

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

POST EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Steel Connect, Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

**1601 Trapelo Road, Suite 170
Waltham, Massachusetts**

(Address of Principal Executive Offices)

04-2921333

(I.R.S. Employer
Identification No.)

02451

(Zip Code)

Steel Connect, Inc.
2010 Incentive Award Plan
(Full title of the plan)

Douglas B. Woodworth
Chief Financial Officer
Steel Connect, Inc.
1601 Trapelo Road, Suite 170
Waltham, Massachusetts
(Name and address of agent for service)

(781) 663-5000
(Telephone number, including area code, of agent for service)

Copy to:

Colin Diamond
White & Case LLP
1221 Avenue of the Americas
New York, New York 10020
Tel: (212) 819-8200
Fax: (212) 354-8113

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Steel Connect, Inc., a Delaware corporation (the “Registrant”), is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister certain securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 (File No. 333-171285) filed with the Securities and Exchange Commission (the “Commission”) on December 20, 2010 (the “Prior Registration Statement”) with respect to shares of the Registrant’s common stock, par value \$0.01 per share (“Common Stock”), thereby registered for offer or sale pursuant to the Steel Connect, Inc. 2010 Incentive Award Plan, as amended on April 12, 2018 (the “Prior Plan”).

The Registrant has since adopted a new equity incentive plan, the Steel Connect, Inc. 2020 Stock Incentive Compensation Plan (the “2020 Incentive Plan”), which replaced the Prior Plan as of July 23, 2020, the date the Registrant’s stockholders approved the 2020 Incentive Plan at the 2019 Annual Meeting of Stockholders. No future awards will be made under the Prior Plan after July 23, 2020. Accordingly, the Registrant hereby deregisters (i) 4,068,143 shares of Common Stock, originally registered under the Prior Registration Statement, which remain available for offer and sale under the Prior Registration Statement, plus (ii) up to 1,060,523 shares of Common Stock, originally registered under the Prior Registration Statement, that are subject to outstanding awards under the Prior Plan, which are forfeited or lapse unexercised or are settled in cash and are not issued under the Prior Plan for any reason (such as 5,128,666 shares of Common Stock, collectively, the “Carryover Shares”).

Contemporaneously with the filing of this Post-Effective Amendment No. 1, the Registrant is filing a Registration Statement on Form S-8 to register the shares of Common Stock now available for offer or sale pursuant to the 2020 Incentive Plan, including but not limited to the Carryover Shares. Any shares of Common Stock previously registered under the Prior Registration Statement and not utilized as Carryover Shares will remain registered under the Prior Registration Statement until the later of the expiration of the Prior Plan on October 11, 2020 or, in the case of outstanding stock options, the respective expiration date of such options.

EXHIBIT INDEX

Exhibit Number	Description of Documents
24.1	Power of Attorney of certain officers and directors.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, Commonwealth of Massachusetts, on the 21st day of August, 2020.

STEEL CONNECT, INC.

By: /s/ Douglas B. Woodworth

Name: Douglas B. Woodworth

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title of Capacities</u>	<u>Date</u>
<u>/s/ Warren G. Lichtenstein</u> Warren G. Lichtenstein	Interim Chief Executive Officer, Executive Chairman and Director (Principal Executive Officer)	August 21, 2020
<u>/s/ Douglas B. Woodworth</u> Douglas B. Woodworth	Chief Financial Officer (Principal Financial Officer)	August 21, 2020
<u>/s/ Joseph B. Sherk</u> Joseph B. Sherk	Chief Accounting Officer (Principal Accounting Officer)	August 21, 2020
<u>/s/ Glen M. Kassan</u> Glen M. Kassan	Vice Chairman and Director	August 21, 2020
<u>/s/ Jeffrey J. Fenton</u> Jeffrey J. Fenton	Director	August 21, 2020
<u>/s/ Jack L. Howard</u> Jack L. Howard	Director	August 21, 2020
<u>/s/ Maria U. Molland</u> Maria U. Molland	Director	August 21, 2020
<u>/s/ Jeffrey S. Wald</u> Jeffrey S. Wald	Director	August 21, 2020

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Warren G. Lichtenstein, Douglas B. Woodworth and Joseph B. Sherk and each of them, each with full power to act without the other, his or her true and lawful attorney-in-fact and agent, with full power of substitution and revocation, in his or her name and on his or her behalf, to do any and all acts and things and to execute any and all instruments which said attorney-in-fact and agent may deem necessary or advisable to enable Steel Connect, Inc. (the "Company") to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission (the "Commission") in respect thereof, including, without limitation, the power and authority to sign his or her name in any and all capacities (including his or her capacity as a Director and/or Officer of the Company) (i) Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-171285) or such other form as may be appropriate and any amendments thereto (including subsequent post-effective amendments), to be filed with the Commission, and (ii) any and all instruments or documents filed as part of or in connection with such Registration Statement or any amendments thereto (including post-effective amendments); and the undersigned hereby ratifies and confirms all that said attorney-in-fact and agent shall lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, the undersigned have subscribed these presents as of the 21st day of August, 2020.

Signature	Title
<u>/s/ Warren G. Lichtenstein</u> Warren G. Lichtenstein	Interim Chief Executive Officer, Executive Chairman and Director (Principal Executive Officer)
<u>/s/ Douglas B. Woodworth</u> Douglas B. Woodworth	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Joseph B. Sherk</u> Joseph B. Sherk	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Glen M. Kassan</u> Glen M. Kassan	Vice Chairman and Director
<u>/s/ Jeffrey J. Fenton</u> Jeffrey J. Fenton	Director
<u>/s/ Jack L. Howard</u> Jack L. Howard	Director
<u>/s/ Maria U. Molland</u> Maria U. Molland	Director
<u>/s/ Jeffrey S. Wald</u> Jeffrey S. Wald	Director