

ModusLink Global Solutions Inc
 Form 4
 March 13, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
STEEL PARTNERS HOLDINGS L.P.

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)
 590 MADISON AVENUE, 32ND FLOOR,
 (Street)

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

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10022

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

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

(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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.001 ⁽¹⁾ | 03/12/2013 | | P | 7,500,000 A | 7,500,000 | D ⁽³⁾ | |
| Common Stock, par value \$0.001 ⁽¹⁾ | | | | | 540,015 | I ⁽⁴⁾ | 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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SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amou Numb 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 |

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).

(1) This Form 4 is filed jointly by Steel Partners Holdings L.P. ("Steel Holdings") and Steel Partners Holdings GP Inc. ("Steel Holdings GP") 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) 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.
- (3) 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 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.
- (4)

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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