

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>HOWARD JACK L</u>  (Last) (First) (Middle) <u>C/O STEEL PARTNERS HOLDINGS L.P.</u> <u>590 MADISON AVENUE, 32ND FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	05/01/2014		J <sup>(1)</sup>		264,267 <sup>(1)(2)</sup>	A	\$0.00 <sup>(1)</sup>	264,267	I	By SPH SPV-I LLC
Common Units, no par value								543,648	D	
Common Units, no par value								1,519,552	I	By The II Trust <sup>(3)</sup>
Common Units, no par value								747,938	I	By The III Trust <sup>(4)</sup>
Common Units, no par value								10,100	I	By EMH Howard, LLC <sup>(5)</sup>

**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)		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					

**Explanation of Responses:**

- Consists of Common Units issued to SPH SPV-I LLC and allocated to Mr. Howard's sub-account within SPH SPV-I LLC. Such units were issuable to SPH SPV in the form of Class C Common Units.
- The Class C Common Units had the same rights as the Common Units, except that net losses were not allocated to a holder of Class C Common Units, liquidating distributions made by the Issuer to such holder could not exceed the amount of its capital account allocable to its Class C Common Units, and they could not be sold in the public market until the capital account allocable to a Class C Common Unit equaled the capital account allocable to a regular Common Unit, upon which the Class C Common Units were converted automatically into regular Common Units.
- Mr. Howard is the trustee for The II Trust and may be deemed to have investment and voting power with respect to the Common Units held by The II Trust. Mr. Howard disclaims beneficial ownership of such Common Units beneficially owned by The II Trust, except to the extent of his pecuniary interest therein.
- Mr. Howard is the trustee for The III Trust and may be deemed to have investment and voting power with respect to the Common Units held by The III Trust. Mr. Howard disclaims beneficial ownership of such Common Units beneficially owned by The III Trust, except to the extent of his pecuniary interest therein.
- Mr. Howard is the managing member of EMH Howard, LLC and may be deemed to have investment and voting power with respect to the Common Units held by EMH Howard, LLC. Mr. Howard disclaims beneficial ownership of such Common Units beneficially owned by EMH Howard, LLC, except to the extent of his pecuniary interest therein.

/s/ Jack L. Howard

05/02/2014

\*\* 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.