

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): November 14, 2012

STEEL PARTNERS HOLDINGS L.P.

(Exact name of registrant as specified in its charter)

Delaware

0-5465

13-3727655

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

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

10,022

(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 2.02 Results of Operations and Financial Condition.**

On November 14, 2012, Steel Partners Holdings L.P., a Delaware corporation (the “Company”), issued a press release regarding its financial results for the quarter ended September 30, 2012. The full text of the press release is attached hereto as Exhibit 99.1.

The information in this Current Report, including the exhibit attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section. The information in this Current Report, including the exhibit, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, unless the Company expressly sets forth in such future filing that such information is to be considered “filed” or incorporated by reference therein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.

99.1

Exhibits

Press Release issued November 14,  
2012.

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.

November 15, 2012

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.

99.1

Exhibits

Press Release issued November 14,  
2012.

## PRESS RELEASE

Source: Steel Partners Holdings L.P.

**Steel Partners Holdings L.P. Reports Third Quarter Financial Results**

**NEW YORK, November 14, 2012** -- Steel Partners Holdings L.P. (NYSE: SPLP) (“SPLP” or the “Company”), a global, diversified holding company, today announced operating results for the third quarter and nine months ended September 30, 2012. They are summarized in the following paragraphs. For a full discussion of the operating results, please read the Company’s Form 10-Q, which can be found at [www.steelpartners.com](http://www.steelpartners.com).

SPLP reported revenue of \$204.5 million for the quarter, as compared to \$172.4 million for the same period of 2011. Income before taxes and equity method investments was \$10.6 million in the third quarter of 2012, as compared to \$12.5 million in 2011. Net income attributable to the Company’s common unitholders for the third quarter of 2012 was \$3.5 million, or \$0.11 per diluted common unit, as compared to net loss of \$12.4 million, or \$0.75 per diluted common unit, for the same period in 2011.

For the nine months ended September 30, 2012 revenues were \$612.0 million, as compared to \$544.6 million for the same period in 2011. Income before taxes and equity method investments was \$40.4 million for the nine months of 2012, as compared to \$38.9 million in 2011. Net income attributable to the Company’s common unitholders for the nine months ended September 30, 2012 was \$39.2 million, or \$1.33 per diluted common unit, as compared to \$12.7 million, or \$0.21 per diluted common unit, for the same period of 2011.

**Financial Summary (\$000s)**

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2012	2011	2012	2011
<b>Revenues</b>	\$ 204,496	\$ 172,362	\$ 612,001	\$ 544,636
<b>Costs and Expenses</b>	193,926	159,824	571,583	505,697
Income before taxes and equity method investments	10,570	12,538	40,418	38,939
Income tax (provision) benefit	(2,973)	(2,192)	(21,636)	2,091
(Loss) Income of associated companies, net of taxes	(3,235)	(14,755)	25,384	86
Income (Loss) from other investments - related party	586	(2,666)	(8,424)	(11,855)
Income (loss) from investments held at fair value	3,887	(519)	12,865	(2,075)
<b>Net income (loss) from continuing operations</b>	8,835	(7,594)	48,607	27,186
Income (Loss) from discontinued operations	234	(242)	3,597	1,605
<b>Net income (loss)</b>	9,069	(7,836)	52,204	28,791
Income attributable to noncontrolling interests	(5,582)	(4,553)	(12,984)	(16,094)
<b>Net income (loss) attributable to common unit holders</b>	\$ 3,487	\$ (12,389)	\$ 39,220	\$ 12,697
<b>Net income (loss) per common unit - basic</b>	\$ 0.11	\$ (0.50)	\$ 1.33	\$ 0.50
<b>Net income (loss) per common unit - diluted</b>	\$ 0.11	\$ (0.75)	\$ 1.33	\$ 0.21

## Segment Results

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2012	2011	2012	2011
<b>Revenue:</b>				
Diversified industrial	\$ 199,713	\$ 187,915	\$ 582,688	\$ 542,068
Financial services	5,384	3,862	13,519	10,199
Corporate	(601)	(19,415)	15,794	(7,631)
Total	<u>\$ 204,496</u>	<u>\$ 172,362</u>	<u>\$ 612,001</u>	<u>\$ 544,636</u>
<b>Income (loss) from continuing operations before income taxes:</b>				
Diversified industrial	\$ 19,307	\$ 14,985	\$ 66,929	\$ 50,776
Financial services	3,229	2,017	7,595	4,432
Corporate	(10,728)	(22,404)	(4,281)	(30,113)
Income from continuing operations before income taxes	11,808	(5,402)	70,243	25,095
Income tax (provision) benefit	(2,973)	(2,192)	(21,636)	2,091
Net income (loss) from continuing operations	<u>\$ 8,835</u>	<u>\$ (7,594)</u>	<u>\$ 48,607</u>	<u>\$ 27,186</u>
<b>(Loss) Income from equity method investments:</b>				
Diversified industrial	\$ 1,684	\$ (788)	\$ 11,841	\$ 10,641
Corporate	(4,333)	(16,633)	5,119	(22,410)
Total	<u>\$ (2,649)</u>	<u>\$ (17,421)</u>	<u>\$ 16,960</u>	<u>\$ (11,769)</u>

## Our Company

SPLP 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, banking, food products and services, oilfield services, sports, training, education, and the entertainment and lifestyle industries.

## Forward-Looking Statements

This press release may contain certain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that reflect SPLP's current expectations and projections about its future results, performance, prospects and opportunities. Forward-looking statements are based on information currently available to the Company and are subject to a number of risks, uncertainties and other factors that could cause its actual results, performance, prospects or opportunities in 2012 and beyond to differ materially from those expressed in, or implied by, these forward-looking statements. These factors include, without limitation, SPLP's subsidiaries need for additional financing and the terms and conditions of any financing that is consummated, their customers' acceptance of its new and existing products, the risk that the Company and its subsidiaries will not be able to compete successfully, and the possible volatility of the Company's unit price and the potential fluctuation in its operating results. Although SPLP believes that the expectations reflected in its forward-looking statements are reasonable and achievable, any such statements involve significant risks and uncertainties and no assurance can be given that the actual results will be consistent with the forward-looking statements. Investors should read carefully the factors described in the “Risk Factors” section of the Company's filings with the SEC, including the Company's Form 10-K for the year ended December 31, 2011 for information regarding risk factors that could affect the Company's results. Except as otherwise required by federal securities laws, SPLP undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason.

Investor contact: Steel Partners Holdings GP Inc.  
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