**SEC Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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1. **Name and Address of Reporting Person**
   - Benenson James III
   - C/O STEEL PARTNERS HOLDINGS L.P.
   - 590 MADISON AVENUE, 32ND FLOOR
   - NEW YORK, NY 10022

2. **Issuer Name and Ticker or Trading Symbol**
   - STEEL PARTNERS HOLDINGS L.P. [ SPLP ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 07/01/2021

4. **Relationship of Reporting Person(s) to Issuer**
   - X Director
   - 10% Owner
   - Officer (give title below)
   - Other (specify below)

5. **Transaction**
   - Number
   - 140,425

6. **Nature of Relationship**
   - By Summa Holdings, Inc.

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Units no par value</td>
<td>07/01/2021</td>
<td></td>
<td>A</td>
<td>662(1)</td>
<td>15,310</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Units no par value</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>140,425</td>
<td>I</td>
<td>By Summa Holdings, Inc.</td>
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</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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</table>

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**Explanation of Responses:**

1. Restricted Common Units granted to the Reporting Person. These Restricted Common Units vested immediately.
2. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this Form 4 shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

**By:** /s/ Maria Reda as attorney-in-fact for James Benenson III 07/06/2021

**Date**

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**Signature of Reporting Person**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.