

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: 12-31-2018

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: Douglas B. Woodworth
Title: CFO of General Partner of Reporting Manager
Phone: 212-520-2376

Signature, Place, and Date of Signing:

/s/ Douglas B. Woodworth New York, NY 02-01-2019
[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: 4
Form 13F Information Table Entry Total: 9
Form 13F Information Table Value Total: 234,563
(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.
4		Steel Excel Inc.

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FORM 13F

FORM 13F INFORMATION TABLE

OMB APPROVAL

OMB Number: 3235-0006
Expires: Oct 31, 2018
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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	SOLE	SHARED	NONE
									SHARED	SHARED	NONE
AEROJET ROCKETDYNE HLDGS INC	COM	007800105	147,297	4,180,997	SH		OTR	1, 2, 3, 4	0	4,180,997	0
AVIAT NETWORKS INC	COM NEW	05366Y201	8,881	670,240	SH		OTR	1, 2, 3, 4	0	670,240	0
BABCOCK & WILCOX ENTERPRIS I	COM	05614L100	11,702	29,975,041	SH		OTR	1, 2, 3, 4	0	29,975,041	0
HAIN CELESTIAL GROUP INC	COM	405217100	397	25,000	SH		OTR	1, 2, 3	0	25,000	0
STEEL CONNECT INC	COM	858098106	3,886	2,245,990	SH		OTR	1, 2, 3	0	2,245,990	0
STEEL CONNECT INC	COM	858098106	12,975	7,500,000	SH		OTR	3	0	7,500,000	0
STEEL CONNECT INC	COM	858098106	14,596	8,436,715	SH		OTR	1, 2, 3, 4	0	8,436,715	0
MODUSLINK GLOBAL SOLUTIONS I	NOTE 5.250% 3/0	60786LAB3	14,943	14,940,000	PRN		OTR	1, 2, 3	0	14,940,000	0
STEEL PARTNERS HLDGS L P	LTD PRTRSHIP U	85814R107	19,888	1,484,203	SH		OTR	1, 2, 3, 4	0	1,484,203	0