

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 3, 2015

STEEL PARTNERS HOLDINGS L.P.

(Exact name of registrant as specified in its charter)

Delaware

001-35493

13-3727655

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

590 Madison Avenue, 32nd Floor, New York, New York

10022

(Address of principal executive offices)

(Zip Code)

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 1.01 Entry into a Material Definitive Agreement.

On January 1, 2012, Handy & Harman Ltd. (“HNH”) and Handy & Harman Group Ltd., a wholly-owned subsidiary of HNH, entered into a Management Services Agreement (the “Management Services Agreement”) with SP Corporate Services LLC (“SP Corporate”), a wholly-owned subsidiary of Steel Partners Holdings L.P. (the “Company”). Pursuant to the Management Services Agreement, SP Corporate provides HNH with the continued executive and corporate services, as previously reported on HNH’s Current Report on Form 8-K filed January 5, 2012. On May 3, 2015, HNH and SP Corporate entered into a Second Amendment to the Management Services Agreement (the “Second Amendment”) to clarify the corporate services to be provided pursuant to the Management Services Agreement and to adjust the fee thereunder.

The foregoing description of the Second Amendment is qualified in its entirety by reference to the full text of such document, which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 8.01 Other Events.

In connection with the Second Amendment, HNH and Steel Partners LLC (“Steel Partners”), a wholly-owned subsidiary of the Company, entered into a Transfer Agreement, dated May 3, 2015, pursuant to which three employees of HNH and its subsidiaries will be transferred to Steel Partners, which will assume the cost of compensating those employees and providing applicable benefits.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 10.1 | Second Amendment to Management Services Agreement, dated as of May 3, 2015, by and among SP Corporate Services LLC, Handy & Harman Ltd. and Handy & Harman Group Ltd. |

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 5, 2015

STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.
Its General Partner

By: /s/ James F. McCabe, Jr.
James F. McCabe, Jr.
Chief Financial Officer

Exhibits

| Exhibit No. | Description |
|-------------|---|
| 10.1 | Second Amendment to Management Services Agreement, dated as of May 3, 2015, by and among SP Corporate Services LLC, Handy & Harman Ltd. and Handy & Harman Group Ltd. |

SECOND AMENDMENT TO MANAGEMENT SERVICES AGREEMENT

This Second Amendment to Management Services Agreement (this "Amendment") is dated as of May 3, 2015, and is between SP Corporate Services LLC ("SP Corporate"), a Delaware limited liability company having an office at 590 Madison Avenue, 32nd Floor, New York, New York 10022, and Handy & Harman Ltd., a Delaware corporation and Handy & Harman Group Ltd., a Delaware corporation (collectively, the "Company"), having an office at 1133 Westchester Avenue, Suite N-222, White Plains, New York 10604.

RECITALS

The Company and SP Corporate are parties to a Management Services Agreement dated as of January 1, 2012, as amended by the First Amendment to Management Services Agreement dated as of March 27, 2013 (the "Management Services Agreement"), whereby SP Corporate furnishes the Company and its subsidiaries with certain Services. The parties desire to amend the Management Services Agreement to clarify the Additional Corporate Services to be provided by SP Corporate to the Company and to modify the payments to be made by the Company to SP Corporate.

1. Defined Terms. Defined terms used but not defined in this Amendment are as defined in the Management Services Agreement.
2. Amendment to Section 3.01(b). In Section 3.01(b) of the Management Services Agreement, the amount "7,145,046" shall be changed to read "8,810,934."
3. Amendment to Exhibit B. Exhibit B to the Management Services Agreement is hereby amended by adding the following to the list of Additional Corporate Services:
 - *Operating group management services.*
4. Confirmation of Agreement. All other terms of the Management Services Agreement shall remain in full force and effect.
5. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

[Signature Page Follows]

The parties have duly executed this Agreement as of the date first above written.

SP CORPORATE SERVICES LLC

By: /s/ Jack L. Howard
Name: Jack L. Howard
Title: President

HANDY & HARMAN LTD.

By: /s/ James F. McCabe, Jr.
Name: James F. McCabe, Jr.
Title: Senior Vice President and CFO

HANDY & HARMAN GROUP LTD.

By: /s/ James F. McCabe, Jr.
Name: James F. McCabe, Jr.
Title: Senior Vice President

[Signature Page to Second Amendment to Management Services Agreement]