

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 17, 2019

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Units, \$0 par	SPLP	New York Stock Exchange
6.0% Series A Preferred Units	SPLP-PRA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 17, 2019, Steel Partners Holdings L.P. (the "Company") held its Annual Meeting of Limited Partners (the "Annual Meeting"). A total of 24,958,667 limited partnership units of the Company were entitled to vote as of March 28, 2019, the record date for the Annual Meeting. There were 19,006,469 units present in person or by proxy at the Annual Meeting, representing approximately 76.15% of the units entitled to vote. At the Annual Meeting, unitholders were asked to vote on four proposals; set forth below are the matters acted upon by the unitholders at the Annual Meeting and the final voting results of each such proposal.

**Proposal 1**

The unitholders elected each of the seven independent director nominees to the Board of Directors of the Company's general partner, Steel Partners Holdings GP Inc., until the limited partners' annual meeting in 2020 and until their successors are duly elected and qualified.

Nominee	For	Withheld	Broker Non-Votes
John P. McNiff	13,376,665	799,696	4,830,108
Joseph L. Mullen	13,376,665	799,696	4,830,108
General Richard I. Neal	13,376,665	799,696	4,830,108
Lon Rosen	13,224,660	951,701	4,830,108
Eric P. Karros	13,224,660	951,701	4,830,108
James Benenson III	13,375,800	800,561	4,830,108
Rory H. Tahari	13,335,800	840,561	4,830,108

**Proposal 2**

The unitholders approved, on an advisory basis, the compensation of the Company's named executive officers.

For	12,468,759
Against	998,690
Abstain	708,912
Broker Non-Votes	4,830,108

**Proposal 3**

The unitholders voted, on an advisory basis, on the frequency of future advisory votes on the compensation of the Company's named executive officers

One Year	13,460,645
Two Years	6,039
Three Years	12,166
Abstain	697,511
Broker Non-Votes	4,830,108

**Proposal 4**

The unitholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

For	18,210,605
Against	3,403
Abstain	792,461

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

May 21, 2019

STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.  
Its General Partner

By: /s/ Douglas B. Woodworth  
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Douglas B. Woodworth  
Chief Financial Officer