

Steel Excel Inc.  
Form SC 13D/A  
February 17, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 39)<sup>1</sup>

Steel Excel Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

858122104

(CUSIP Number)

Warren G. Lichtenstein

Steel Partners Holdings L.P.

590 Madison Avenue, 32nd Floor

New York, New York 10022

(212) 520-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

See Introductory Paragraph

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

NAME OF REPORTING PERSONS

1

STEEL PARTNERS HOLDINGS L.P.

2

CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP\* (b)

3

SEC USE ONLY  
SOURCE OF FUNDS

4

AF  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE  
SOLE VOTING POWER

NUMBER OF

7

SHARES

- 0 -

BENEFICIALLY

SHARED VOTING POWER

OWNED BY

8

EACH

6,611,799

REPORTING

SOLE DISPOSITIVE POWER

9

PERSON WITH

- 0 -

SHARED DISPOSITIVE POWER

10

6,611,799

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

6,611,799

12

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

13

58.2%

TYPE OF REPORTING PERSON

14

PN

---

NAME OF REPORTING PERSONS

1

SPH GROUP LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

3

SEC USE ONLY  
SOURCE OF FUNDS

(b)

4

AF

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  
CITIZENSHIP OR PLACE OF ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

NUMBER OF  
SHARES

- 0 -

SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

6,611,799

SOLE DISPOSITIVE POWER

EACH

9

REPORTING

- 0 -

SHARED DISPOSITIVE POWER

PERSON WITH

10

6,611,799

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

11

6,611,799

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

58.2%  
TYPE OF REPORTING PERSON

14

OO

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NAME OF REPORTING PERSONS

1

SPH GROUP HOLDINGS LLC

2

CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP\* (b)

3

SEC USE ONLY  
SOURCE OF FUNDS

4

AF  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

5

6

DELAWARE  
SOLE VOTING POWER

7

NUMBER OF  
SHARES - 0 -  
SHARED VOTING POWER

BENEFICIALLY<sup>8</sup>

OWNED BY 6,611,799  
SOLE DISPOSITIVE POWER

EACH 9

REPORTING  
PERSON WITH - 0 -  
SHARED DISPOSITIVE POWER

10

11 6,611,799  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 6,611,799  
CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

13  
58.2%  
TYPE OF REPORTING PERSON

14  
OO

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NAME OF REPORTING PERSONS

1

STEEL PARTNERS HOLDINGS GP  
INC.

2

CHECK THE APPROPRIATE BOX <sup>(a)</sup>  
IF A MEMBER OF A GROUP\* <sup>(b)</sup>

3

SEC USE ONLY  
SOURCE OF FUNDS

4

AF  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

5

6

DELAWARE  
SOLE VOTING POWER

7

NUMBER OF  
SHARES - 0 -  
SHARED VOTING POWER

BENEFICIALLY <sup>8</sup>

OWNED BY 6,611,799  
SOLE DISPOSITIVE POWER

EACH <sup>9</sup>

REPORTING  
PERSON WITH - 0 -  
SHARED DISPOSITIVE POWER

10

6,611,799  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

12 6,611,799  
CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

13 58.2%  
TYPE OF REPORTING PERSON

14 CO

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NAME OF REPORTING PERSONS

1

WARREN G. LICHTENSTEIN

2

CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP\* (b)

3

SEC USE ONLY  
SOURCE OF FUNDS

4

OO  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

5

6

USA  
SOLE VOTING POWER

7

NUMBER OF  
SHARES 128,676  
SHARED VOTING POWER

BENEFICIALLY<sup>8</sup>

OWNED BY - 0 -  
SOLE DISPOSITIVE POWER

EACH 9

REPORTING  
PERSON WITH 89,875  
SHARED DISPOSITIVE POWER

10

11 - 0 -  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

128,676

12

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

13

1.1%  
TYPE OF REPORTING PERSON

14

IN

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NAME OF REPORTING PERSONS

1

JACK L. HOWARD  
CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\* (a)

2

(b)  
SEC USE ONLY  
SOURCE OF FUNDS

3

4

OO  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

5

6

USA  
SOLE VOTING POWER

7

NUMBER OF  
SHARES 89,946  
SHARED VOTING POWER

BENEFICIALLY<sup>8</sup>

OWNED BY - 0 -  
SOLE DISPOSITIVE POWER

EACH 9

REPORTING  
PERSON WITH 58,405  
SHARED DISPOSITIVE POWER

10

- 0 -  
11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

89,946

12

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  
PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

13

LESS THAN 1%  
TYPE OF REPORTING PERSON

14

IN

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NAME OF REPORTING PERSONS

1

JAMES F. MCCABE, JR.  
CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\*(a)

2

(b)  
SEC USE ONLY  
SOURCE OF FUNDS

3

4

OO  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

5

6

USA  
SOLE VOTING POWER

7

NUMBER OF  
SHARES 6,007  
SHARED VOTING POWER

BENEFICIALLY<sup>8</sup>

OWNED BY - 0 -  
SOLE DISPOSITIVE POWER

EACH 9

REPORTING  
PERSON WITH 963  
SHARED DISPOSITIVE POWER

10

- 0 -  
11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

6,007

12

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  
PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

13

LESS THAN 1%  
TYPE OF REPORTING PERSON

14

IN

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The following constitutes Amendment No. 39 to the Schedule 13D filed by the undersigned (“Amendment No. 39”). This Amendment No. 39 is being filed as a result of the decrease in the number of outstanding shares of Common Stock of the Issuer as reported by the Issuer beginning with its Form 10-Q filed on November 4, 2015. This Amendment No. 39 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended and restated to read as follows:

(a) This statement is filed by Steel Partners Holdings L.P., a Delaware limited partnership (“Steel Holdings”), SPH Group LLC, a Delaware limited liability company (“SPHG”), SPH Group Holdings LLC, a Delaware limited liability company (“SPHG Holdings”), Steel Partners Holdings GP Inc., a Delaware corporation (“Steel Holdings GP”), Warren G. Lichtenstein, Jack L. Howard and James F. McCabe, Jr. Each of the foregoing is referred to as a “Reporting Person” and collectively as 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. By virtue of these relationships, each of Steel Holdings, SPHG and Steel Holdings GP is deemed to beneficially own the Shares owned directly by SPHG Holdings.

Warren G. Lichtenstein, an officer and director of Steel Holdings GP, is the President of a subsidiary of the Issuer and a director of the Issuer. Jack L. Howard, an officer and director of Steel Holdings GP, is a director and the Vice Chairman and principal executive officer of the Issuer. James F. McCabe, Jr., an officer of Steel Holdings GP, is the Chief Financial Officer of the Issuer. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

Set forth on Schedule A annexed hereto (“Schedule A”) is the name and present principal business, occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted of the executive officers and directors of Steel Holdings GP. To the best of the Reporting Persons’ knowledge, except as otherwise set forth herein, none of the persons listed on Schedule A beneficially owns any securities of the Issuer or is a party to any contract, agreement or understanding required to be disclosed herein.

(b) The principal business address of each of the Reporting Persons is 590 Madison Avenue, 32nd Floor, New York, New York 10022.

(c) Steel Holdings is a global diversified holding company that engages or has interests in a variety of operating businesses through its subsidiary companies. Steel Holdings may seek to obtain majority or primary control, board representation or other significant influence over the businesses in which it holds an interest. The principal business of SPHG Holdings is holding securities for the account of Steel Holdings. The principal business of SPHG is serving as the sole member of SPHG Holdings and other affiliates. The principal business of Steel Holdings GP is serving as the general partner of Steel Holdings, the managing member of SPHG and the manager of SPHG Holdings. The principal occupation of Warren G. Lichtenstein is serving as the Chairman and Chief Executive Officer of Steel Holdings GP. The principal occupation of Jack L. Howard is serving as the President of Steel Holdings GP and serving as a principal of Mutual Securities, Inc., a registered broker dealer. The principal occupation of James F. McCabe, Jr. is serving as the Chief Financial Officer of Steel Holdings GP.

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(d) No Reporting Person nor any person listed on Schedule A has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person nor any person listed on Schedule A has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the individuals who are Reporting Persons or listed on Schedule A are citizens of the United States of America. Each of the entities who are Reporting Persons are organized under the laws of the State of Delaware.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of 4,584,299 Shares owned directly by SPHG Holdings is approximately \$141,916,070, including brokerage commissions. Such Shares were acquired with funds of SPHG Holdings and an affiliated entity that initially purchased a portion of the Shares prior to being contributed to SPHG Holdings. The remaining 2,027,500 Shares owned directly by SPHG Holdings were initially acquired by BNS Holding, Inc. pursuant to the Acquisition Agreement (discussed in Item 4 of Amendment No. 36 to the Schedule 13D) prior to being distributed to SPHG Holdings.

The Shares beneficially owned by Messrs. Lichtenstein, Howard and McCabe represent Shares received pursuant to or underlying Restricted Stock Unit Awards, Restricted Stock Awards or Non-Qualified Stock Options, as the case may be, awarded to them in their capacities as directors and officers, as the case may be, of the Issuer.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 11,351,542 Shares outstanding, which is the total number of Shares outstanding as of October 31, 2015, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

As of the close of business on the date hereof, SPHG Holdings owned directly 6,611,799 Shares, constituting approximately 58.2% of the Shares outstanding. By virtue of their relationships with SPHG Holdings, each of Steel Holdings, SPHG and Steel Holdings GP is deemed to beneficially own the Shares owned directly by SPHG Holdings.

As of the close of business on the date hereof, Warren G. Lichtenstein beneficially owned 128,676 Shares, consisting of 61,625 Shares owned directly, 36,301 unvested restricted Shares, 28,250 Shares underlying Non-Qualified Stock Options that are exercisable within 60 days of the date hereof and 2,500 Shares underlying an unvested Restricted Stock Unit, constituting in the aggregate approximately 1.1% of the Shares outstanding.

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As of the close of business on the date hereof, Jack L. Howard beneficially owned 89,946 Shares, consisting of 48,905 Shares owned directly, 29,041 unvested restricted Shares, 7,000 Shares underlying Non-Qualified Stock Options that are exercisable within 60 days of the date hereof and 2,500 Shares underlying an unvested Restricted Stock Unit, constituting in the aggregate less than 1% of the Shares outstanding.

As of the close of business on the date hereof, James F. McCabe, Jr. beneficially owned 6,007 Shares, consisting of 963 Shares owned directly and 5,044 unvested restricted Shares, constituting in the aggregate less than 1% of the Shares outstanding.

Item 5(b) is hereby amended and restated to read as follows:

(b) Each of Steel Holdings, SPHG Holdings, SPHG and Steel Holdings GP is deemed to have shared power to vote and dispose of the Shares owned directly by SPHG Holdings.

Each of Messrs. Lichtenstein, Howard and McCabe has the sole power to vote and dispose of the Shares he owns directly and may be deemed to have the sole power to vote and dispose of the Shares underlying his Non-Qualified Stock Options that are exercisable within 60 days of the date hereof. Each of Messrs. Lichtenstein, Howard and McCabe has the sole power to vote the unvested restricted Shares he beneficially owns and will have the sole power to dispose of such Shares once they have vested.

Item 5(c) is hereby amended and restated to read as follows:

(c) There were no transactions in the Shares by the Reporting Persons during the past 60 days.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Joint Filing Agreement by and among Steel Partners Holdings L.P., SPH Group LLC, SPH Group Holdings LLC, Steel Partners Holdings GP Inc., Warren G. Lichtenstein, Jack L. Howard and James F. McCabe, Jr., dated February

17, 2016.

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SIGNATURES

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

Dated: February 17, 2016

STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.  
General Partner

By: /s/ Jack L. Howard  
Jack L. Howard, President

SPH GROUP LLC

By: Steel Partners Holdings GP Inc.  
Managing Member

By: /s/ Jack L. Howard  
Jack L. Howard, President

SPH GROUP HOLDINGS LLC

By: Steel Partners Holdings GP Inc.  
Manager

By: /s/ Jack L. Howard  
Jack L. Howard, President

STEEL PARTNERS HOLDINGS GP INC.

By: /s/ Jack L. Howard  
Jack L. Howard, President

/s/ Jack L. Howard

JACK L. HOWARD  
as Attorney-In-Fact for Warren G. Lichtenstein

/s/ Jack L. Howard  
JACK L. HOWARD

/s/ James F. McCabe, Jr.  
JAMES F. MCCABE, JR.

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SCHEDULE A

**Executive Officers and Directors of Steel Partners Holdings GP Inc.**

<u>Name and Position</u>	<u>Present Principal Occupation</u>	<u>Business Address</u>
Warren G. Lichtenstein, Chairman, Chief Executive Officer and Director	Chairman and Chief Executive Officer of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32 <sup>nd</sup> Floor New York, NY 10022
Jack L. Howard, President and Director	President of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company, and a principal of Mutual Securities, Inc., a registered broker dealer	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32 <sup>nd</sup> Floor New York, NY 10022
James F. McCabe, Jr., Chief Financial Officer	Chief Financial Officer of Steel Partners Holdings GP Inc., the General Partner of Steel Partners Holdings L.P., a global diversified holding company	c/o Steel Partners Holdings L.P. 590 Madison Avenue, 32 <sup>nd</sup> Floor New York, NY 10022
Anthony Bergamo, Director	Vice Chairman of MB Real Estate, a property management company	c/o MB Real Estate 335 Madison Avenue, 14 <sup>th</sup> Floor New York, NY 10017
John P. McNiff, Director	Partner of Mera Capital Management LP, a private investment partnership	c/o Mera Capital Management LP 161 Washington Street, Suite 1560 Conshohocken, PA 19428
Joseph L. Mullen,	Managing Partner of Li Moran International, Inc., a management consulting company	c/o Li Moran International 611 Broadway, Suite

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Director		722 New York, NY 10012
General Richard I. Neal, Director	President of Sisvel US, Inc. and Audio MPEG, Inc., licensors of intellectual property	c/o Sisvel US, Inc. 66 Canal Center Plaza, Suite 750 Alexandria, VA 22314
Allan R. Tessler, Director	Chairman and Chief Executive Officer of International Financial Group, Inc., an international merchant banking firm	c/o International Financial Group, Inc. 2500 North Moose Wilson Road Wilson, WY 83014