

LICHTENSTEIN WARREN G
Form 4
December 19, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2017

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.01 par value ⁽¹⁾ | 12/15/2017 | | A ⁽²⁾ | | 2,400,000 ⁽³⁾ | A | \$ 0 2,549,737 |
| Common Stock, \$0.01 par value ⁽¹⁾ | 12/15/2017 | | A ⁽²⁾ | | 270,000 ⁽⁴⁾ | A | \$ 0 2,819,737 |
| Common Stock, | 12/15/2017 | | A ⁽²⁾ | | 30,000 ⁽⁵⁾ | A | \$ 0 2,849,737 |

\$0.01 par value ⁽¹⁾

| | | | | | | | |
|---|------------|------------------|-----------------------|---|------|-----------|---|
| Common Stock, \$0.01 par value ⁽¹⁾ | 12/15/2017 | A ⁽²⁾ | 300,000 <u>(6)</u> | A | \$ 0 | 3,149,737 | D |
|---|------------|------------------|-----------------------|---|------|-----------|---|

| | | | | | | | |
|---|------------|------------------|-----------------------|---|------|-----------|---|
| Common Stock, \$0.01 par value ⁽¹⁾ | 12/15/2017 | A ⁽²⁾ | 300,000 <u>(7)</u> | A | \$ 0 | 3,449,737 | D |
|---|------------|------------------|-----------------------|---|------|-----------|---|

| | | | | | | | | |
|---|--|--|--|--|--|--------|------------------|--------------------------|
| Common Stock, \$0.01 par value ⁽¹⁾ | | | | | | 60,000 | I ⁽⁸⁾ | By: Steel Partners, Ltd. |
|---|--|--|--|--|--|--------|------------------|--------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| LICHTENSTEIN WARREN G C/O STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND | X | | Executive Chairman | See Explanation of Responses |

FLOOR
NEW YORK, NY 10022

Signatures

/s/ Warren G.
Lichtenstein

12/19/2017

**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).

The reporting person is a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding Common Stock. The

(1) reporting person disclaims beneficial ownership of the shares of Common Stock of the Issuer owned directly by the other members of the Section 13(d) group except to the extent of his pecuniary interest therein.

(2) Shares awarded pursuant to the Issuer's 2010 Incentive Award Plan (the "2010 Plan").

(3) The shares of common stock vest in their entirety on the grant date.

Shares acquired are 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 \$2.00 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.

(5) Shares acquired are 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 \$2.00 per share for any five consecutive business days after the grant date, subject to both (a) prior approval by the Issuer's shareholders of an amendment to the 2010 Plan to increase the shares available under the 2010 Plan in an amount sufficient to permit this grant and (b) the Reporting Person's continuous service with the Issuer from the grant date through the vesting date.

(6) Shares acquired are 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 \$2.25 per share for any five consecutive business days after the grant date, subject to both (a) prior approval by the Issuer's shareholders of an amendment to the 2010 Plan to increase the shares available under the 2010 Plan in an amount sufficient to permit this grant and (b) the Reporting Person's continuous service with the Issuer from the grant date through the vesting date.

(7) Shares acquired are 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 both (a) prior approval by the Issuer's shareholders of an amendment to the 2010 Plan to increase the shares available under the 2010 Plan in an amount sufficient to permit this grant and (b) the Reporting Person's continuous service with the Issuer from the grant date through the vesting date.

(8) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.