

**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**

May 1, 2023

Date of Report (date of earliest event reported)

**Steel Connect, Inc.**

**(Exact name of registrant as specified in its charter)**

Delaware

(State or other jurisdiction of  
incorporation or organization)

001-35319

(Commission File Number)

04-2921333

(I.R.S. Employer  
Identification No.)

590 Madison Avenue, 32nd Floor New York New York

(Address of Principal Executive Offices)

10022

(Zip Code)

**(212) 520-2300**

Registrant's telephone number, including area code

Not Applicable

(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 5.03. Amendments to Articles of Incorporation or Bylaws**

On May 1, 2023, Steel Connect, Inc., a Delaware corporation (the “Company”), filed a certificate of elimination (the “Certificate of Elimination”) with the Secretary of State of the State of Delaware with respect to the Series A junior participating preferred stock, par value \$0.01 per share, of the Company (“Series A Preferred Stock”) which, effective upon filing, eliminated from the Company’s restated certificate of incorporation all matters set forth in the Certificate of Designations of Series A Junior Participating Preferred Stock of the Company for the Series A Preferred Stock.

A copy of the Certificate of Elimination with respect to the Company’s Series A Preferred Stock is attached as Exhibit 3.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1                | <a href="#">Certificate of Elimination of the Series A Junior Participating Preferred Stock of Steel Connect, Inc.</a> |
| 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 2, 2023

Steel Connect, Inc.

By: /s/ Jason Wong

Name: Jason Wong

Title: Chief Financial Officer

**CERTIFICATE OF ELIMINATION**  
**with respect to**  
**SERIES A JUNIOR PARTICIPATING PREFERRED STOCK**  
**of**  
**STEEL CONNECT, INC.**

The undersigned, Maria Reda, does hereby certify that:

1. The undersigned is the duly elected and acting Secretary of Steel Connect, Inc., a Delaware corporation (the “Company”).

2. Pursuant to authority conferred upon the board of directors (the “Board”) of the Company by the restated certificate of incorporation (the “Restated Certificate of Incorporation”) of the Company, at a duly called meeting of the Board held on April 30, 2023, the Board adopted the following resolutions, which resolutions relate to the Series A junior participating preferred stock, par value \$0.01 per share, of the Company (“Series A Preferred Stock”) previously established:

RESOLVED, that none of the authorized shares of the Series A Preferred Stock are outstanding, and none of the authorized shares of Series A Preferred Stock will be issued pursuant to the Certificate of Designations of Series A Junior Participating Preferred Stock of the Company filed with the Secretary of State of the State of Delaware on October 18, 2011 (the “Certificate of Designations”); and further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and empowered, for and on behalf of the Company, to file with the Secretary of State of the State of Delaware a certificate containing these resolutions, with the effect under the General Corporation Law of the State of Delaware of eliminating from the Restated Certificate of Incorporation all matters set forth in the Certificate of Designations with respect to the Series A Preferred Stock.

3. I further declare under penalty of perjury that the matters set forth in this Certificate are true and correct statements of my own knowledge.

*[Signature Page Follows]*

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IN WITNESS WHEREOF, the undersigned has executed this Certificate and does affirm the foregoing as true this 1st day of May, 2023.

STEEL CONNECT, INC.

By: /s/ Maria Reda

Name: Maria Reda

Title: Secretary

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