

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>STEEL PARTNERS HOLDINGS L.P.</u>  (Last) (First) (Middle) 590 MADISON AVENUE, 32ND FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Steel Connect, Inc. [ STCN ]</u>  3. Date of Earliest Transaction (Month/Day/Year) 06/17/2024  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)  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
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value <sup>(1)(2)</sup>	06/17/2024		P		596	A	\$11.7	1,106,484	I	By Steel Excel Inc. <sup>(3)</sup>
Common Stock, \$0.01 par value <sup>(1)(2)</sup>	06/18/2024		P		6,371	A	\$12.0379	1,112,855	I	By Steel Excel Inc. <sup>(3)</sup>
Common Stock, \$0.01 par value <sup>(1)(2)</sup>								1,311,700	I	By WF Asset Corp. <sup>(4)</sup>
Common Stock, \$0.01 par value <sup>(1)(2)</sup>								636,447	I	By WHX CS LLC <sup>(5)</sup>

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
STEEL PARTNERS HOLDINGS L.P.  
  
 (Last) (First) (Middle)  
 590 MADISON AVENUE, 32ND FLOOR  
  
 (Street)  
 NEW YORK NY 10022  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SPH Group LLC  
  
 (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\*

[SPH Group Holdings LLC](#)

(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 Holdings GP Inc.](#)

(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 Excel Inc.](#)

(Last) (First) (Middle)

590 MADISON AVENUE, 32ND FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[HANDY & HARMAN LTD.](#)

(Last) (First) (Middle)

590 MADISON AVENUE  
32ND FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[WHX CS LLC](#)

(Last) (First) (Middle)

590 MADISON AVENUE  
32ND FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[WF Asset Corp.](#)

(Last) (First) (Middle)

590 MADISON AVENUE, 32ND FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

**Explanation of Responses:**

1. This Form 4 is filed jointly by Steel Partners Holdings L.P. ("Steel Holdings"), SPH Group LLC ("SPHG"), SPH Group Holdings LLC ("SPHG Holdings"), Steel Partners Holdings GP Inc. ("Steel Holdings GP"), Steel Excel, Inc. ("Steel Excel"), WF Asset Corp. ("WF Asset"), Handy & Harman Ltd. ("HNH") and WHX CS LLC ("WHX CS") (collectively, the "Reporting Persons"). Steel Holdings owns a majority 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. SPHG Holdings owns 100% of the outstanding shares of common stock of Steel Excel. Steel Excel owns 100% of the outstanding shares of common stock of HNH and is a majority shareholder of WF Asset. HNH owns a majority of the outstanding membership interests of WHX CS.
2. Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock (the "Section 13(d) Group").
3. Represents securities owned directly by Steel Excel. By virtue of their relationships with Steel Excel discussed in Footnote 1, each of Steel Holdings, SPHG, SPHG Holdings and Steel Holdings GP may be deemed to beneficially own the securities owned directly by Steel Excel. Each of Steel Holdings, SPHG, SPHG Holdings and Steel Holdings GP disclaims beneficial ownership of the securities owned directly by Steel Excel.
4. Represents securities owned directly by WF Asset. By virtue of their relationships with WF Asset discussed in Footnote 1, each of Steel Holdings, SPHG, SPHG Holdings, Steel Holdings GP and Steel Excel may be deemed to beneficially own the securities owned directly by WF Asset. Each of Steel Holdings, SPHG, SPHG Holdings, Steel Holdings GP and Steel Excel disclaims beneficial ownership of the securities owned directly by WF Asset.
5. Represents securities owned directly by WHX CS. By virtue of their relationships with WHX CS discussed in Footnote 1, each of Steel Holdings, SPHG, SPHG Holdings, Steel Holdings GP, Steel Excel and HNH may be deemed to beneficially own the securities owned directly by WHX CS. Each of Steel Holdings, SPHG, SPHG Holdings, Steel Holdings GP, Steel Excel and HNH disclaims beneficial ownership of the securities owned directly by WHX CS.

**Remarks:**

This Form 4 does not disclose securities of the Issuer currently beneficially owned by the other members of the Section 13(d) Group or derivative securities of the Issuer currently owned by the members of the Section 13(d) Group, which securities have been disclosed in previously filed Forms 4. Each of Steel Holdings, SPHG, SPHG Holdings, Steel Holdings GP, Steel Excel, WF Asset, HNH and WHX CS and the other members of the Section 13(d) Group may be deemed a director by deputization due to their relationship with certain of the directors on the board of directors of the Issuer.

By: Steel Partners Holdings L.P., By: Steel Partners Holdings GP Inc., General Partner, By: /s/ Maria Reda, Secretary 06/20/2024

By: SPH Group LLC, By: Steel Partners Holdings GP Inc., Managing Member, By: /s/ Maria Reda, Secretary 06/20/2024

By: SPH Group Holdings LLC, By: Steel Partners Holdings GP Inc., Manager, By: /s/ Maria Reda, Secretary 06/20/2024

By: Steel Partners Holdings GP Inc., By: /s/ Maria Reda, Secretary 06/20/2024

By: Steel Excel Inc., By: /s/ Maria Reda, Secretary 06/20/2024

By: Handy & Harman Ltd., By: /s/ Maria Reda, Secretary 06/20/2024

By: WHX CS LLC, By: /s/ Maria Reda, Secretary 06/20/2024

By: WF Asset Corp., By: /s/ Maria Reda, Secretary 06/20/2024

\*\* 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.**