

**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>LICHTENSTEIN WARREN G</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 <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/26/2018</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 <sup>(1)</sup>	09/26/2018		G <sup>(2)</sup>	V	61,358 <sup>(2)</sup>	D	\$0	0 <sup>(2)</sup>	I	By 2016 GRAT <sup>(2)</sup>
Common Units no par value <sup>(1)</sup>								1,037,623 <sup>(3)</sup>	D	
Common Units no par value <sup>(1)</sup>								1,540,706	I	By SPH SPV-I LLC <sup>(4)</sup>
Common Units no par value <sup>(1)</sup>								130,891	I	By Steel Partners, Ltd. <sup>(5)</sup>
Common Units no par value <sup>(1)</sup>								6,362,920	I	By WGL Capital LLC <sup>(6)</sup>
Common Units no par value <sup>(1)</sup>								500,000 <sup>(7)</sup>	I	By 2018 GRAT <sup>(7)</sup>
6% Series A Preferred Units <sup>(1)</sup>								514,661	D	

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
LICHTENSTEIN WARREN G  
 (Last) (First) (Middle)  
C/O STEEL PARTNERS HOLDINGS L.P.  
590 MADISON AVENUE, 32ND FLOOR  
 (Street)  
NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

Steel Partners, Ltd.

(Last) (First) (Middle)  
590 MADISON AVENUE, 32ND FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WGL Capital LLC

(Last) (First) (Middle)  
590 MADISON AVENUE, 32ND FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

SPH SPV-I LLC

(Last) (First) (Middle)  
590 MADISON AVENUE, 32ND FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 4 is filed jointly by WGL Capital LLC ("WGL"), Steel Partners, Ltd. ("SPL"), SPH SPV-I LLC ("SPH SPV") and Warren G. Lichtenstein (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding Common Units. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of his or its pecuniary interest therein.
2. The Form 4 filed by the Reporting Persons on July 20, 2018 discloses ownership of 313,112 Common Units held by a grantor retained annuity trust ("2016 GRAT") of which Mr. Lichtenstein was the sole trustee and sole annuitant. Since the filing of the Form 4, 251,754 of the Common Units held by the 2016 GRAT were transferred to Mr. Lichtenstein in satisfaction of the trust's annuity obligations to Mr. Lichtenstein. 500,000 Common Units held directly by Mr. Lichtenstein were then transferred to a new grantor retained annuity trust ("2018 GRAT") of which Mr. Lichtenstein is the sole trustee and sole annuitant and, on September 26, 2018, the remaining 61,358 Common Units held by the 2016 GRAT were gifted to a new trust for the benefit of a family member. Mr. Lichtenstein does not have a pecuniary interest in the securities held by this new trust.
3. The Form 4 filed by the Reporting Persons on July 20, 2018 discloses ownership of 1,285,869 Common Units held directly by Mr. Lichtenstein. The total number of Common Units held directly by Mr. Lichtenstein now reflects the transfers described in Footnote 2.
4. Mr. Lichtenstein, as the Managing Member of SPH SPV, may be deemed to beneficially own the Common Units owned directly by SPH SPV.
5. Mr. Lichtenstein, as the Chief Executive Officer and a control person of SPL, may be deemed to beneficially own the Common Units owned directly by SPL.
6. SPL, as the sole Member of WGL, and Mr. Lichtenstein, as the Manager of WGL and the Chief Executive Officer and a control person of SPL, may be deemed to beneficially own the Common Units owned directly by WGL.
7. Represents Common Units held by a grantor retained annuity trust ("2018 GRAT"). Mr. Lichtenstein, as the sole trustee and sole annuitant of the 2018 GRAT, may be deemed to beneficially own the Common Units held by the 2018 GRAT. The total number of Common Units held by the 2018 GRAT reflects the transfer described in Footnote 2.

By: /s/ Jack L. Howard, as  
Attorney-in-Fact for Warren G. Lichtenstein 10/19/2018

By: Steel Partners, Ltd., By: /s/  
Jack L. Howard, President 10/19/2018

By: WGL Capital LLC, By: /s/  
Jack L. Howard, President 10/19/2018

By: SPH SPV-I LLC, By: /s/  
Jack L. Howard, as Attorney-  
in-Fact for Warren G. Lichtenstein, Managing  
Member 10/19/2018

\*\* 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.