
	PN			

# CUSIP No. 05614L 10 0

1	NAME OF REPORT	ING PERSON		
1	THE STREET OF THE STREET			
	SPH GROUP L			
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
			(b) □	
3	SEC USE ONLY	SEC LISE ONLY		
J	520 052 01121			
	2017 07 07 77			
4	SOURCE OF FUNDS			
	AF			
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHID OD D	I ACE OF OPGANIZATION		
O	CITIZENSIIII OKTI	CITIZENSHIP OR PLACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		6,993,219		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
I I		-0-		
	10	SHARED DISPOSITIVE POWER		
		6 002 210		
11	AGGREGATE AMO	6,993,219 OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	TIOGREOTIE TENTO			
	6,993,219			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	15.007			
14	15.9%	NIC DED CON		
14	TYPE OF REPORTING PERSON			
	00			

1	NAME OF REPORT	TING PERSON		
	SPH GROUP HOLDINGS LLC			
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  (b)  (b)		
3	SEC USE ONLY			
4	SOURCE OF FUND	S		
5	AF  CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE			
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER		
OWNED BY EACH REPORTING	8	- 0 - SHARED VOTING POWER 6.993,219	<u>,                                      </u>	
PERSON WITH	9	SOLE DISPOSITIVE POWER  - 0 -		
	10	SHARED DISPOSITIVE POWER  6,993,219		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  6,993,219			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 15.9%			
14	TYPE OF REPORTING PERSON  OO			

1	NAME OF REPORTING PERSON		
	STEEL PARTNERS HOLDINGS GP INC.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$		
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE		
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER	
OWNED BY EACH REPORTING	8	SHARED VOTING POWER 6,993,219	
PERSON WITH	9	SOLE DISPOSITIVE POWER  - 0 -	
	10	SHARED DISPOSITIVE POWER  6,993,219	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  6,993,219		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  15.9%		
14	TYPE OF REPORTING PERSON  CO		

1	NAME OF REPORT	NAME OF REPORTING PERSON		
	STEEL EXCEL INC.			
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  (b)  (b)		
3	SEC USE ONLY			
4	SOURCE OF FUND	S		
	WC, AF			
5	CHECK BOX IF DIS	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY	0	- 0 -		
EACH REPORTING	8	SHARED VOTING POWER 6.993,219		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		6,993,219		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  6,993,219			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	15.9% TYPE OF REPORTING PERSON			
14	CO			

STEEL PARTNERS LTD.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)	1	NAME OF REPORTING PERSON		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  3 SEC USE ONLY  4 SOURCE OF FUNDS  WC  5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  6 CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE  NUMBER OF SHARES SENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9 SOLE VOTING POWER  -0 -  10 SHARED USPOSITIVE POWER  -0 -  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		STEEL PARTNERS LTD.		
4 SOURCE OF FUNDS  WC  5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  6 CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9 SOLE VOTING POWER  -0-  10 SHARED DISPOSITIVE POWER  -0-  10 SHARED DISPOSITIVE POWER  75,000  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%	2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □		
WC  CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9 SOLE DISPOSITIVE POWER  -0-  10 SHARED DISPOSITIVE POWER  -10-  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  DEMONSTRATE OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%	3	SEC USE ONLY		
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  6 CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9 SOLE DISPOSITIVE POWER  -0 -  10 SHARED DISPOSITIVE POWER  75,000  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%	4	SOURCE OF FUNDS	3	
6 CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9 SOLE DISPOSITIVE POWER  -0-  10 SHARED DISPOSITIVE POWER  75,000  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  11  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING POWER  12  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  LESS THAN 1%  SOLE VOTING POWER  -0 -  10 SHARED VOTING POWER  -10 -  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12  LESS THAN 1%	5	CHECK BOX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9 SOLE DISPOSITIVE POWER  -0 -  10 SHARED DISPOSITIVE POWER  75,000  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	6	CITIZENSHIP OR PLACE OF ORGANIZATION		
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  9 SOLE DISPOSITIVE POWER  -0-  10 SHARED DISPOSITIVE POWER  75,000  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%				
OWNED BY EACH REPORTING PERSON WITH  9 SOLE DISPOSITIVE POWER  -0-  10 SHARED DISPOSITIVE POWER  75,000  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%		7	SOLE VOTING POWER	
EACH REPORTING PERSON WITH  9 SOLE DISPOSITIVE POWER  -0-  10 SHARED DISPOSITIVE POWER  75,000  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%				
REPORTING PERSON WITH  9 SOLE DISPOSITIVE POWER  -0-  10 SHARED DISPOSITIVE POWER  75,000  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%		8	SHARED VOTING POWER	
10 SHARED DISPOSITIVE POWER  75,000  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%			75,000	
10 SHARED DISPOSITIVE POWER  75,000  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%	PERSON WITH	9	SOLE DISPOSITIVE POWER	
10 SHARED DISPOSITIVE POWER  75,000  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%			-0-	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%		10		
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  75,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%			75,000	
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%	11			
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%				
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%	12		F AGGREGATE AMOUNT IN ROW (11) FXCLUDES CERTAIN SHARES	
LESS THAN 1%	12	CILCR DOA IF THE	E ROOKEONTE AMOONT IN KOW (11) EACEUDES CERTAIN STAKES	ш
LESS THAN 1%  14 TYPE OF REPORTING PERSON	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14 TYPE OF REPORTING PERSON		LESS THAN 1	%	
	14	TYPE OF REPORTI	NG PERSON	
CO		СО		

1	NAME OF REPORTING PERSON			
	WARREN G. I	WARREN G. LICHTENSTEIN		
2	CHECK THE APPRO	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$		
3	SEC USE ONLY			
4	SOURCE OF FUNDS	S		
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA			
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER		
OWNED BY EACH REPORTING	8	SHARED VOTING POWER 75,000	_	
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	10	SHARED DISPOSITIVE POWER 75,000	-	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 75,000			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  LESS THAN 1%			
14	TYPE OF REPORTING PERSON  IN			

#### CUSIP No. 05614L 10 0

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned ("Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

## Item 4. <u>Purpose of Transaction</u>.

Item 4 is hereby amended to add the following:

On March 20, 2018, Steel Holdings entered into a confidentiality agreement with the Issuer with respect to a possible negotiated business combination or other strategic or financial transaction.

The Reporting Persons intend to fully exercise their rights pursuant to the Issuer's rights offering commenced on March 19, 2018, and, as discussed with members of the Board and Vintage Capital Management LLC, are also willing to backstop the rights offering in an aggregate amount of up to \$75 million.

#### **SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 20, 2018

## STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.

General Partner

By: /s/ Douglas B. Woodworth

Douglas B. Woodworth,

Senior Vice President and Chief Financial Officer

#### SPH GROUP LLC

By: Steel Partners Holdings GP Inc.

Managing Member

By: /s/ Douglas B. Woodworth

Douglas B. Woodworth,

Senior Vice President and Chief Financial Officer

## SPH GROUP HOLDINGS LLC

By: Steel Partners Holdings GP Inc.

Manager

By: /s/ Douglas B. Woodworth

Douglas B. Woodworth,

Senior Vice President and Chief Financial Officer

## STEEL PARTNERS HOLDINGS GP INC.

By: /s/ Douglas B. Woodworth

Douglas B. Woodworth,

Senior Vice President and Chief Financial Officer

## STEEL EXCEL INC.

By: /s/ Douglas B. Woodworth Douglas B. Woodworth, Treasurer

# STEEL PARTNERS LTD.

By: /s/ Mario Marcon Mario Marcon, Chief Financial Officer

/s/ Mario Marcon MARIO MARCON as Attorney-In-Fact for Warren G. Lichtenstein