

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13E-3  
(Amendment No. 4)

RULE 13E-3 TRANSACTION STATEMENT UNDER SECTION 13(E)  
OF THE SECURITIES EXCHANGE ACT OF 1934

**Steel Connect, Inc.**  
(NAME OF THE ISSUER)

Steel Connect, Inc.  
Steel Partners Holdings L.P.  
SP Merger Sub, Inc.  
Handy & Harman Ltd.  
WHX CS Corp.  
Steel Partners, Ltd.  
SPH Group LLC  
SPH Group Holdings LLC  
Steel Partners Holdings GP, Inc.  
Steel Excel Inc.  
Warren G. Lichtenstein  
Jack L. Howard

(Names of Person(s) Filing Statement)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

858098106  
(CUSIP Number of Class of Securities)

Steel Connect, Inc.  
Attn: Jason Wong  
2000 Midway Ln  
Smyrna, Tennessee 37167  
(914) 461-1276

(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of the Persons Filing Statement)

Steel Partners Holdings L.P.  
Attn: Maria Reda  
590 Madison Avenue, 32nd Floor  
New York, New York 10022  
(212) 520-2300

*With copies to*

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This statement is filed in connection with (check the appropriate box):

- a. ☒ The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. ☐ The filing of a registration statement under the Securities Act of 1933.
- c. ☐ A tender offer.
- d. ☐ None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies: ☐

Check the following box if the filing is a final amendment reporting the results of the transaction: ☒

**Neither the SEC nor any state securities regulatory agency has approved or disapproved the Merger, passed upon the merits or fairness of the Merger or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.**

## INTRODUCTION

This Amendment No. 4 to Rule 13E-3 Transaction Statement, together with the exhibits hereto (as amended, this “Transaction Statement”), is being filed with the Securities and Exchange Commission (the “SEC”) as a final amendment pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended, by: (i) Steel Connect, Inc., a Delaware corporation (the “Company” or “Steel Connect”), and the issuer of the shares of common stock, par value \$0.01 per share (the “Common Stock”) that are subject to the Rule 13e-3 transaction; (ii) Steel Partners Holdings L.P., a Delaware limited partnership (“Parent” or “Steel Partners”); (iii) SP Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub” and, together with Parent, the “Parent Parties”), (iv) Handy & Harman Ltd., a Delaware limited company, (v) WHX CS Corp., a Delaware corporation, (vi) Steel Partners, Ltd., a Delaware limited company, (vii) SPH Group LLC, a Delaware limited liability company, (viii) SPH Group Holdings LLC, a Delaware limited liability company, (ix) Steel Partners Holdings GP, Inc., a Delaware corporation, (x) Steel Excel Inc., a Delaware incorporation, (xi) Warren G. Lichtenstein, an individual, and (xii) Jack L. Howard, an individual. Collectively, the persons filing this Transaction Statement are referred to as the “filing persons.”

This Transaction Statement relates to the Agreement and Plan of Merger, dated June 12, 2022 (the “Merger Agreement”), by and among the Company and the Parent Parties, which contemplated Merger Sub merging with and into the Company, with the Company continuing as the surviving entity and becoming a private, wholly owned subsidiary of Parent..

On November 15, 2022, Parent terminated the Merger Agreement following the failure to receive the affirmative vote of a majority of the outstanding shares of Common Stock of the Company not owned, directly or indirectly, by the Parent Parties, any other officers or directors of the Company or any other person having any equity interest in, or any right to acquire any equity interest in, Merger Sub or any person of which Merger Sub is a direct or indirect subsidiary, as required pursuant to the terms of the Merger Agreement. As a result of the termination, Steel Connect will not become a wholly owned subsidiary of Steel Partners and will remain a publicly traded company on the Nasdaq Capital Market under the symbol “STCN.”

By filing this Transaction Statement, the Filing Persons hereby withdraw the Schedule 13E-3 that was filed with the SEC on July 8, 2022, Amendment No. 1 to Schedule 13E-3 that was filed with the SEC on August 3, 2022, Amendment No. 2 to Schedule 13E-3 that was filed with the SEC on August 11, 2022 and Amendment No. 3 that was filed with the SEC on August 16, 2022.

## SIGNATURES

After due inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 17, 2022

### STEEL CONNECT, INC.

By: /s/ Jason Wong  
Name: Jason Wong  
Title: Senior Vice President and Treasurer

### STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.,  
its general partner

By: /s/ Jack L. Howard  
Name: Jack L. Howard  
Title: President

### SP MERGER SUB, INC.

By: /s/ Gordon A. Walker  
Name: Gordon A. Walker  
Title: President

### HANDY & HARMAN LTD.

By: /s/ Jason Wong  
Name: Jason Wong  
Title: Senior Vice President

### WHX CS CORP.

By: /s/ Jason Wong  
Name: Jason Wong  
Title: Senior Vice President

### STEEL PARTNERS, LTD.

By: /s/ Jack L. Howard  
Name: Jack L. Howard  
Title: President

### SPH GROUP LLC

By: Steel Partners Holdings GP Inc.,  
its managing member

By: /s/ Jack L. Howard  
Name: Jack L. Howard  
Title: President

**SPH GROUP HOLDINGS LLC**

By: Steel Partners Holdings GP Inc., its Manager

By: /s/ Jack L. Howard

Name: Jack L. Howard

Title: President

**STEEL PARTNERS HOLDINGS GP INC.**

By: /s/ Jack L. Howard

Name: Jack L. Howard

Title: President

**STEEL EXCEL, INC.**

By: /s/ Jason Wong

Name: Jason Wong

Title: Senior Vice President

**WARREN G. LICHTENSTEIN**

/s/ Warren G. Lichtenstein

**JACK L. HOWARD**

/s/ Jack L. Howard