

Steel Excel Inc.
Form SC 13D/A
April 25, 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. 40)¹

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)

April 21, 2016

(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.

¹ 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.
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*(a)
(b)

2

SEC USE ONLY

3

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

NUMBER OF DELAWARE
SHARES SOLE VOTING POWER

7

BENEFICIALLY - 0 -
OWNED BY SHARED VOTING POWER

8

EACH 6,611,799
REPORTING SOLE DISPOSITIVE POWER

9

- 0 -
10 SHARED DISPOSITIVE POWER

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

11

6,611,799
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

60.8%
TYPE OF REPORTING PERSON

14

PN

NAME OF REPORTING PERSONS

1

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

2

SEC USE ONLY

3

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

7

NUMBER OF
SHARES - 0 -
SHARED VOTING POWER

BENEFICIALLY⁸

OWNED BY 6,611,799
SOLE DISPOSITIVE POWER

EACH 9

REPORTING - 0 -
PERSON WITH SHARED DISPOSITIVE POWER

10

6,611,799

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

6,611,799
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

60.8%
TYPE OF REPORTING PERSON

14

OO

NAME OF REPORTING PERSONS

1

SPH GROUP HOLDINGS LLC
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

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 PERSON WITH

- 0 -
SHARED DISPOSITIVE POWER

10

6,611,799

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

6,611,799
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

60.8%
TYPE OF REPORTING PERSON

14

OO

NAME OF REPORTING PERSONS

1

STEEL PARTNERS HOLDINGS GP
INC.

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

2

(b)

SEC USE ONLY

3

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

SHARES

7

BENEFICIALLY

- 0 -

SHARED VOTING POWER

OWNED BY

8

EACH

6,611,799

REPORTING

SOLE DISPOSITIVE POWER

PERSON WITH 9

- 0 -

10 SHARED DISPOSITIVE POWER

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

11

6,611,799
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

60.8%
TYPE OF REPORTING PERSON

14

CO

NAME OF REPORTING PERSONS

1

WARREN G. LICHTENSTEIN
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

USA
SOLE VOTING POWER

7

NUMBER OF
SHARES 153,676
SHARED VOTING POWER

BENEFICIALLY⁸

OWNED BY - 0 -
SOLE DISPOSITIVE POWER

EACH 9

REPORTING 126,176
PERSON WITH SHARED DISPOSITIVE POWER

10

- 0 -

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

153,676
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

1.4%
TYPE OF REPORTING PERSON

14

IN

NAME OF REPORTING PERSONS

1

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

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

USA
SOLE VOTING POWER

7

NUMBER OF
SHARES 73,743
SHARED VOTING POWER

BENEFICIALLY⁸

OWNED BY - 0 -
SOLE DISPOSITIVE POWER

EACH 9

REPORTING 51,243
PERSON WITH SHARED DISPOSITIVE POWER

10

- 0 -

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

73,743
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

LESS THAN 1%
TYPE OF REPORTING PERSON

14

IN

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

3

SOURCE OF FUNDS

4

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

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

USA
SOLE VOTING POWER

7

NUMBER OF
SHARES 5,190
SHARED VOTING POWER

BENEFICIALLY⁸

OWNED BY - 0 -
SOLE DISPOSITIVE POWER

EACH 9

REPORTING 2,559
PERSON WITH SHARED DISPOSITIVE POWER

10

- 0 -

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

5,190
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

LESS THAN 1%
TYPE OF REPORTING PERSON

14

IN

The following constitutes Amendment No. 40 to the Schedule 13D filed by the undersigned (“Amendment No. 40”). This Amendment No. 40 amends the Schedule 13D as specifically set forth herein.

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 10,866,679 Shares outstanding, which is the total number of Shares outstanding as of March 28, 2016, as reported in the Issuer’s Annual Report on Form 10-K/A filed with the Securities and Exchange Commission on April 21, 2016.

As of the close of business on the date hereof, SPHG Holdings owned directly 6,611,799 Shares, constituting approximately 60.8% 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 153,676 Shares, consisting of 97,926 Shares owned directly, 25,000 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 1.4% of the Shares outstanding.

As of the close of business on the date hereof, Jack L. Howard beneficially owned 73,743 Shares, consisting of 44,243 Shares owned directly, 20,000 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 5,190 Shares, consisting of 2,559 Shares owned directly and 2,631 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) On April 21, 2016, Messrs. Lichtenstein and Howard received restricted stock awards of 25,000 shares and 20,000 shares, respectively, pursuant to the Issuer's 2004 Equity Incentive Plan.

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: April 25, 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.