

Steel Connect, Inc.
Form SC 13D/A
March 07, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 23)¹

Steel Connect, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

858098 10 6

(CUSIP Number)

Warren G. Lichtenstein

Steel Partners Holdings L.P.

590 Madison Avenue, 32nd Floor

New York, New York 10022

(212) 520-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

February 28, 2019

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

1

CUSIP No. 858098 10 6

1 NAME OF REPORTING PERSON

HANDY & HARMAN LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, AF
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
		- 0 -
	8	SHARED VOTING POWER
		8,436,715
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		8,436,715

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

8,436,715

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

13.7%

14 TYPE OF REPORTING
PERSON

CO

CUSIP No. 858098 10 6

1 NAME OF REPORTING PERSON

WHX CS CORP.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
		- 0 -
	8	SHARED VOTING POWER
		5,940,170
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		5,940,170

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

5,940,170

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

9.6%

14 TYPE OF REPORTING
PERSON

CO

CUSIP No. 858098 10 6

1	NAME OF REPORTING PERSON
	STEEL EXCEL INC.
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER
	- 0 -
8	SHARED VOTING POWER
	8,436,715
9	SOLE DISPOSITIVE POWER
	- 0 -
10	SHARED DISPOSITIVE POWER

8,436,715
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

8,436,715
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

13.7%
14 TYPE OF REPORTING
PERSON

CO

CUSIP No. 858098 10 6

1	NAME OF REPORTING PERSON
	STEEL PARTNERS, LTD.
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
7	DELAWARE SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	- 0 -
8	SHARED VOTING POWER
9	60,000 SOLE DISPOSITIVE POWER
10	- 0 - SHARED DISPOSITIVE

POWER

60,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

60,000

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 LESS THAN 1%
TYPE OF REPORTING
PERSON

CO

CUSIP No. 858098 10 6

1	NAME OF REPORTING PERSON	
	STEEL PARTNERS HOLDINGS L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC, AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		42,333,554*
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

42,333,554*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

42,333,554*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

49.3%

14 TYPE OF REPORTING PERSON

PN

* Includes 17,857,143 Shares underlying the currently convertible Preferred Stock and 6,293,706 Shares underlying the currently convertible 2024 Note.

CUSIP No. 858098 10 6

1	NAME OF REPORTING PERSON	
	SPH GROUP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 - 8 SHARED VOTING POWER 34,833,554* 9 SOLE DISPOSITIVE POWER - 0 - 10 SHARED DISPOSITIVE POWER 34,833,554*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

34,833,554*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

40.5%

14 TYPE OF REPORTING PERSON

OO

* Includes 17,857,143 Shares underlying the currently convertible Preferred Stock and 6,293,706 Shares underlying the currently convertible 2024 Note.

CUSIP No. 858098 10 6

1	NAME OF REPORTING PERSON
	SPH GROUP HOLDINGS LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
	- 0 -
8	SHARED VOTING POWER
	34,833,554*
9	SOLE DISPOSITIVE POWER
	- 0 -
10	SHARED DISPOSITIVE POWER
	34,833,554*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

34,833,554*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

40.5%

14 TYPE OF REPORTING PERSON

OO

* Includes 17,857,143 Shares underlying the currently convertible Preferred Stock and 6,293,706 Shares underlying the currently convertible 2024 Note.

CUSIP No. 858098 10 6

1	NAME OF REPORTING PERSON
	STEEL PARTNERS HOLDINGS GP INC.
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7
	SOLE VOTING POWER
	- 0 -
	8
	SHARED VOTING POWER
	42,333,554*
	9
	SOLE DISPOSITIVE POWER
	- 0 -
	10
	SHARED DISPOSITIVE POWER

42,333,554*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

42,333,554*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

49.3%

14 TYPE OF REPORTING PERSON

CO

* Includes 17,857,143 Shares underlying the currently convertible Preferred Stock and 6,293,706 Shares underlying the currently convertible 2024 Note.

CUSIP No. 858098 10 6

1 NAME OF REPORTING PERSON

WARREN G. LICHTENSTEIN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		3,539,798
	8	SHARED VOTING POWER
		60,000
	9	SOLE DISPOSITIVE POWER
		3,181,995
	10	SHARED DISPOSITIVE POWER

60,000

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

3,599,798

12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

5.8%

14 TYPE OF REPORTING
PERSON

IN

10

CUSIP No. 858098 10 6

1 NAME OF REPORTING PERSON

GLEN M. KASSAN
 CHECK THE
 APPROPRIATE
 BOX IF A MEMBER (a)
 OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
 CHECK BOX IF
 DISCLOSURE OF
 LEGAL
 5 PROCEEDINGS IS
 REQUIRED
 PURSUANT TO
 ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER

SHARES BENEFICIALLY 236,516

OWNED BY 8 SHARED VOTING POWER

EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER

178,713
 10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

236,516
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 LESS THAN 1%
TYPE OF REPORTING
PERSON

IN

11

CUSIP No. 858098 10 6

1 NAME OF REPORTING PERSON

JACK L. HOWARD
 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, OO
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		1,750,061
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,542,258
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,750,061

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

2.8%

14 TYPE OF REPORTING
PERSON

IN

12

CUSIP No. 858098 10 6

1 NAME OF REPORTING PERSON

WILLIAM T. FEJES
 CHECK THE
 APPROPRIATE
 BOX IF A MEMBER (a)
 OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
 CHECK BOX IF
 DISCLOSURE OF
 LEGAL
 5 PROCEEDINGS IS
 REQUIRED
 PURSUANT TO
 ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER

SHARES BENEFICIALLY 470,061

OWNED BY 8 SHARED VOTING POWER

EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER

362,258
 10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

470,061

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 LESS THAN 1%
TYPE OF REPORTING
PERSON

IN

13

CUSIP No. 858098 10 6

The following constitutes Amendment No. 23 to the Schedule 13D filed by the undersigned (“Amendment No. 23”). This Amendment No. 23 amends the Schedule 13D as specifically set forth herein.

Item 1.

Security and Issuer.

Item 1 is hereby amended and restated to read as follows:

This statement relates to the Common Stock, par value \$0.01 per share (the “Shares”), of Steel Connect, Inc. (the “Issuer”). The address of the principal executive offices of the Issuer is 1601 Trapelo Road, Suite 170, Waltham, Massachusetts 02451.

Item 2.

Identity and Background.

Item 2 is hereby amended and restated to read as follows:

(a) This statement is filed by Handy & Harman Ltd., a Delaware corporation (“HNN”), WHX CS Corp., a Delaware corporation (“WHX CS”), Steel Excel Inc., a Delaware corporation (“Steel Excel”), Steel Partners, Ltd., a Delaware corporation (“SPL”), Steel Partners Holdings L.P., a Delaware limited partnership (“Steel Holdings”), SPH Group LLC, a Delaware limited liability company (“SPHG”), SPH Group Holdings LLC, a Delaware limited liability company (“SPHG Holdings”), Steel Partners Holdings GP Inc., a Delaware corporation (“Steel Holdings GP”), Warren G. Lichtenstein, Glen M. Kassan, Jack L. Howard and William T. Fejes. Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

Steel Holdings owns 99% of the membership interests of SPHG. SPHG is the sole member of SPHG Holdings. Steel Holdings GP is the general partner of Steel Holdings, the managing member of SPHG and the manager of SPHG Holdings. Accordingly, for purposes of this statement, each of Steel Holdings, SPHG and Steel Holdings GP may be deemed to beneficially own the Shares beneficially owned by SPHG Holdings, and Steel Holdings GP may be deemed to beneficially own the Shares beneficially owned by Steel Holdings.

HNN owns 100% of the outstanding shares of common stock of WHX CS. Steel Excel owns 100% of the outstanding shares of common stock of HNN. SPHG Holdings owns 100% of the outstanding shares of common stock of Steel Excel. Accordingly, for purposes of this statement, each of HNN, Steel Holdings, SPHG, SPHG Holdings, Steel Holdings GP and Steel Excel may be deemed to beneficially own the Shares owned directly by WHX CS and each of Steel Holdings, SPHG, SPHG Holdings, Steel Holdings GP and Steel Excel may be deemed to beneficially own the Shares owned directly by HNN.

Warren G. Lichtenstein, Executive Chairman of Steel Holdings GP, Chairman and a director of HNN and Chairman of Steel Excel, is the Interim Chief Executive Officer and the Executive Chairman of the Issuer. Mr. Lichtenstein is the Chief Executive Officer and a control person of SPL. Accordingly, for purposes of this statement, Mr. Lichtenstein may be deemed to beneficially own the Shares owned directly by SPL.

CUSIP No. 858098 10 6

Glen M. Kassan, an employee of a subsidiary of Steel Holdings, is a director of the Issuer.

Jack L. Howard, President and a director of Steel Holdings GP, President, Secretary and a director of HNH, a director of WHX CS and President and a director of Steel Excel, is a director of the Issuer.

William T. Fejes, President of Steel Services, Ltd., a subsidiary of Steel Holdings, President and Chief Executive Officer of Handy & Harman Group Ltd., a subsidiary of HNH, President and a director of WHX CS and Treasurer and a director of Steel Excel, is a director of the Issuer.

Each Reporting Person disclaims beneficial ownership of the Shares owned directly by another Reporting Person, except to the extent of his or its pecuniary interest therein.

Set forth on Schedule A annexed hereto ("Schedule A") is the name and present principal business, occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted of (i) the executive officers and directors of HNH, (ii) the executive officers and directors of WHX CS, (iii) the executive officers and directors of SPL, (iv) the executive officers and directors of Steel Holdings GP, and (v) the executive officers and directors of Steel Excel. To the best of the Reporting Persons' knowledge, except as otherwise set forth herein, none of the persons listed on Schedule A beneficially owns any securities of the Issuer or is a party to any contract, agreement or understanding required to be disclosed herein.

(b) The principal business address of the Reporting Persons is 590 Madison Avenue, 32nd Floor, New York, New York 10022.

(c) HNH is a diversified manufacturer of engineered niche industrial products. WHX CS is a holding company. SPL is a holding company. Steel Holdings is a global diversified holding company that engages or has interests in a variety of operating businesses through its subsidiary companies. The principal business of SPHG Holdings is holding securities for the account of Steel Holdings. The principal business of SPHG is serving as the sole member of SPHG Holdings and other affiliates. The principal business of Steel Holdings GP is serving as the general partner of Steel Holdings, the managing member of SPHG and the manager of SPHG Holdings. Steel Excel provides drilling and production services to the oil and gas industry and owns a youth sports business. The principal occupation of Warren G. Lichtenstein is serving as Executive Chairman of Steel Holdings GP. The principal occupation of Glen M. Kassan is serving as an employee of Steel Services, Ltd., a subsidiary of Steel Holdings. The principal occupation of Jack L. Howard is serving as the President of Steel Holdings GP and serving as a principal of Mutual Securities, Inc., a registered broker dealer. The principal occupation of William T. Fejes is serving as the President of Steel Services, Ltd., a subsidiary of Steel Holdings.

(d) No Reporting Person nor any person listed on Schedule A has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

CUSIP No. 858098 10 6

(e) No Reporting Person nor any person listed on Schedule A has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the individuals who are Reporting Persons or listed on Schedule A is a citizen of the United States of America. Each of the entities who are Reporting Persons are organized under the laws of the State of Delaware.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of the 2,496,545 Shares owned directly by HNH is approximately \$9,109,689, including brokerage commissions. The Shares owned directly by HNH were acquired with the working capital of HNH.

The 5,940,170 Shares owned directly by WHX CS were transferred to WHX CS by its parent HNH.

The aggregate purchase price of the 2,245,990 Shares owned directly by SPHG Holdings is approximately \$4,013,692, including brokerage commissions. The aggregate purchase price of the 35,000 shares of Series C Convertible Preferred Stock of the Issuer (the "Preferred Stock") owned directly by SPHG Holdings is \$35,000,000. The aggregate purchase price of the 2024 Note (as defined in Item 4) owned directly by SPHG Holdings is \$14,940,000. The Shares, Preferred Stock and 2024 Note owned directly by SPHG Holdings were acquired with the working capital of SPHG Holdings.

The aggregate purchase price of the 7,500,000 Shares owned directly by Steel Holdings is \$30,000,000. Such Shares were acquired with the working capital of Steel Holdings.

The aggregate purchase price of the 60,000 Shares owned directly by SPL is approximately \$411,192, including brokerage commissions. The Shares owned directly by SPL were acquired with the working capital of SPL.

Mr. Lichtenstein directly beneficially owns 3,539,798 Shares (including 357,803 unvested restricted Shares) awarded to him in his capacity as a director of the Issuer.

Mr. Kassan directly beneficially owns 236,516 Shares (including 57,803 unvested restricted Shares) awarded to him in his capacity as a director of the Issuer.

The aggregate purchase price of 10,000 Shares owned directly by Mr. Howard is approximately \$68,530, including brokerage commissions. Mr. Howard directly beneficially owns an additional 1,740,061 Shares (including 207,803 unvested restricted Shares) awarded to him in his capacity as a director of the Issuer.

Mr. Fejes directly beneficially owns 470,061 Shares (including 107,803 unvested restricted Shares) awarded to him in his capacity as a director of the Issuer.

CUSIP No. 858098 10 6

Item 4.

Purpose of Transaction.

Item 4 is hereby amended to add the following:

7.50% Convertible Senior Note Due 2024 Purchase Agreement

On February 28, 2019, the Issuer entered into that certain 7.50% Convertible Senior Note Due 2024 Purchase Agreement (the “Purchase Agreement”) with SPHG Holdings, whereby SPHG Holdings agreed to loan the Issuer \$14,940,000 in exchange for a 7.50% Convertible Senior Note due 2024 (the “2024 Note” and together with the Purchase Agreement, the “Note Transaction”).

The Issuer has the right to prepay the 2024 Note at any time, upon 10 days’ prior written notice, in whole or in part, without penalty or premium, at a price equal to 100% of the then outstanding principal amount of the 2024 Note plus accrued and unpaid interest.

SPHG Holdings was the holder of \$14,940,000 of the Issuer’s 5.25% Convertible Senior Notes due 2019 (the “2019 Notes”), of which an aggregate amount of approximately \$65.6 million of principal and interest was due at maturity on March 1, 2019. The Issuer required the funds received under the Note Transaction in order to satisfy all of its obligations to the holders of the 2019 Notes on the maturity date. All obligations under the 2019 Notes have been funded by the Issuer for payment on the maturity date pursuant to the terms of the 2019 Notes.

The 2024 Note is convertible into Shares at an initial conversion rate of 421.2655 Shares per \$1,000 principal amount of the 2024 Note (which is equivalent to an initial conversion price of approximately \$2.37 per Share), subject to adjustment upon the occurrence of certain events.

The 2024 Note bears interest at the rate of 7.50% per year until the maturity date of March 1, 2024. The 2024 Note is an unsecured and unsubordinated obligation of the Issuer.

SPHG Holdings has the right to require the Issuer to repurchase the 2024 Note upon the occurrence of certain fundamental changes, subject to certain conditions, at a repurchase price equal to 100% of the principal amount of the 2024 Note plus accrued and unpaid interest. The Issuer will have the right to elect to cause the mandatory conversion of the 2024 Note in whole, and not in part, at any time on or after March 6, 2022, subject to certain conditions including that the stock price of the Issuer exceeds a certain threshold.

The Board of Directors of the Issuer (the “Board”) established a special committee of the Board (the “Special Committee”), consisting solely of independent directors not affiliated with SPHG Holdings, to review and consider a financing transaction including SPHG Holdings. The terms and conditions of the Note Transaction were determined by the Special Committee to be fair and in the best interests of the Issuer, and the Special Committee recommended that the Board approve the Note Transaction and the transactions contemplated thereby. The Board approved such transactions. Warren G. Lichtenstein, the Issuer’s Interim Chief Executive Officer and the Executive Chairman of the Board, is also the Executive Chairman of Steel Holdings GP. Jack L. Howard and William T. Fejes, directors of the Issuer, are also affiliated with Steel Holdings GP.

CUSIP No. 858098 10 6

The foregoing transaction is qualified in its entirety by reference to the text of the Purchase Agreement and the 2024 Note, which are referenced as exhibits hereto and are incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 61,797,807 Shares outstanding, which is the total number of Shares outstanding as of February 28, 2019, as disclosed in the Purchase Agreement.

As of the close of business on the date hereof, HNH owned directly 2,496,545 Shares, constituting approximately 4.0% of the Shares outstanding. By virtue of their relationship with HNH discussed in further detail in Item 2, each of Steel Holdings, SPHG, SPHG Holdings, Steel Holdings GP and Steel Excel may be deemed to beneficially own the Shares owned directly by HNH.

As of the close of business on the date hereof, WHX CS owned directly 5,940,170 Shares, constituting approximately 9.6% of the Shares outstanding. By virtue of their relationship with WHX CS discussed in further detail in Item 2, each of HNH, Steel Holdings, SPHG, SPHG Holdings, Steel Holdings GP and Steel Excel may be deemed to beneficially own the Shares owned directly by WHX CS.

As of the close of business on the date hereof, SPHG Holdings owned directly 2,245,990 Shares and beneficially owned an additional (i) 17,857,143 Shares underlying the currently convertible Preferred Stock owned directly by SPHG Holdings and (ii) 6,293,706 Shares underlying the currently convertible 2024 Note owned directly by SPHG Holdings, constituting approximately 30.7% of the Shares outstanding. By virtue of their relationship with SPHG Holdings discussed in further detail in Item 2, each of Steel Holdings, SPHG and Steel Holdings GP may be deemed to beneficially own the Shares, including the Shares underlying the Preferred Stock and 2024 Note, owned directly by SPHG Holdings.

As of the close of business on the date hereof, Steel Holdings owned directly 7,500,000 Shares, constituting approximately 12.1% of the Shares outstanding. By virtue of its relationship with Steel Holdings discussed in further detail in Item 2, Steel Holdings GP may be deemed to beneficially own the Shares owned directly by Steel Holdings.

As of the close of business on the date hereof, SPL owned directly 60,000 Shares, constituting less than 1% of the Shares outstanding. By virtue of his relationship with SPL discussed in further detail in Item 2, Warren G. Lichtenstein may be deemed to beneficially own the Shares owned directly by SPL.

As of the close of business on the date hereof, Warren G. Lichtenstein directly beneficially owned 3,539,798 Shares (including 357,803 unvested restricted Shares), constituting approximately 5.7% of the Shares outstanding.

CUSIP No. 858098 10 6

As of the close of business on the date hereof, Glen M. Kassan directly beneficially owned 236,516 Shares (including 57,803 unvested restricted Shares), constituting less than 1% of the Shares outstanding.

As of the close of business on the date hereof, Jack L. Howard directly beneficially owned 1,750,061 Shares (including 207,803 unvested restricted Shares), constituting approximately 2.8% of the Shares outstanding.

As of the close of business on the date hereof, William T. Fejes directly beneficially owned 470,061 Shares (including 107,803 unvested restricted Shares), constituting less than 1% of the Shares outstanding.

This statement reports an aggregate of 48,389,990 Shares, including 17,857,143 Shares underlying the currently convertible Preferred Stock and 6,293,706 Shares underlying the currently convertible 2024 Note, constituting approximately 56.3% of the Shares outstanding.

Item 5(b) is hereby amended and restated to read as follows:

(b) Each of WHX CS, HNH, SPHG Holdings, SPHG, Steel Holdings, Steel Holdings GP and Steel Excel is deemed to have shared power to vote and dispose of the Shares owned directly by WHX CS. Each of HNH, SPHG Holdings, SPHG, Steel Holdings, Steel Holdings GP and Steel Excel is deemed to have shared power to vote and dispose of the Shares owned directly by HNH. Each of SPHG Holdings, Steel Holdings, SPHG and Steel Holdings GP is deemed to have shared power to vote and dispose of the Shares owned directly by SPHG Holdings. Each of Steel Holdings and Steel Holdings GP is deemed to have shared power to vote and dispose of the Shares owned directly by Steel Holdings. Each of SPL and Mr. Lichtenstein is deemed to have shared power to vote and dispose of the Shares owned directly by SPL. Each of Messrs. Lichtenstein, Kassan, Howard and Fejes has the sole power to vote all Shares he directly owns and has the sole power to dispose all Shares (other than unvested restricted Shares) he directly owns.

Item 5(c) is hereby amended to add the following:

(c) There have been no transactions by the Reporting Persons in the securities of the Issuer during the past 60 days, except for the transactions described in Item 4 and as follows: on January 2, 2019, the Issuer awarded to each of Messrs. Lichtenstein, Howard, Kassan and Fejes, in his capacity as a director of the Issuer, 57,803 restricted Shares, which vest on January 2, 2020, provided that he remains a director of the Issuer on such vesting date.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.
Item 6 is hereby amended to add the following:

Reference is made to the agreements and transactions described in Item 4.

CUSIP No. 858098 10 6

On the date hereof, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to securities of the Issuer. A copy of this agreement is attached as an exhibit hereto and is incorporated herein by reference.

Item 7.

Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Form of 7.50% Convertible Senior Note Due 2024 issued by Steel Connect, Inc. to SPH Group Holdings LLC (incorporated by reference to Exhibit 4.1 to the Form 8-K filed by the Issuer on February 28, 2019).
99.2	7.50% Convertible Senior Note Due 2024 Purchase Agreement, dated as of February 28, 2019, by and between Steel Connect, Inc. and SPH Group Holdings LLC (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by the Issuer on February 28, 2019).
99.3	Joint Filing Agreement, dated March 7, 2019, by and among the Reporting Persons.

20

CUSIP No. 858098 10 6

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 7, 2019 HANDY & HARMAN
LTD.

By: /s/ Jack L. Howard
Jack L. Howard
President

WHX CS Corp.

By: /s/ William T. Fejes
William T. Fejes
President

STEEL PARTNERS,
LTD.

By: /s/ Jack L. Howard
Jack L. Howard
President

STEEL PARTNERS HOLDINGS
L.P.

Steel Partners Holdings GP Inc.
By:
General Partner

By: /s/ Jack L. Howard
Jack L. Howard
President

SPH GROUP LLC

Steel Partners Holdings GP Inc.

By:
Managing Member

By:/s/ Jack L. Howard
Jack L. Howard
President

CUSIP No. 858098 10 6

SPH GROUP HOLDINGS LLC

Steel Partners Holdings GP Inc.

By:
Manager

By: /s/ Jack L. Howard
Jack L. Howard
President

STEEL PARTNERS
HOLDINGS GP INC.

By: /s/ Jack L. Howard
Jack L. Howard
President

STEEL EXCEL INC.

By: /s/ Jack L. Howard
Jack L. Howard
President

/s/ Jack L. Howard
Jack L. Howard

as Attorney-In-Fact for Warren G. Lichtenstein

/s/ Glen M. Kassin
GLEN M. KASSAN

/s/ Jack L. Howard

JACK L. HOWARD

/s/ William T. Fejes
WILLIAM T. FEJES

22

CUSIP No. 858098 10 6

SCHEDULE A**Executive Officers and Directors of Handy & Harman Ltd.**

<u>Name and Position</u>	<u>Present Principal Occupation</u>	<u>Business Address</u>
Warren G. Lichtenstein, Chairman and Director	Executive Chairman of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
Jack L. Howard, President, Secretary and Director	President of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company, and a principal of Mutual Securities, Inc., a registered broker dealer	590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
Douglas B. Woodworth, Treasurer and Director	Senior Vice President and Chief Financial Officer of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	590 Madison Avenue, 32nd Floor New York, NY 10022

CUSIP No. 858098 10 6

Executive Officers and Directors of WHX CS Corp.

<u>Name and Position</u>	<u>Present Principal Occupation</u>	<u>Business Address</u>
Jack L. Howard, Director	President of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company, and a principal of Mutual Securities, Inc., a registered broker dealer	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, NY 10022
William T. Fejes, Director and President	President of the Steel Services, Ltd. subsidiary and Diversified Industrial segment of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, NY 10022
Douglas B. Woodworth, Director and Senior Vice President	Senior Vice President and Chief Financial Officer of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, NY 10022

CUSIP No. 858098 10 6

Executive Officers and Directors of Steel Partners, Ltd.

<u>Name and Position</u>	<u>Present Principal Occupation</u>	<u>Business Address</u>
Warren G. Lichtenstein, Chief Executive Officer	Executive Chairman of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
Jack L. Howard, Director and President	President of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company, and a principal of Mutual Securities, Inc., a registered broker dealer	590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
Mario Marcon, Chief Financial Officer	Employee of Steel Services, Ltd., a subsidiary of Steel Partners Holdings L.P., a global diversified holding company	590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
Leonard Toboroff, Director	Attorney	590 Madison Avenue, 32nd Floor New York, NY 10022

CUSIP No. 858098 10 6

Executive Officers and Directors of Steel Partners Holdings GP Inc.

<u>Name and Position</u>	<u>Present Principal Occupation</u>	<u>Business Address</u>
Warren G. Lichtenstein, Executive Chairman and Director	Executive Chairman of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
Jack L. Howard, President and Director	President of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company, and a principal of Mutual Securities, Inc., a registered broker dealer	590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
Douglas B. Woodworth, Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
William T. Fejes, President of the Steel Services, Ltd. subsidiary and Diversified Industrial segment	President of the Steel Services, Ltd. subsidiary and Diversified Industrial segment of Steel Partners Holdings L.P., a global diversified holding company	590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
Lon Rosen, Director	Executive Vice President and Chief Marketing Officer for the Los Angeles Dodgers	590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.

John P. McNiff,
Director

Chairman of Discovery Capital Management,
LLC, a multi-strategy hedge fund

New York, NY
10022
1 Fayette Street,
Conshohocken,
PA 19428

Edgar Filing: Steel Connect, Inc. - Form SC 13D/A

CUSIP No. 858098 10 6

<u>Name and Position</u>	<u>Present Principal Occupation</u>	<u>Business Address</u>
Joseph L. Mullen, Director	Managing Partner of Li Moran International, Inc., a management consulting company	c/o Li Moran International 611 Broadway, Suite 722 New York, NY 10012 c/o Steel Partners Holdings L.P.
General Richard I. Neal, Director	Retired	590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
James Benenson III, Director	Director and Co-President of Summa Holdings, Inc. ("Summa"), a holding company and director and Co-President of Industrial Manufacturing Company and Industrial Manufacturing Company International, subsidiaries of Summa that own various diversified industrial businesses	590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
Eric P. Karros, Director	Television analyst for FOX Sports and works for the Los Angeles Dodgers	590 Madison Avenue, 32nd Floor New York, NY 10022

CUSIP No. 858098 10 6

Executive Officers and Directors of Steel Excel Inc.

<u>Name and Position</u>	<u>Present Principal Occupation</u>	<u>Business Address</u>
Warren G. Lichtenstein, Chairman	Executive Chairman of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
Jack L. Howard, President, Secretary and Director	President of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company, and a principal of Mutual Securities, Inc., a registered broker dealer	590 Madison Avenue, 32nd Floor New York, NY 10022 c/o Steel Partners Holdings L.P.
Douglas B. Woodworth, Treasurer and Director	Senior Vice President and Chief Financial Officer of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	590 Madison Avenue, 32nd Floor New York, NY 10022