

ModusLink Global Solutions Inc
Form 4
March 13, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEEL PARTNERS HOLDINGS
L.P.

(Last) (First) (Middle)

590 MADISON AVENUE, 32ND
FLOOR,

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ModusLink Global Solutions Inc
[MLNK]

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 ⁽¹⁾	03/12/2013		P		7,500,000	A	<u>2</u> 7,500,000
Common Stock, par value \$0.001 ⁽¹⁾					540,015	I	<u>4</u>

By SPH
Group
Holdings
LLC

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrants (Right to Buy)	\$ 5	03/12/2013		P		2,000,000		03/12/2013	03/12/2018	Common Stock, par value \$0.001	2,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		
Steel Partners Holdings GP Inc. C/O STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		

Signatures

By: Steel Partners Holdings L.P., By: Steel Partners Holdings GP Inc., General Partner, By: /s/ Jack L. Howard, President 03/13/2013

__Signature of Reporting Person

Date

By: Steel Partners Holdings GP Inc., By: /s/ Jack L. Howard, President 03/13/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 4 is filed jointly by Steel Partners Holdings L.P. ("Steel Holdings") and Steel Partners Holdings GP Inc. ("Steel Holdings GP") (1) and, together with Steel Holdings, the "Reporting Persons"). Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein.

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- On March 12, 2013, pursuant to the terms and conditions of the Investment Agreement by and between the Issuer and Steel Holdings, dated as of February 11, 2013, Steel Holdings purchased 7,500,000 shares of Common Stock, at a per-share purchase price of \$4.00, together with warrants to purchase 2,000,000 shares of Common Stock at an exercise price of \$5.00 per share, for an aggregate purchase price of \$30,000,000.
- (2)
- (3) Shares of Common Stock owned directly by Steel Holdings and owned indirectly by Steel Holdings GP by virtue of it being the general partner of Steel Holdings.
- Shares of Common Stock owned directly by SPH Group Holdings LLC ("SPHG Holdings"), and owned indirectly by Steel Holdings by virtue of its ownership of 99% of the membership interests of by SPH Group LLC ("SPHG"), the sole member of SPHG Holdings, and by
- (4) Steel Holdings GP by virtue of it being the general partner of Steel Holdings, the managing member of SPHG and the manager of SPHG Holdings.

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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