

ModusLink Global Solutions Inc
Form SC 13D/A
February 11, 2015
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. 18)¹

ModusLink Global Solutions, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

60786L107

(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)

February 9, 2015

(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*).

CUSIP NO. 60786L107

| | |
|---|--|
| 1 | NAME OF REPORTING PERSONS |
| 2 | HANDY & HARMAN LTD. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |
| 3 | (a) (b) SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| 5 | WC, AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 7 | DELAWARE SOLE VOTING POWER |
| 8 | 7,121,137 |
| 9 | SOLE DISPOSITIVE POWER |

- 0 -
SHARED DISPOSITIVE
POWER

10

7,121,137
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

7,121,137
CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

13

13.6%
TYPE OF REPORTING
PERSON

14

CO

CUSIP NO. 60786L107

| | |
|---|--|
| 1 | NAME OF REPORTING PERSONS |
| 2 | WHX CS Corp. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |
| 3 | (a) (b) SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| 5 | OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 7 | DELAWARE SOLE VOTING POWER |
| 8 | - 0 - SHARED VOTING POWER |
| 9 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5,940,170 SOLE DISPOSITIVE POWER |

- 0 -
SHARED DISPOSITIVE
POWER

10

5,940,170
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

5,940,170
CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

13

11.4%
TYPE OF REPORTING
PERSON

14

CO

CUSIP NO. 60786L107

| | |
|---|--|
| 1 | NAME OF REPORTING PERSONS |
| 2 | STEEL PARTNERS, LTD. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |
| 3 | (a) (b) SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| 5 | WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE SOLE VOTING POWER |
| | 7 - 0 - SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 60,000 9 SOLE DISPOSITIVE POWER |

- 0 -
SHARED DISPOSITIVE
POWER

10

60,000
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

60,000
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

CO

CUSIP NO. 60786L107

| | |
|---|--|
| 1 | NAME OF REPORTING PERSONS |
| 2 | STEEL PARTNERS HOLDINGS L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |
| 3 | (a) (b) SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| 5 | WC, AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 7 | DELAWARE SOLE VOTING POWER |
| 8 | - 0 - SHARED VOTING POWER |
| 9 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 17,161,152* SOLE DISPOSITIVE POWER |

- 0 -
SHARED DISPOSITIVE
POWER

10

17,161,152*
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

17,161,152*
CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

13

31.6%
TYPE OF REPORTING
PERSON

14

PN

* Includes 2,000,000 Shares underlying currently exercisable Warrants.

CUSIP NO. 60786L107

| | |
|---|--|
| 1 | NAME OF REPORTING PERSONS |
| 2 | SPH GROUP LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) SEC USE ONLY |
| 3 | |
| 4 | SOURCE OF FUNDS |
| 5 | AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE SOLE VOTING POWER |
| | 7 - 0 - SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 7,661,152 9 SOLE DISPOSITIVE POWER |

- 0 -
SHARED DISPOSITIVE
POWER

10

7,661,152
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

7,661,152
CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

13

14.7%
TYPE OF REPORTING
PERSON

14

OO

CUSIP NO. 60786L107

| | |
|---|--|
| 1 | NAME OF REPORTING PERSONS |
| 2 | SPH GROUP HOLDINGS LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |
| 3 | (a) (b) SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| 5 | WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE SOLE VOTING POWER |
| | 7 - 0 - SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 7,661,152 |
| | 9 SOLE DISPOSITIVE POWER |

- 0 -
SHARED DISPOSITIVE
POWER

10

7,661,152
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

7,661,152
CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

13

14.7%
TYPE OF REPORTING
PERSON

14

OO

CUSIP NO. 60786L107

| | |
|---|--|
| 1 | NAME OF REPORTING PERSONS |
| 2 | STEEL PARTNERS HOLDINGS GP INC. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |
| 3 | (a) (b) SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| 5 | AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 7 | DELAWARE SOLE VOTING POWER |
| 8 | 17,161,152* 9 SOLE DISPOSITIVE POWER |
| | - 0 - SHARED VOTING POWER |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |

- 0 -
SHARED DISPOSITIVE
POWER

10

17,161,152*
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

17,161,152*
CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES

12

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

13

31.6%
TYPE OF REPORTING
PERSON

14

CO

* Includes 2,000,000 Shares underlying currently exercisable Warrants.

CUSIP NO. 60786L107

| | |
|---|--|
| 1 | NAME OF REPORTING PERSONS |
| 2 | WARREN G. LICHTENSTEIN CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |
| 3 | (a) (b) SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| 5 | AF, OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | USA SOLE VOTING POWER |
| | 7 59,539 SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 60,000 9 SOLE DISPOSITIVE POWER |

- 0 -
SHARED DISPOSITIVE
POWER

10

59,539
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

119,539
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

CUSIP NO. 60786L107

| | |
|---|---|
| 1 | NAME OF REPORTING PERSONS |
| 2 | GLEN M. KASSAN CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) SEC USE ONLY |
| 3 | |
| 4 | SOURCE OF FUNDS |
| 5 | OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | USA SOLE VOTING POWER |
| | 7 |
| | 37,317 SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 |
| | - 0 - |
| | 9 SOLE DISPOSITIVE POWER |

37,317
SHARED DISPOSITIVE
POWER

10

- 0 -
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

37,317
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

CUSIP NO. 60786L107

The following constitutes Amendment No. 18 to the Schedule 13D filed by the undersigned (“Amendment No. 18”). This Amendment No. 18 amends the Schedule 13D as specifically set forth herein.

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 the 1,180,967 Shares owned directly by HNH is approximately \$28,569,808, including brokerage commissions. The Shares owned directly by HNH were acquired with the working capital of HNH.

The 5,940,170 Shares owned directly by WHX CS were transferred to WHX CS by its parent HNH.

The aggregate purchase price of the 540,015 Shares owned directly by SPHG Holdings is approximately \$1,574,144, including brokerage commissions. The Shares owned directly by SPHG Holdings were acquired with the working capital of SPHG Holdings.

The aggregate purchase price of the 7,500,000 Shares and Warrants to purchase 2,000,000 Shares owned directly by Steel Holdings is \$30,000,000. Such Shares and Warrants were acquired with the working capital of Steel Holdings.

The aggregate purchase price of the 60,000 Shares owned directly by SPL is approximately \$411,192, including brokerage commissions. The Shares owned directly by SPL were acquired with the working capital of SPL.

Mr. Lichtenstein beneficially owns 59,539 Shares awarded to him in his capacity as a director of the Issuer.

Mr. Kassan beneficially owns 37,317 Shares awarded to him in his capacity as a director of the Issuer.

Set forth on Schedule A annexed hereto is the aggregate purchase price of the Shares beneficially owned, if any, by each of the persons who are not Reporting Persons listed on Schedule A annexed to Amendment No. 16 to the Schedule 13D.

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 52,221,778 Shares outstanding, which is the total number of Shares outstanding as of February 5, 2015 as reported in the Issuer's Amendment No. 1 to Form S-3 filed with the Securities and Exchange Commission on February 10, 2015.

As of the close of business on February 10, 2015, HNH owned directly 1,180,967 Shares, constituting approximately 2.3% of the Shares outstanding. By virtue of their relationship with HNH discussed in further detail in Item 2, each of Steel Holdings, SPHG, SPHG Holdings and Steel Holdings GP may be deemed to beneficially own the Shares owned directly by HNH.

As of the close of business on February 10, 2015, WHX CS owned directly 5,940,170 Shares, constituting approximately 11.4% of the Shares outstanding. By virtue of their relationship with WHX CS discussed in further detail in Item 2, each of HNH, Steel Holdings, SPHG, SPHG Holdings and Steel Holdings GP may be deemed to beneficially own the Shares owned directly by WHX CS.

As of the close of business on February 10, 2015, SPHG Holdings owned directly 540,015 Shares, constituting approximately 1.0% of the Shares outstanding. By virtue of their relationship with SPHG Holdings discussed in further detail in Item 2, each of Steel Holdings, SPHG and Steel Holdings GP may be deemed to beneficially own the Shares owned directly by SPHG Holdings.

CUSIP NO. 60786L107

As of the close of business on February 10, 2015, Steel Holdings owned directly 7,500,000 Shares and beneficially owned an additional 2,000,000 Shares underlying currently exercisable Warrants, constituting approximately 17.5% of the Shares outstanding. By virtue of its relationship with Steel Holdings discussed in further detail in Item 2, Steel Holdings GP may be deemed to beneficially own the Shares, including the Shares underlying the Warrants, owned directly by Steel Holdings.

As of the close of business on February 10, 2015, SPL owned directly 60,000 Shares, constituting less than 1% of the Shares outstanding. By virtue of his relationship with SPL discussed in further detail in Item 2, Warren G. Lichtenstein may be deemed to beneficially own the Shares owned directly by SPL.

As of the close of business on February 10, 2015, Warren G. Lichtenstein beneficially owned 59,539 Shares, including 22,222 restricted Shares, constituting less than 1% of the Shares outstanding.

As of the close of business on February 10, 2015, Glen M. Kassan beneficially owned 37,317 Shares, constituting less than 1% of the Shares outstanding.

Set forth on Schedule A annexed hereto is the aggregate number and percentage of Shares beneficially owned, if any, by each of the persons who are not Reporting Persons listed on Schedule A annexed to Amendment No. 16 to the Schedule 13D. Unless otherwise indicated thereon, each of the persons listed on Schedule A has (i) the sole power to vote and dispose of the Shares they beneficially own, if any, and (ii) the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares that they beneficially own, if any.

This statement reports an aggregate of 17,318,008 Shares, including 2,000,000 Shares underlying currently exercisable Warrants, constituting approximately 31.9% of the Shares outstanding.

Item 5(c) is hereby amended to add the following:

(c) Schedule B annexed hereto lists all transactions in the Shares by the Reporting Persons since the filing of Amendment No. 17. All of such transactions were effected in the open market.

CUSIP NO. 60786L107

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 11, 2015 HANDY & HARMAN LTD.

By:/s/ James F. McCabe, Jr.
James F. McCabe, Jr.

Senior Vice President and Chief Financial Officer

WHX CS Corp.

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

President

STEEL PARTNERS,
LTD.

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

President

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

CUSIP NO. 60786L107

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/ Glen M. Kassan
GLEN M. KASSAN

CUSIP NO. 60786L107

SCHEDULE A

Interest in Shares of the Issuer by the Persons Listed on Schedule A Annexed to Amendment No. 16 to the Schedule 13D

| <u>Name</u> | <u>Number of Shares Beneficially Owned</u> | <u>Percentage</u> | <u>Aggregate Cost</u> |
|-----------------|--|-------------------|-----------------------|
| Jack L. Howard | 10,000 | Less than 1% | \$68,530 |
| Anthony Bergamo | 41,533* | Less than 1% | \$27,250 |

* Includes 22,222 restricted Shares awarded to Mr. Bergamo in his capacity as a director of the Issuer on January 2, 2015.

CUSIP NO. 60786L107

SCHEDULE B

Transactions in the Shares Since the Filing of Amendment No. 17 to the Schedule 13D

| Class of Securities | Date of |
|---------------------------|-------------------|
| | <u>Price (\$)</u> |
| <u>Security Purchased</u> | <u>Purchase</u> |

HANDY & HARMAN LTD.

| | | |
|---------------------|--------|-----------|
| Common Stock 28,101 | 3.5980 | 1/15/2015 |
| Common Stock 11,209 | 3.6000 | 1/16/2015 |
| Common Stock 220 | 3.6000 | 1/20/2015 |
| Common Stock 26,697 | 3.6667 | 1/23/2015 |
| Common Stock 48,100 | 3.7298 | 1/26/2015 |
| Common Stock 42,600 | 3.7500 | 1/27/2015 |
| Common Stock 92,302 | 3.7200 | 1/28/2015 |
| Common Stock 51,571 | 3.7110 | 1/29/2015 |
| Common Stock 32,395 | 3.5545 | 2/2/2015 |
| Common Stock 54,500 | 3.6974 | 2/3/2015 |
| Common Stock 54,500 | 3.6729 | 2/4/2015 |
| Common Stock 23,832 | 3.6970 | 2/5/2015 |
| Common Stock 54,500 | 3.6821 | 2/6/2015 |
| Common Stock 52,637 | 3.6866 | 2/9/2015 |
| Common Stock 43,965 | 3.5847 | 2/10/2015 |