

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
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ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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. [</u> <u>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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Units no par value ⁽¹⁾	11/23/2015		G	5,850	D	\$0	379,141	D	
Common Units no par value ⁽¹⁾							130,891	I	By Steel Partners, Ltd. ⁽²⁾
Common Units no par value ⁽¹⁾							1,208,352	I	By SPH SPV-I LLC ⁽³⁾
Common Units no par value ⁽¹⁾							6,232,656	I	By WGL Capital Corp ⁽⁴⁾
Common Units no par value ⁽¹⁾							255,555	I	By 2014 GRAT
Common Units no par value ⁽¹⁾							500,000	I	By 2015 GRAT
Common Units no par value ⁽¹⁾							500,000	I	By 2015 GRAT 2

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)
					(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 Corp.		
(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 5 is filed jointly by WGL Capital Corp. ("WGL"), Steel Partners, Ltd. ("SPL"), SPH SPV-I LLC ("SPH SPV") and Warren G. Lichtenstein (collectively, the "Reporting Persons"). Each of SPL, SPH SPV and Mr. Lichtenstein may be deemed to be 10% owners of the Issuer and WGL is a 10% owner of the Issuer. Each of the Reporting Persons disclaims beneficial ownership of the Common Units reported herein, except to the extent of his or its pecuniary interest therein.
2. Mr. Lichtenstein, as the Chief Executive Officer and sole director of SPL, may be deemed to beneficially own the Common Units owned directly by SPL.
3. Mr. Lichtenstein, as the managing member of SPH SPV, may be deemed to beneficially own the Common Units owned directly by SPH SPV.
4. SPL, as the sole shareholder of WGL, and Mr. Lichtenstein, as the Chief Executive Officer, Secretary and sole director of WGL, may be deemed to beneficially own the Common Units owned directly by WGL.

[/s/ James F. McCabe Jr. as
Attorney-in-Fact for Warren G.
Lichtenstein, Chief Executive
Officer, WGL Capital Corp.](#) [02/16/2016](#)

[/s/ James F. McCabe Jr. as
Attorney-in-Fact for Warren G.
Lichtenstein, Chief Executive
Officer, Steel Partners, Ltd.](#) [02/16/2016](#)

[/s/ James F. McCabe Jr. as
Attorney-in-Fact for Warren G.
Lichtenstein, Managing
Member, SPH SPV-I LLC](#) [02/16/2016](#)

[/s/ James F. McCabe Jr. as
Attorney-in-Fact for Warren G.
Lichtenstein](#) [02/16/2016](#)

** 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.