

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 19, 2016

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.)
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590 Madison Avenue, 32nd Floor, New York, New York (Address of principal executive offices)	10022 (Zip Code)
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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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On May 19, 2016 James F. McCabe, Jr. announced his resignation as Chief Financial Officer of Steel Partners Holdings L.P. (the “Company”) to pursue other opportunities, and the Board of Directors of Steel Partners Holdings GP, Inc., as General Partner to the Company, appointed Douglas B. Woodworth as the Company’s SVP & Chief Financial Officer.

Prior to being appointed SVP & Chief Financial Officer, Mr. Woodworth, 44, had served as Vice President and Controller of the Company’s affiliate, Handy & Harman Ltd. (“HNH”) since August 2012. Mr. Woodworth has over two decades of progressive responsibility in accounting and finance. Prior to joining HNH, Mr. Woodworth served as Vice President and Corporate Controller with SunEdison, Inc. (formerly MEMC Electronic Materials, Inc.), from August 2011 to July 2012, and as Vice President and Corporate Controller of Globe Specialty Metals, Inc. from November 2007 to July 2011. Prior to that, Mr. Woodworth held positions of increasing responsibility with Praxair, Inc. Mr. Woodworth began his career with KPMG LLP. Mr. Woodworth holds an MBA from the Kellogg School of Management at Northwestern University, a Master of Engineering Management from the McCormick School of Engineering at Northwestern University, and a Bachelor of Science in Accountancy from Miami (Ohio) University. Mr. Woodworth is a certified public accountant.

Pursuant to his previously disclosed employment agreement, Mr. McCabe is eligible for a payment equal to one year of his base salary in connection with his resignation. The following compensation has been approved for Mr. Woodworth: a base salary of \$343,543 and a discretionary target award of 75% of base salary, comprised of 52.5% short-term incentive and 22.5% in long-term incentive.

On May 23, 2016 the Company issued a press release announcing Mr. McCabe’s resignation and the appointment of Mr. Woodworth as described above. A copy of the press release is being furnished as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibits</u>
99.1	Press release issued May 23, 2016.

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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.

Dated: May 23, 2016

STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.  
Its General Partner

By: /s/ Douglas B. Woodworth  
Douglas B. Woodworth  
Chief Financial Officer

**Steel Partners Holdings L.P. Announces Appointment of New Chief Financial Officer**

NEW YORK, N.Y.--(BUSINESS WIRE)—May 23, 2016-- Steel Partners Holdings L.P. (NYSE: SPLP) (“SPLP” or the “Company”), announced that the Company’s Chief Financial Officer, James F. McCabe, Jr., resigned on May 19, 2016 to pursue other interests. Mr. McCabe has also resigned as Chief Financial Officer of SPLP’s affiliates Handy & Harman Ltd. (NasdaqCM: HNH) (“HNH”) and Steel Excel Inc. (Other OTC: SXCL) (“SXCL”). Douglas B. Woodworth, Vice President and Controller of HNH, has been promoted internally and will replace Mr. McCabe as Chief Financial Officer of SPLP as well as of HNH and SXCL.

“On behalf of all of the Steel Partners portfolio of companies, I wish to thank Jim for his many significant contributions over the past nine years and wish him well in his future endeavors,” said Warren Lichtenstein, Executive Chairman of SPLP. Commenting on Mr. Woodworth’s appointment, Mr. Lichtenstein stated: “Doug joined the SPLP team in 2012. His well-earned promotion is evidence of the Company’s considerable bench strength and a great example of how well the Company’s Steel Grow talent management program is working. Doug has grown and proven to be an accomplished executive with significant financial and accounting expertise and we look forward to his continued leadership in his new role as CFO.”

Mr. Woodworth has over two decades of progressive responsibility in accounting and finance. Prior to joining SPLP, Mr. Woodworth was Vice President and Corporate Controller with SunEdison, Inc. (formerly MEMC Electronic Materials, Inc.), as well as Vice President and Corporate Controller of Globe Specialty Metals, Inc. Prior to that, Mr. Woodworth held positions of increasing responsibility with Praxair, Inc. Mr. Woodworth began his career with KPMG LLP. Mr. Woodworth holds an MBA from the Kellogg School of Management at Northwestern University, a Master of Engineering Management from the McCormick School of Engineering at Northwestern University, and a Bachelor of Science in Accountancy from Miami (Ohio) University. Mr. Woodworth is a certified public accountant.

**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.