

LICHTENSTEIN WARREN G
Form 4
April 16, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LICHTENSTEIN WARREN G

(Last) (First) (Middle)

C/O STEEL PARTNERS HOLDINGS L.P., 590 MADISON AVENUE, 32ND FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Steel Connect, Inc. [STCN]

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman / See Explanation of Responses

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, \$0.01 par value ⁽¹⁾	04/12/2018		A	32,258 ⁽²⁾	A \$ 0	3,481,995 ⁽³⁾	D ⁽¹⁾
Common Stock, \$0.01 par value					60,000	I ⁽⁴⁾	By: Steel Partners, Ltd.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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provided that the Reporting Person remains a director of Steel Connect, Inc. (formerly ModusLink Global Solutions, Inc.) (the "Issuer") on such vesting date.

- (3) Includes 300,000 shares of restricted stock that will automatically vest, in their entirety, on the day the price of the Issuer's common stock shall have closed at or above \$2.50 per share for any five consecutive business days after the grant date, subject to the Reporting Person's continuous service with the Issuer from the grant date through the vesting date.

- (4) Shares owned directly by Steel Partners, Ltd. ("SPL"). The reporting person is the Chief Executive Officer of SPL. Accordingly, by virtue of the reporting person's relationship with SPL, the reporting person may be deemed to beneficially own the shares of Common Stock of the Issuer owned directly by SPL. The reporting person disclaims beneficial ownership of the shares of Common Stock of the Issuer owned directly by SPL except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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