

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): May 14, 2024

**Steel Connect, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-35319 (Commission File Number)	04-2921333 (IRS Employer Identification No.)
580 Madison Ave., New York, New York (Address of Principal Executive Offices)		10022 (Zip Code)

Registrant's Telephone Number, Including Area Code: (914) 461-1276

N/A

(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$0.01 par value	STCN	Nasdaq Capital Market
Rights to Purchase Series D Junior Participating Preferred Stock	--	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e)

On May 14, 2024, the Organization and Compensation Committee of the Board of Directors of Steel Connect, Inc. (the “Company”) approved the following changes to the compensation for Mr. Fawaz Khalil, the Chief Executive Officer of ModusLink Corporation (“ModusLink”), a wholly-owned subsidiary of the Company: (a) an increase in base salary to \$360,000, (b) a target bonus opportunity under the ModusLink Corporation Long Term Incentive Plan of 100% of base salary, and (c) an equity award of 1,907 restricted common units (each a “Restricted Unit”) of Steel Partners Holdings L.P. (the “Parent”) under the Steel Partners Holdings L.P. Second Amended and Restated 2018 Incentive Award Plan (the “Plan”). Each Restricted Unit will vest in full on October 1, 2026, subject to Mr. Khalil’s continued employment through the vesting date. If the executive officer’s employment terminates for any reason at any time prior to the vesting of the Restricted Units, all unvested Restricted Units will be forfeited.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Exhibit Description</b>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2024

STEEL CONNECT, INC.

By: /s/ Ryan O'Herrin

Name: Ryan O'Herrin

Title: Chief Financial Officer