

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): February 20, 2018

ModusLink Global Solutions, Inc.

Delaware

(State or other jurisdiction of incorporation)

001-35319

(Commission File Number)

04-2921333

(IRS Employer Identification No.)

1601 Trapelo Road, Suite 170
Waltham, Massachusetts

(Address of principal executive offices)

02451

(Zip Code)

(781) 663-5000

(Registrant's telephone number, including area
code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 20, 2018, ModusLink Global Solutions, Inc. (the “Company”) filed a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the “Certificate of Ownership”) to change its name to Steel Connect, Inc. Pursuant to the Certificate of Ownership, the name change will be effective on February 27, 2018. The name change is being made pursuant to Section 253 of the Delaware General Corporation Law by merging a wholly owned subsidiary of the Company with and into the Company. The Company is the surviving corporation in the merger, and in connection with the merger, Article FIRST of the Company’s Restated Certificate of Incorporation will be amended to change the Company’s name to Steel Connect, Inc. Other than the name change to Steel Connect, Inc., the above-described transaction will have no effect on the Company or its operations.

Item 8.01. Other Events.

Effective February 27, 2018, the Company’s trading symbol on the Nasdaq Global Select Market will be STCN.

On February 26, 2018, the Company issued a press release announcing the change of its name and trading symbol. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Certificate of Ownership and Merger
99.1	Press Release by the Company on February 26, 2018

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ModusLink Global Solutions, Inc.

Date: February 26, 2018

By: /s/ Louis J. Belardi

Name: Louis J. Belardi

Title: *Chief Financial Officer*

CERTIFICATE OF OWNERSHIP AND MERGER
Subsidiary Into Parent

Merging

STEEL CONNECT, INC.
a Delaware Corporation (“Subsidiary”)

with and into

MODUSLINK GLOBAL SOLUTIONS, INC.
a Delaware Corporation (“Parent”)

Pursuant to Section 253 of the Delaware General Corporation Law

MODUSLINK GLOBAL SOLUTIONS, INC., a Delaware corporation incorporated on the 5th day of May, 1986 (“Parent”), pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY:

- FIRST:** That Parent is organized and existing under the General Corporation Law of the State of Delaware.
- SECOND:** That Parent owns 100% of the outstanding capital stock of STEEL CONNECT, INC., a Delaware corporation incorporated on the 19th day of January, 2018, its wholly-owned subsidiary (“Subsidiary”).
- THIRD:** That Parent determined to merge Subsidiary with and into Parent (the “Merger”), pursuant to Section 253 of the General Corporation Law of the State of Delaware, by the following resolutions of its Board of Directors (the “Board”), duly adopted by the members of the Board at a meeting held on January 19, 2018:

“WHEREAS, MODUSLINK GLOBAL SOLUTIONS, INC. (“Parent”) owns 100% of the outstanding capital stock of STEEL CONNECT, INC., a Delaware corporation (“Subsidiary”);

WHEREAS, the Board of Directors of Parent (the “Board”) has determined that it is advisable, fair and in the best interest of Parent to merge Subsidiary with and into Parent; and

WHEREAS, Section 253 of the General Corporation Law of the State of Delaware provides for the merger of a parent corporation and a subsidiary corporation to occur without a vote of the stockholders of the subsidiary corporation if the parent corporation owns at least 90% of the outstanding shares of each class of stock of the subsidiary corporation by executing, acknowledging and filing a Certificate of Ownership and Merger with the Delaware Secretary of State.

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby authorizes the merger of Subsidiary with and into Parent, with Parent continuing as the surviving corporation (the "Merger"); and be it further

RESOLVED, that by virtue of the Merger and without any action on the part of any holder thereof, each then outstanding share of common stock of Parent shall remain unchanged and continue to remain outstanding as one share of common stock of Parent held by the person who was the holder of such share of common stock of Parent immediately prior to the Merger; and be it further

RESOLVED, that by virtue of the Merger and without any action on the part of any holder thereof, each then outstanding share of preferred stock of Parent shall remain unchanged and continue to remain outstanding as one share of preferred stock of Parent held by the person who was the holder of such share of common stock of Parent immediately prior to the Merger; and be it further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of Subsidiary shall be cancelled and no consideration shall be issue in respect thereof; and be it further

RESOLVED, that the officers and directors of Parent immediately prior to the effective time of the Merger shall be the officers and directors of the surviving corporation; and be it further

RESOLVED, that the Certificate of Incorporation of Parent as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the surviving corporation, except that Article "FIRST" thereof shall be amended to read in its entirety as follows:

"FIRST: The name of the corporation is **Steel Connect, Inc.** (the "Corporation")."

; and be it further

RESOLVED, that the Bylaws of Parent as in effect immediately prior to the effective time of the Merger shall be the Bylaws of the surviving corporation; and be it further

RESOLVED, that the officers of Parent are authorized and directed to make, sign and execute a Certificate of Ownership and Merger setting forth a copy of the resolution to merge Subsidiary with and into Parent, and to cause the same to be filed with the Secretary of State of Delaware, and further to do all acts and things whatsoever and to incur such expenses, whether within or without the State of Delaware, which may be necessary or proper to effect the Merger and the foregoing resolutions."

FOURTH: That Parent shall be the surviving corporation of the Merger

FIFTH: That the Certificate of Incorporation of Parent as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the surviving corporation except that Article "FIRST" thereof shall be amended to read, in its entirety, as follows:

"FIRST: The name of the corporation is: **Steel Connect, Inc.** (the "Corporation").

SIXTH: This Certificate of Ownership and Merger shall become effective at 6:00am Eastern Time on February 27, 2018.

[Signature Page Follows]

IN WITNESS WHEREOF, Parent has caused this Certificate to be executed by its duly authorized officer on this 20th day of February, 2018.

MODUSLINK GLOBAL SOLUTIONS, INC.

By: /s/ Louis J. Belardi
Name: Louis J. Belardi
Title: Chief Financial Officer



FOR IMMEDIATE RELEASE

ModusLink Global Solutions, Inc. to Change Name to Steel Connect, Inc.

WALTHAM, Mass. – February 26, 2018 - ModusLink Global Solutions™, Inc. (the “Company” or “ModusLink”), (NASDAQ: MLNK) announced today that it will be changing its name to Steel Connect, Inc. effective February 27, 2018.

The Company has requested that Nasdaq change its trading symbol in connection with the name change. Effective Tuesday, February 27, 2018, shares of the Company’s common stock will trade on the Nasdaq Global Select Market under the new ticker symbol STCN.

“We are rebranding the corporate entity to more accurately reflect our business today, following our acquisition of IWCO Direct in December 2017,” stated Warren Lichtenstein, Executive Chairman. “We will continue to focus on enhancing the ModusLink Corporation and IWCO Direct businesses, both of which have strong brands in their respective markets. Our strategy remains to look for opportunities to drive both top- and bottom-line results organically, and concurrently, seeking acquisitions to enhance shareholder value.”

About ModusLink Global Solutions, Inc.

ModusLink Global Solutions, Inc. is a diversified holding company, publicly traded on the Nasdaq Global Select Market. Through its wholly owned subsidiary ModusLink Corporation, the Company provides digital and physical supply chain solutions to many of the world's leading brands across a diverse range of industries including consumer electronics, telecommunications, computing and storage, software and content, consumer packaged goods, medical devices, retail and luxury, and connected devices, among others. With a global footprint spanning North America, Europe and the Asia-Pacific region, the Company's solutions and services are designed to improve end-to-end supply chains in order to drive growth, lower costs and improve profitability. IWCO Direct, a wholly owned subsidiary is a leading provider of data-driven marketing solutions that help clients drive response across all marketing channels to create new and more loyal customers. They are the largest direct mail production provider in North America, with a full range of services including strategy, creative, and production for multichannel marketing campaigns, along with one of the industry's most sophisticated postal logistics strategies for direct mail.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements in this release that are not historical facts are hereby identified as “forward-looking statements” for the purpose of the safe harbor provided by Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact, including without limitation, those with respect to the Company’s goals, plans, expectations and strategies set forth herein are forward-looking statements. The following important factors and uncertainties, among others, could cause actual results to differ materially from those described in these forward-looking statements: the Company’s ability to execute on its business strategy, including any cost reduction plans and the continued and increased demand for and market acceptance of its services, which could negatively affect the Company’s ability to meet its revenue, operating income and cost savings targets, maintain and improve its cash position, expand its operations and revenue, lower its costs, improve its gross margins, reach and sustain profitability, reach its long-term objectives and operate optimally; failure to realize expected benefits of restructuring and cost-cutting actions; the Company’s ability to preserve and monetize its net operating losses; difficulties integrating technologies, operations and personnel in accordance with the Company’s business strategy; client or program losses; demand variability in supply chain management clients to which the Company sells on a purchase order basis rather than pursuant to contracts with minimum purchase requirements; failure to settle disputes and litigation on terms favorable to the Company; risks inherent with conducting international operations; and increased competition and technological changes in the markets in which the Company competes. For a detailed discussion of cautionary statements and risks that may affect the Company’s future results of operations and financial results, please refer to the Company’s filings with the Securities and Exchange Commission, including, but not limited to, the risk factors in the Company’s most recent Annual Report on Form 10-K. These filings are available in the Investor Relations section of our website under the “SEC Filings” tab.

ModusLink Investor Relations Contact:

GW Communications

Glenn Wiener

Tel: 212-786-6011

Email: gwiener@GWCo.com