

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 12/21/2017					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

**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			

**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	Title	Amount or Number of Shares				
5.25% Convertible Senior Notes due March 1, 2019 <sup>(1)</sup>	\$6.01 <sup>(3)</sup>	12/21/2017		P		\$2,500,000		(3)	03/01/2019	Common Stock, par value \$0.01	415,648 <sup>(3)</sup>	\$2,456,250	\$7,500,000	I <sup>(2)</sup>	By SPH Group Holdings LLC
5.25% Convertible Senior Notes due March 1, 2019 <sup>(1)</sup>	\$6.01 <sup>(3)</sup>	12/22/2017		P		\$3,005,000		(3)	03/01/2019	Common Stock, par value \$0.01	499,609 <sup>(3)</sup>	\$2,959,925	\$10,505,000	I <sup>(2)</sup>	By SPH Group Holdings LLC
5.25% Convertible Senior Notes due March 1, 2019 <sup>(1)</sup>	\$6.01 <sup>(3)</sup>	01/11/2018		P		\$1,435,000		(3)	03/01/2019	Common Stock, par value \$0.01	238,582 <sup>(3)</sup>	\$1,409,887.5	\$11,940,000	I <sup>(2)</sup>	By SPH Group Holdings LLC
5.25% Convertible Senior Notes due March 1, 2019 <sup>(1)</sup>	\$6.01 <sup>(3)</sup>	01/12/2018		P		\$3,000,000		(3)	03/01/2019	Common Stock, par value \$0.01	498,778 <sup>(3)</sup>	\$2,943,750	\$14,940,000	I <sup>(2)</sup>	By SPH Group Holdings LLC

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)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">SPH Group Holdings LLC</a>		
(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*		
<a href="#">Steel Partners Holdings GP Inc.</a>		
(Last)	(First)	(Middle)
C/O STEEL PARTNERS HOLDINGS L.P.		
590 MADISON AVENUE, 32ND FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		

**Explanation of Responses:**

- This Form 4 is filed jointly by Steel Partners Holdings L.P. ("Steel Holdings"), SPH Group LLC ("SPHG"), SPH Group Holdings LLC ("SPHG Holdings") and Steel Partners Holdings GP Inc. ("Steel Holdings GP") (collectively, 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. 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.
- Represents securities owned directly by SPHG Holdings. By virtue of their relationships with SPHG Holdings discussed in Footnote 1, each of Steel Holdings, SPHG and Steel Holdings GP may be deemed to beneficially own the securities owned directly by SPHG Holdings. Each of Steel Holdings, SPHG and Steel Holdings GP disclaims beneficial ownership of the securities owned directly by SPHG Holdings.
- SPHG Holdings owns \$14,940,000 principal amount of the Issuer's 5.25% Convertible Senior Notes due 2019 (the "Notes"). Under the terms of the Notes, each \$1,000 of principal of the Notes will initially be convertible into 166.2593 shares, which is equivalent to an initial conversion price of approximately \$6.01 per share, subject to adjustment upon the occurrence of certain events, or, if the Issuer obtains the required consent from its stockholders, into shares, cash or a combination of cash and shares, at the Issuer's election. The Notes contain a blocker provision that precludes a holder from receiving shares upon conversion of the Notes to the extent that such receipt would cause such holder to become a beneficial owner of more than 4.9% of the shares outstanding at such time. Accordingly, SPHG Holdings does not currently have the ability to convert its Notes into shares.

[By: Steel Partners Holdings L.P.,  
By: Steel Partners Holdings GP  
Inc., General Partner, By: /s/  
Douglas B. Woodworth, Senior  
Vice President and Chief  
Financial Officer](#) [06/01/2018](#)

[By: SPH Group LLC, By: Steel  
Partners Holdings GP Inc.,  
Managing Member, By: /s/  
Douglas B. Woodworth, Senior  
Vice President and Chief  
Financial Officer](#) [06/01/2018](#)

[By: SPH Group Holdings LLC,  
By: Steel Partners Holdings GP  
Inc., Manager, By: /s/ Douglas B.  
Woodworth, Senior Vice  
President and Chief Financial  
Officer](#) [06/01/2018](#)

[By: Steel Partners Holdings GP  
Inc., By: /s/ Douglas B.  
Woodworth, Senior Vice  
President and Chief Financial  
Officer](#) [06/01/2018](#)

\*\* 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.

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