

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 13F

FORM 13F COVER PAGE

OMB APPROVAL

OMB Number:	3235-0006
Expires:	Oct 31, 2018
Estimated average burden hours per response:	23.8

Report for the Calendar Year or Quarter Ended: 06-30-2013

Check here if Amendment  Amendment Number:  
This Amendment (Check only one.):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: STEEL PARTNERS HOLDINGS L.P.  
Address: 590 MADISON AVENUE, 32ND FLOOR  
NEW YORK, NY 10022

Form 13F File Number: 028-14001

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Jack L. Howard  
Title: President of General Partner of Reporting Manager  
Phone: 212-520-2300

Signature, Place, and Date of Signing:

/s/ Jack L. Howard                      New York, NY                      08-13-2013  
[Signature]                                      [City, State]                                      [Date]

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 3  
Form 13F Information Table Entry Total: 21  
Form 13F Information Table Value Total: 361,612  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	028-14563	SPH Group Holdings LLC
2	028-14887	SPH Group LLC
3	028-14886	Steel Partners Holdings GP Inc.

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FORM 13F INFORMATION TABLE

OMB APPROVAL	
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COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5			COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8		
				SHRS OR PRN	SH/ PRN	PUT/ CALL			SOLE VOTING AUTHORITY	SHARED	NONE
ACTIVE NETWORK INC	COM	00506D100	1,836	242,477	SH		OTR	1,2,3	0	242,477	0
AMBASSADORS GROUP INC	COM	23177108	2,662	749,975	SH		OTR	1,2,3	0	749,975	0
ANAREN INC	COM	32744104	1,068	46,576	SH		OTR	1,2,3	0	46,576	0
API TECHNOLOGIES CORP	COM	00187E203	2,800	1,000,000	SH		OTR	1,2,3	0	1,000,000	0
CHIMERA INVESTMENT CORP	COM	16934Q109	2,729	909,700	SH		OTR	1, 2, 3	0	909,700	0
CST BRANDS INC	COM	12646R105	308	24,600	SH		OTR	1, 2, 3	0	24,600	0
DIGITAL GENERATION	COM	25400B108	516	70,000	SH		OTR	1, 2, 3	0	70,000	0
FORBES ENERGY SERVICES	COM	345143101	12,776	3,178,008	SH		OTR	1, 2, 3	0	3,178,008	0
GENCORP INC	COM	368682100	67,983	4,180,997	SH		OTR	1, 2, 3	0	4,180,997	0
HANDY & HARMAN LTD	COM	410315105	129,250	7,228,735	SH		OTR	1, 2, 3	0	7,228,735	0
LYDALL INC DEL	COM	550819106	1,926	131,887	SH		OTR	1, 2, 3	0	131,887	0
MODUSLINK GLOBAL SOLUTIONS I	COM	60786L107	44,460	13,981,185	SH		OTR	1, 2, 3	0	13,981,185	0
NATHANS FAMOUS INC NEW	COM	632347100	23,275	445,456	SH		OTR	1, 2, 3	0	445,456	0
NATURES SUNSHINE PRODUCTS INC	COM	639027101	571	34,912	SH		OTR	1, 2, 3	0	34,912	0
PARKER DRILLING CO	COM	701081101	1,002	201,150	SH		OTR	1, 2, 3	0	201,150	0
S L INDS INC	COM	784413106	24,951	994,840	SH		OTR	1, 2, 3	0	994,840	0
SELECTICA INC	COM NEW	816288203	3,787	420,768	SH		OTR	1, 2, 3	0	420,768	0
SKULLCANDY INC	COM	83083J104	2,728	499,600	SH		OTR	1, 2, 3	0	499,600	0
STEEL PARTNERS HLDGS L P	LTD PRTRSHIP U	85814R107	33,839	2,473,641	SH		OTR	1, 2, 3	0	2,473,641	0
SUPERIOR	COM	868157108	1,946	75,000	SH		OTR	1, 2, 3	0	75,000	0

ENERGY  
SERVICES

TRANSOCEAN  
LTD

COM

H8817H100 1,199

25,000

SH

OTR

1, 2, 3

0

25,000

0