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)

<u>Common Stock, par value \$0.01</u> (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)

<u>March 20, 2018</u> (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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \Box .

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.

¹ 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*).

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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 G	ROUP 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 G	ROUP 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