

**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): December 14, 2023

STEEL PARTNERS HOLDINGS L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

001-35493

(Commission File Number)

13-3727655

(IRS Employer  
Identification No.)

590 Madison Avenue, 32nd Floor, New York, New York

(Address of principal executive offices)

10022

(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, no par value	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 8.01 Other Events.**

On December 14, 2023, Steel Partners Holdings L.P., a Delaware limited partnership (the “Company”), issued a press release announcing a reverse/forward unit split of its common units, no par value, expected to take effect on January 8, 2024 (as it may be extended, the “Effective Date”). The Company reserves the right to abandon the reverse/forward unit split any time prior to the Effective Date. If the Company extends the Effective Date to a later date, the Company will disclose such extension via press release and/or a current report on Form 8-K prior to the Effective Date. The press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibits</u>
99.1	<a href="#">Press release dated December 14, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

December 19, 2023

STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.  
Its General Partner

By: /s/ Ryan O'Herrin  
Ryan O'Herrin  
Chief Financial Officer

**Steel Partners Holdings L.P. Announces Reverse/Forward Unit Split**

NEW YORK, NY—December 14, 2023—Steel Partners Holdings L.P. (NYSE: SPLP), a Delaware limited partnership (the “Company” or “Steel Partners”), announced today that it will effect a 1-for-12,500 reverse unit split (“Reverse Unit Split”) of its common units, no par value (the “Company Common Units”), followed immediately by a 12,500-for-1 forward unit split of the Company Common Units (the “Forward Unit Split,” and, together with the Reverse Unit Split, the “Reverse/Forward Unit Split”). The Reverse Unit Split is expected to become effective as of 5:00 p.m. Eastern Time on January 8, 2024, and immediately thereafter, the Forward Unit Split is expected to become effective as of 5:01 p.m. Eastern Time on January 8, 2024 (as it may be extended, the “Effective Date”). The Company Common Units will continue to trade on The New York Stock Exchange (“NYSE”) under the existing symbol “SPLP” and is expected to begin trading on a split-adjusted basis when the market opens on January 9, 2024. The Company Common Units will be assigned a new CUSIP number following the Reverse/Forward Unit Split. Certain holders of the Company’s Common Units who are employees will have their Company Common Units excluded from the Reverse/Forward Unit Split. The Company reserves the right to abandon the Reverse/Forward Unit Split at any time prior to the Effective Date. If the Company extends the Effective Date to a later date, the Company will disclose such extension via press release and/or a current report on Form 8-K prior to the Effective Date.

No fractional units will be issued in connection with the Reverse/Forward Unit Split. Instead, the Company will pay cash (without interest) to any unitholder who would be entitled to receive a fractional unit as a result of the Reverse/Forward Unit Split. Unitholders who hold fewer than 12,500 units immediately prior to the Reverse Unit Split will be paid in cash (without interest) an amount equal to such number of Company Common Units held multiplied by volume-weighted average price for the ten consecutive trading days immediately preceding the effective date of the Reverse/Forward Unit Split.

The Company’s transfer agent, Equiniti Trust Company, LLC, will serve as exchange and paying agent for the Reverse/Forward Unit Split. Registered unitholders holding pre-split Company Common Units electronically in book-entry form are not required to take any action to receive post-split units. Unitholders owning Common Units via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the Reverse/Forward Unit Split, subject to such broker’s particular processes, and will not be required to take any action in connection with the Reverse/Forward Unit Split.

**About Steel Partners Holdings L.P.**

Steel Partners Holdings L.P. is a diversified global holding company that owns and operates businesses and has significant interests in leading companies in various industries, including diversified industrial products, energy, defense, supply chain management and logistics, banking and youth sports.

**Forward-Looking Statements**

This press release contains certain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that reflect the Company’s current expectations and projections about its future results, performance, prospects and opportunities. The Company identifies these forward-looking statements by using words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “estimate,” and similar expressions. These forward-looking statements are only predictions based upon the Company’s current expectations and projections about future events, and are based on information currently available to the Company and are subject to risks, uncertainties, and other factors that could cause its actual results, performance, prospects, or opportunities in 2023 and beyond to differ materially from those expressed in, or implied by, these forward-looking statements. These factors include, without limitation, risk factors detailed from time to time in filings the Company makes with the Securities and Exchange Commission, including the Company’s Form 10-K for the year ended December 31, 2022 and subsequent quarterly reports on Form 10-Q and annual reports on Form 10-K. Any forward-looking statement made in this press release speaks only as of the date hereof, and investors should not rely upon forward-looking statements as predictions of future events. Except as otherwise required by law, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances, or any other reason.

**Investor Relations Contact**

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