

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>LICHTENSTEIN WARREN G</u> <hr/> (Last) (First) (Middle) C/O STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>STEEL PARTNERS HOLDINGS L.P. [SPLP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 03/28/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units no par value ⁽¹⁾	03/28/2023		J ⁽²⁾		53,392 ⁽²⁾	D	⁽²⁾	2,006,387 ⁽³⁾	I	By SPH SPV-I LLC ⁽⁵⁾
Common Units no par value ⁽¹⁾	03/28/2023		J ⁽¹⁰⁾		20,000 ⁽¹⁰⁾	A	⁽¹⁰⁾	20,000	I	By Son ⁽¹¹⁾
Common Units no par value ⁽¹⁾								711,964	D	
Common Units no par value ⁽¹⁾								5,279,428 ⁽⁹⁾	I	By Steel Partners, Ltd. ⁽⁴⁾
Common Units no par value ⁽¹⁾								1,485,000 ⁽⁹⁾	I	By WGL Capital LLC ⁽⁶⁾
Common Units no par value ⁽¹⁾								438,259	I	By 2020 GRAT #3 ⁽⁷⁾
Common Units no par value ⁽¹⁾								867,730	I	By 2020 GRAT #4 ⁽⁸⁾
6% Series A Preferred Units ⁽¹⁾								416,948	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

1. Name and Address of Reporting Person*
LICHTENSTEIN WARREN G

 (Last) (First) (Middle)
 C/O STEEL PARTNERS HOLDINGS L.P.
 590 MADISON AVENUE, 32ND FLOOR

(Street)	NEW YORK	NY	10022
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
Steel Partners, Ltd.			
(Last)	(First)	(Middle)	
590 MADISON AVENUE, 32ND FLOOR			
(Street)	NEW YORK	NY	10022
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
WGL Capital LLC			
(Last)	(First)	(Middle)	
590 MADISON AVENUE, 32ND FLOOR			
(Street)	NEW YORK	NY	10022
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
SPH SPV-I LLC			
(Last)	(First)	(Middle)	
590 MADISON AVENUE, 32ND FLOOR			
(Street)	NEW YORK	NY	10022
(City)	(State)	(Zip)	

Explanation of Responses:

- This Form 4 is filed jointly by WGL Capital LLC ("WGL"), Steel Partners, Ltd. ("SPL"), SPH SPV-I LLC ("SPH SPV") and Warren G. Lichtenstein (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding Common Units. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of his or its pecuniary interest therein.
- Represents a distribution of Common Units from SPH SPV to members of SPH SPV.
- Consists entirely of Common Units as a result of the conversion of all 200,253 Class C Common Units held by SPH SPV into Common Units.
- Mr. Lichtenstein, as the Chief Executive Officer of SPL, may be deemed to beneficially own the Common Units owned directly by SPL.
- Mr. Lichtenstein, as the Managing Member of SPH SPV, may be deemed to beneficially own the Common Units owned directly by SPH SPV.
- SPL, as the sole Member of WGL, and Mr. Lichtenstein, as the Manager of WGL and the Chief Executive Officer of SPL, may be deemed to beneficially own the Common Units owned directly by WGL.
- Represents Common Units held by a grantor retained annuity trust ("2020 GRAT#3"). Mr. Lichtenstein, as the sole trustee and sole annuitant of the 2020 GRAT#3, may be deemed to beneficially own the Common Units held by the 2020 GRAT#3.
- Represents Common Units held by a grantor retained annuity trust ("2020 GRAT#4"). Mr. Lichtenstein, as the sole trustee and sole annuitant of the 2020 GRAT#4, may be deemed to beneficially own the Common Units held by the 2020 GRAT#4.
- The Form 4 filed by the Reporting Persons on March 23, 2023 discloses ownership of 5,794,428 Common Units held directly by SPL and 970,000 Common Units held directly by WGL. Since the filing of the Form 4, 515,000 Common Units held by SPL were transferred to WGL, of which SPL is the sole Member, resulting in SPL beneficially owning such Common Units indirectly instead of directly. Such transfer was exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended, or otherwise.
- Represents a distribution of Common Units from SPH SPV to Mr. Lichtenstein's son who is a member of SPH SPV.
- Mr. Lichtenstein disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Lichtenstein is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

By: /s/ Maria Reda, as
Attorney-in-Fact for Warren
G. Lichtenstein 03/30/2023

By: Steel Partners, Ltd., By:
/s/ Maria Reda, as Attorney-
in-Fact for Warren G.
Lichtenstein, Chief Executive
Officer 03/30/2023

By: WGL Capital LLC, By:
/s/ Maria Reda, as Attorney-
in-Fact for Warren G.
Lichtenstein, Manager 03/30/2023

By: SPH SPV-I LLC, By: /s/
Maria Reda, as Attorney-in-
Fact for Warren G.
Lichtenstein, Managing
Member 03/30/2023

** Signature of Reporting Person Date

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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.