# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 6)1

Babcock & Wilcox Enterprises, Inc. (Name of Issuer)

<u>Common Stock, par value \$0.01</u> (Title of Class of Securities)

05614L 10 0 (CUSIP Number)

Warren G. Lichtenstein Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, New York 10022 (212) 520-2300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 12, 2018
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box  $\Box$ .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

| 1                      | NAME OF REPORTI              | NG PERSON   |       |  |
|------------------------|------------------------------|---|-------|--|
|                        | STEEL PARTNERS HOLDINGS L.P. |   |       |  |
| 2                      | CHECK THE APPRO              | PRIATE BOX IF A MEMBER OF A GROUP                                 | (a) 🗆 |  |
|                        |                              |   | (b) □ |  |
| 3                      | SEC USE ONLY                 |   |       |  |
|                        |                              |   |       |  |
| 4                      | SOURCE OF FUNDS              | 3   |       |  |
|                        | AF                           |   |       |  |
| 5                      |                              | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |       |  |
|                        | 2(e)                         |   |       |  |
|                        |                              |   |       |  |
| 6                      | CITIZENSHIP OR PI            | LACE OF ORGANIZATION  |       |  |
|                        | DELAWARE                     |   |       |  |
| NUMBER OF              | 7                            | SOLE VOTING POWER   |       |  |
| SHARES<br>BENEFICIALLY |                              | - 0 -   |       |  |
| OWNED BY               | 8                            | SHARED VOTING POWER   |       |  |
| EACH<br>REPORTING      |                              | 6,993,219   |       |  |
| PERSON WITH            | 9                            | SOLE DISPOSITIVE POWER  |       |  |
|                        |                              | - 0 -   |       |  |
|                        | 10                           | SHARED DISPOSITIVE POWER  |       |  |
|                        |                              | 6,993,219   |       |  |
| 11                     | AGGREGATE AMOU               | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                   |       |  |
|                        | 6,993,219                    |   |       |  |
| 12                     |                              | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES            |       |  |
|                        |                              | ,                           |       |  |
| 13                     | PERCENT OF CLAS              | S REPRESENTED BY AMOUNT IN ROW (11)                               |       |  |
| 10                     |                              |   |       |  |
| 1.4                    | 15.8%                        | IC DEDCOM   |       |  |
| 14                     | TYPE OF REPORTIN             | PERSON  |       |  |
|                        | PN                           |   |       |  |

| 1                   | NAME OF REPORTI       | NG PERSON   |                |
|---------------------|-----------------------|---|----------------|
|                     | SPH GROUP L           | LC  |                |
| 2                   | CHECK THE APPRO       | PRIATE BOX IF A MEMBER OF A GROUP                                 | (a) □<br>(b) □ |
|                     |                       |   | (0) 🗆          |
| 3                   | SEC USE ONLY          |   |                |
|                     |                       |   |                |
| 4                   | SOURCE OF FUNDS       |   |                |
|                     | AF                    |   |                |
| 5                   | CHECK BOX IF DIS 2(e) | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |                |
|                     | 2(8)                  |   |                |
| 6                   | CITIZENSHID OD DI     | ACE OF ORGANIZATION   |                |
| U                   |                       | LACE OF ORGANIZATION  |                |
|                     | DELAWARE              |   |                |
| NUMBER OF<br>SHARES | 7                     | SOLE VOTING POWER   |                |
| BENEFICIALLY        |                       | - 0 -   |                |
| OWNED BY            | 8                     | SHARED VOTING POWER   |                |
| EACH                |                       |   |                |
| REPORTING           |                       | 6,993,219   |                |
| PERSON WITH         | 9                     | SOLE DISPOSITIVE POWER  |                |
|                     |                       | - 0 -   |                |
|                     | 10                    | SHARED DISPOSITIVE POWER  |                |
|                     |                       | 6,993,219   |                |
| 11                  | AGGREGATE AMOU        | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                   |                |
|                     | 6.002.210             |   |                |
| 12                  | 6,993,219             | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES            |                |
| 12                  | GILCI BOX II III      | TROUBLE THROUGH IN NOW (II) EXCEODED CENTRIN SIEINED              | Ш              |
| 12                  | DEDCEME OF CLAS       | C DEDDECENTED DV A MOUNT IN DOW! (41)                             |                |
| 13                  | PERCENT OF CLAS       | S REPRESENTED BY AMOUNT IN ROW (11)                               |                |
|                     | 15.8%                 |   |                |
| 14                  | TYPE OF REPORTIN      | MG PERSON   |                |
|                     | 00                    |   |                |

| 1                 | NAME OF REPORTI   | NG PERSON   |       |
|-------------------|-------------------|---|-------|
|                   | SPH GROUP H       | IOLDINGS LLC  |       |
| 2                 |                   | PRIATE BOX IF A MEMBER OF A GROUP                                 | (a) 🗆 |
|                   |                   |   | (b) □ |
| 3                 | SEC USE ONLY      |   |       |
|                   |                   |   |       |
| 4                 | SOURCE OF FUNDS   | ,   |       |
| 4                 | SOURCE OF FUNDS   |   |       |
|                   | AF                |   |       |
| 5                 |                   | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |       |
|                   | 2(e)              |   |       |
|                   |                   |   |       |
| 6                 | CITIZENSHIP OR PI | LACE OF ORGANIZATION  |       |
|                   | DELAWARE          |   |       |
| NUMBER OF         | 7                 | SOLE VOTING POWER   |       |
| SHARES            |                   |   |       |
| BENEFICIALLY      |                   | - 0 -   |       |
| OWNED BY          | 8                 | SHARED VOTING POWER   |       |
| EACH<br>REPORTING |                   | 6,993,219   |       |
| PERSON WITH       | 9                 | SOLE DISPOSITIVE POWER  |       |
|                   |                   |   |       |
|                   |                   | - 0 -   |       |
|                   | 10                | SHARED DISPOSITIVE POWER  |       |
|                   |                   | 6,993,219   |       |
| 11                | AGGREGATE AMOU    | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                   |       |
|                   |                   |   |       |
| 12                | 6,993,219         | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES            |       |
| 12                | CHECK BOX IF THE  | AGGREGATE AMOUNT IN NOW (11) EXCLUDES CERTAIN SHARES              | Ш     |
|                   |                   |   |       |
| 13                | PERCENT OF CLAS   | S REPRESENTED BY AMOUNT IN ROW (11)                               |       |
|                   | 15.8%             |   |       |
| 14                | TYPE OF REPORTIN  | NG PERSON   |       |
|                   |                   |   |       |
|                   | 00                |   |       |

| NAME OF REPORTI   | NG PERSON  |  |
|-------------------|--|--|
| STEEL PARTN       | ERS HOLDINGS GP INC.   |  |
|                   |  | (a) 🗆  |
|                   |  | (b) □  |
| CEC LICE ONLY     |  |  |
| SEC USE ONLY      |  |  |
|                   |  |  |
| SOURCE OF FUNDS   | 5  |  |
| A.F.              |  |  |
|                   | CLOSURE OF LEGAL DROCEEDINGS IS REQUIRED DURSHANT TO ITEM 2(d) OR  |  |
|                   | CLOSORE OF LEGILE PROCEEDINGS IS REQUIRED FOR SOME TO THEM 2(a) OR   |  |
|                   |  |  |
|                   |  |  |
| CITIZENSHIP OR PL | LACE OF ORGANIZATION   |  |
| DELAWARE          |  |  |
| 7                 | SOLE VOTING POWER  | -  |
|                   |  |  |
| 0                 |  |  |
| 0                 | SHARED VOTING POWER  |  |
|                   | 6,993,219  |  |
| 9                 | SOLE DISPOSITIVE POWER   |  |
|                   | 0  |  |
| 10                |  |  |
| 10                | SIMILED BISTOSTITUE TO WEIK  |  |
|                   | 6,993,219  |  |
| AGGREGATE AMOU    | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |
| 6.993.219         |  |  |
|                   | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES   |  |
|                   |  |  |
| DEDCENT OF CLAS   | C DEDDECENTED DV AMOUNT IN DOW (11)  |  |
| PERCENT OF CLAS   | S REFRESENTED DI AMMOUNT IN ROW (II)   |  |
| 15.8%             |  |  |
| TYPE OF REPORTIN  | NG PERSON  |  |
| CO                |  |  |
|                   | STEEL PARTN CHECK THE APPRO SEC USE ONLY  SOURCE OF FUNDS AF CHECK BOX IF DIS 2(e)  CITIZENSHIP OR PI DELAWARE 7  8  9  10  AGGREGATE AMOR 6,993,219 CHECK BOX IF THE PERCENT OF CLAS 15.8% TYPE OF REPORTIN | SOURCE OF FUNDS  AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE  7 SOLE VOTING POWER -0- 8 SHARED VOTING POWER 6,993,219 9 SOLE DISPOSITIVE POWER -0- 10 SHARED DISPOSITIVE POWER 6,993,219  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,993,219  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 15.8%  TYPE OF REPORTING PERSON |

| 1                        | NAME OF REPORT   | TING PERSON  |  |
|--------------------------|--|--|--|
|                          |  |  |  |
|                          | STEEL EXCEL INC.   |  |  |
| 2                        | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □  (b) □ |  |  |
| 3                        | SEC USE ONLY   |  |  |
| 4                        | SOURCE OF FUNDS  |  |  |
|                          | WC, AF   |  |  |
| 5                        | CHECK BOX IF DIS<br>2(e)                                       | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |  |
| 6                        | CITIZENSHIP OR P   | LACE OF ORGANIZATION   |  |
| o o                      | CITIZENSHIP OR PLACE OF ORGANIZATION                           |  |  |
|                          | DELAWARE   |  |  |
| NUMBER OF<br>SHARES      | 7  | SOLE VOTING POWER  |  |
| BENEFICIALLY             |  | - 0 -  |  |
| OWNED BY                 | 8  | SHARED VOTING POWER  |  |
| EACH                     |  |  |  |
| REPORTING<br>PERSON WITH | 9  | 6,993,219 SOLE DISPOSITIVE POWER                                   |  |
| PERSON WITH              | 9  | SOLE DISPOSITIVE POWER   |  |
|                          |  | - 0 -  |  |
|                          | 10   | SHARED DISPOSITIVE POWER   |  |
|                          |  | 6,993,219  |  |
| 11                       | AGGREGATE AMO  | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                    |  |
|                          |  |  |  |
| 10                       | 6,993,219  | E ACCRECATE AMOUNT IN DOLL (11) EVOLUDES CERTAIN SUA DEC           |  |
| 12                       | CHECK BOX IF TH  | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES             |  |
| 13                       | PERCENT OF CLAS  | SS REPRESENTED BY AMOUNT IN ROW (11)                               |  |
|                          | 15 00/   |  |  |
| 14                       | 15.8% TYPE OF REPORTING PERSON                                 |  |  |
| 1.                       |  |  |  |
|                          | CO   |  |  |

| 1                        | NAME OF REPORT  | TING PERSON  |  |
|--------------------------|---|--|--|
|                          | CITIFIE DA DITATIO CA ITO   |  |  |
| 2                        | STEEL PARTNERS LTD. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ |  |  |
| 2                        | (a) $\Box$  |  |  |
|                          |   |  |  |
| 3                        | SEC USE ONLY  |  |  |
|                          |   |  |  |
| 4                        | SOURCE OF FUNDS   |  |  |
|                          | WC  |  |  |
| 5                        | CHECK BOX IF DIS  | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |  |
|                          | 2(e)  |  |  |
|                          |   |  |  |
| 6                        | CITIZENSHIP OR P  | LACE OF ORGANIZATION   |  |
|                          | DELAWARE  |  |  |
| NUMBER OF                | 7   | SOLE VOTING POWER  |  |
| SHARES<br>BENEFICIALLY   |   | - 0 -  |  |
| OWNED BY                 | 8   | SHARED VOTING POWER  |  |
| EACH                     |   |  |  |
| REPORTING<br>PERSON WITH | 9   | 75,000 SOLE DISPOSITIVE POWER                                      |  |
| PERSON WITH              | 9   | SOLE DISPOSITIVE POWER   |  |
|                          |   | - 0 -  |  |
|                          | 10  | SHARED DISPOSITIVE POWER   |  |
|                          |   | 75,000   |  |
| 11                       | AGGREGATE AMO   | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                    |  |
|                          | 75,000  |  |  |
| 12                       |   | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES             |  |
|                          |   |  |  |
| 13                       | PERCENT OF CLAS   | SS REPRESENTED BY AMOUNT IN ROW (11)                               |  |
|                          | I DOC THAN 4  | 10/  |  |
| 14                       | LESS THAN 1% TYPE OF REPORTING PERSON   |  |  |
|                          |   |  |  |
|                          | CO  |  |  |

| 1                      | NAME OF REPORT         | ING PERSON  |       |  |
|------------------------|------------------------|---|-------|--|
|                        | WARREN G. LICHTENSTEIN |   |       |  |
| 2                      | CHECK THE APPRO        | OPRIATE BOX IF A MEMBER OF A GROUP                                | (a) 🗆 |  |
|                        |                        |   | (b) 🗆 |  |
| 3                      | SEC USE ONLY           |   |       |  |
|                        |                        |   |       |  |
| 4                      | SOURCE OF FUNDS        | S   |       |  |
|                        |                        |   |       |  |
| 5                      | AF                     | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |       |  |
| 5                      | 2(e)                   | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | Ш     |  |
|                        |                        |   |       |  |
|                        |                        | A LOT OF OR ANYTHING  |       |  |
| 6                      | CITIZENSHIP OR P       | LACE OF ORGANIZATION  |       |  |
|                        | USA                    |   |       |  |
| NUMBER OF              | 7                      | SOLE VOTING POWER   |       |  |
| SHARES<br>BENEFICIALLY |                        | - 0 -   |       |  |
| OWNED BY               | 8                      | SHARED VOTING POWER   |       |  |
| EACH                   |                        |   |       |  |
| REPORTING              | 0                      | 75,000  |       |  |
| PERSON WITH            | 9                      | SOLE DISPOSITIVE POWER  |       |  |
|                        |                        | - 0 -   |       |  |
|                        | 10                     | SHARED DISPOSITIVE POWER  |       |  |
|                        |                        | 75,000  |       |  |
| 11                     | AGGREGATE AMO          | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                   |       |  |
|                        | <b>75.000</b>          |   |       |  |
| 12                     | 75,000                 | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES            |       |  |
|                        |                        | ENGOLEGINE INVIOUNT INVIOUN (II) ENGLOSES CERTIMITORINES          |       |  |
|                        |                        |   |       |  |
| 13                     | PERCENT OF CLAS        | S REPRESENTED BY AMOUNT IN ROW (11)                               |       |  |
|                        | LESS THAN 1            | %   |       |  |
| 14                     | TYPE OF REPORTIN       | NG PERSON   |       |  |
|                        | IN                     |   |       |  |

The following constitutes Amendment No. 6 to the Schedule 13D filed by the undersigned ("Amendment No. 6"). This Amendment No. 6 amends the Schedule 13D as specifically set forth herein.

#### Item 4. <u>Purpose of Transaction</u>.

Item 4 is hereby amended to add the following:

On April 12, 2018, Steel Holdings entered into an agreement with Vintage Capital Management, LLC ("Vintage") pursuant to which Steel Holdings has agreed to backstop Vintage's obligation under the equity commitment agreement entered into between Vintage and the Issuer with respect to the Issuer's rights offering. Steel Holdings has committed, subject to specified conditions, to fund a portion of Vintage's backstop commitment up to a maximum aggregate amount of \$46,500,000, but not to exceed such number of Shares as would result in Steel Holdings (together with its affiliates and associates) beneficially owning more than 29.95% of the then-outstanding Shares.

#### Item 5. <u>Interest in Securities of the Issuer.</u>

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 44,377,243 Shares outstanding, which is the total number of Shares outstanding as of March 15, 2018 as reported in the Issuer's Schedule 14A filed with the Securities and Exchange Commission on April 12, 2018.

As of the close of business on the date hereof, Steel Excel owned directly 6,993,219 Shares, constituting approximately 15.8% of the Shares outstanding. By virtue of their relationships with Steel Excel discussed in further detail in Item 2, each of Steel Holdings, SPHG, SPHG Holdings and Steel Holdings GP may be deemed to beneficially own the Shares owned directly by Steel Excel.

As of the close of business on the date hereof, SPL owned directly 75,000 Shares, constituting less than 1% of the Shares outstanding. By virtue of his relationship with SPL discussed in further detail in Item 2, Warren G. Lichtenstein may be deemed to beneficially own the Shares owned directly by SPL.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any Shares he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the Shares reported herein that he or it does not directly own.

Item 5(c) is hereby amended to add the following:

(c) There have been no transactions in the Shares by the Reporting Persons since the filing of Amendment No. 5 to the Schedule 13D.

## **SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 16, 2018

#### STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.

General Partner

By: /s/ Douglas B. Woodworth

Douglas B. Woodworth,

Senior Vice President and Chief Financial Officer

## SPH GROUP LLC

By: Steel Partners Holdings GP Inc.

Managing Member

By: /s/ Douglas B. Woodworth

Douglas B. Woodworth,

Senior Vice President and Chief Financial Officer

#### SPH GROUP HOLDINGS LLC

By: Steel Partners Holdings GP Inc.

Manager

By: /s/ Douglas B. Woodworth

Douglas B. Woodworth,

Senior Vice President and Chief Financial Officer

## STEEL PARTNERS HOLDINGS GP INC.

By: /s/ Douglas B. Woodworth

Douglas B. Woodworth,

Senior Vice President and Chief Financial Officer

# STEEL EXCEL INC.

By: /s/ Douglas B. Woodworth

Douglas B. Woodworth,

Treasurer

# STEEL PARTNERS LTD.

By: /s/ Mario Marcon

Mario Marcon,

Chief Financial Officer

# /s/ Mario Marcon

MARIO MARCON

as Attorney-In-Fact for Warren G. Lichtenstein