

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

Steel Connect, Inc.

(Name of the Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:

1) Amount previously paid:

2) Form, Schedule or Registration Statement No:

3) Filing Party:

4) Date Filed:

Your **Vote** Counts!

STEEL CONNECT, INC.

2020 Annual Meeting

To be Held on July 26, 2021, 12:00 p.m., Eastern Time

Vote by July 25, 2021, 11:59 p.m., Eastern Time

STEEL CONNECT, INC.
2000 MIDWAY LANE
SMYRNA, TENNESSEE 37167



D55598-P58592

You invested in STEEL CONNECT, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **THIS IS AN IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON JULY 26, 2021.**

Get informed before you vote

The following Proxy Materials are available for you to review at www.ProxyVote.com: the Company's Annual Report on Form 10-K for the year ended July 31, 2020; and the Company's Notice and Proxy Statement (including the form of proxy). You can also receive a free paper or email copy of the Proxy Materials by requesting prior to July 12, 2021. If you would like to request a copy of the Proxy Materials for this and/or proxy materials for future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

July 26, 2021
12:00 p.m., Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/STCN2020

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees: 01) Jeffrey S. Wald 02) Jeffrey J. Fenton 03) Renata Simril	✔ For
2. To approve, on an advisory basis, the compensation of the Company's Named Executive Officers.	✔ For
3. To ratify the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the current fiscal year.	✔ For
4. To approve the amendment and three-year extension of the Company's Tax Benefits Preservation Plan designed to protect the tax benefits of the Company's net operating loss carryforwards.	✔ For
5. To approve the amendment of the Company's Restated Certificate of Incorporation to effect a one-for-ten reverse stock split of the Company's common stock.	✔ For
6. To approve, if and only if Proposal 5 is approved, the amendment of the Company's Restated Certificate of Incorporation to effect a reduction in the total number of authorized shares of the Company's common stock one-for-ten.	✔ For
NOTE: To transact such other business that may properly come before the 2020 Annual Meeting of Stockholders and at any adjournments or postponements thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".