

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): December 11, 2012

ModusLink Global Solutions, Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35319
(Commission
File Number)

04-2921333
(IRS Employer
Identification No.)

1601 Trapelo Road
Waltham, Massachusetts 02451
(Address of Principal Executive Offices)

(781) 663-5000
(Registrant's telephone number, including area code)

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:

- 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))

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On December 13, 2012, ModusLink Global Solutions, Inc. (the "Company") issued a press release announcing that on December 11, 2012 it had received a letter from The Nasdaq Stock Market LLC ("Nasdaq") regarding the Company's failure to comply with Nasdaq Listing Rule 5250(c)(1) and notifying the Company that trading of the Company's common stock would be subject to suspension and the Company's securities removed from listing and registration on the Nasdaq Stock Market on December 18, 2012. However, the Company has the right to appeal this determination and, prior to December 18, 2012, the Company plans to appeal and request a hearing before Nasdaq's Hearings Panel. The request for a hearing will stay the suspension by Nasdaq of trading and delisting of the Company's securities until 15 days from the date of the Company's request. The Company also plans to request a further stay of the suspension and delisting, pending the hearing, which Nasdaq may grant in its discretion. The press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated December 13, 2012

SIGNATURES

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.

MODUSLINK GLOBAL SOLUTIONS, INC.

Date: December 13, 2012

By: /s/ Steven G. Crane

Name: Steven G. Crane

Title: Chief Financial Officer

For Immediate Release**ModusLink Receives Anticipated NASDAQ Notification Letter**

WALTHAM, Mass., – December 13, 2012 – ModusLink Global Solutions™, Inc. (NASDAQ: MLNK) today announced that it has received a determination letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”). The letter, which was expected, advises that because the Company remains noncompliant with the filing requirements for continued listing under Nasdaq Listing Rule 5250(c)(1), trading of the Company’s Common Stock is subject to delisting.

The Company has the right to appeal this determination and on December 17, 2012 expects to request a hearing before Nasdaq’s Hearings Panel (the “Panel”), which under Nasdaq Listing Rules will stay the suspension of trading and delisting of the Company’s securities for 15 days from the date of the request. The Company will also request a further stay of the suspension and delisting, pending the hearing, which may be granted at Nasdaq’s discretion.

Following the hearing, the Panel has the authority under the Nasdaq Listing Rules to grant the Company an extension of time within which to regain compliance with the filing requirements for a period not to exceed 360 days from the original due date (June 11, 2012) of the first delayed filing. However, there can be no assurance that the Panel will grant the Company a stay of the Panel’s delisting determination until the conclusion of the hearing process or that it will grant the additional time requested by the Company to regain compliance with Nasdaq’s filing requirements.

As previously disclosed, the Company expected Nasdaq to issue the determination letter in accordance with Nasdaq procedures regarding the Company’s previously announced delayed filing of the Company’s Quarterly Report on Form 10-Q for the third quarter of fiscal year 2012, the Annual Report on Form 10-K for the fiscal year ended July 31, 2012 and the Quarterly Report on Form 10-Q for the first quarter of fiscal 2013, with the Securities and Exchange Commission (“SEC”). The Company is working to complete its previously announced process to restate financial results for certain prior periods and become current in its periodic report filings with the SEC.

About ModusLink Global Solutions

ModusLink Global Solutions Inc. (NASDAQ: MLNK) executes comprehensive supply chain and logistics services that improve clients’ revenue, cost, sustainability and customer experience objectives. ModusLink is a trusted and integrated provider to the world’s leading companies in consumer electronics, communications, computing, medical devices, software, luxury goods and retail. The Company’s operating

infrastructure annually supports more than \$80 billion of its clients' revenue and manages approximately 470 million product shipments through more than 30 sites in 15 countries across North America, Europe, and the Asia/Pacific region. For details on ModusLink's flexible and scalable solutions visit www.moduslink.com and www.valueunchained.com, the blog for supply chain professionals.

ModusLink Global Solutions is a registered trademark of ModusLink Global Solutions, Inc. All other company names and products are trademarks or registered trademarks of their respective companies.

Forward Looking Information

Statements in this press release that are not historical facts may be deemed to be "forward-looking statements," including those statements regarding: the Company's progress toward completing the restatement process; the Company's anticipated time frame for filing its Annual Report on Form 10-K and restated financial statements; the expected effects of the restatement; the Company's ability to satisfy the Nasdaq requirements for continued listing. Actual and anticipated future results may vary materially due to certain risks and uncertainties, including, without limitation: unanticipated accounting issues or audit issues regarding the financial data for the periods to be restated or adjusted; the inability of the Company or its independent registered public accounting firm to confirm relevant information or data; unanticipated issues that prevent or delay the Company's independent registered public accounting firm from concluding the audit or that require additional efforts, procedures or review; the Company's inability to design or improve internal controls to address identified issues; there can be no assurance that the Company will be successful in its appeal, receive a further extension from Nasdaq and remain listed on Nasdaq; there can be no assurance the Company will complete its restatement and become current in its regulatory filings by any future extension date approved by Nasdaq; the impact upon operations of legal compliance matters or internal controls review, improvement and remediation, including the detection of wrongdoing, improper activities or circumvention of internal controls; difficulties in controlling expenses, including costs of legal compliance matters or internal controls review, improvement and remediation; global economic conditions, especially in the technology sector, which are uncertain and subject to volatility; demand for our clients' products, which may decline or may not achieve the levels anticipated by our clients; strain on managerial and operational resources as they try to oversee the expanded operations; failure to realize the expected benefits of restructuring and cost cutting actions; failure to expand operations in accordance with its business strategy; difficulty achieving and sustaining operating profitability if the Company's cash balances are not sufficient to allow the Company to meet all of its business and investment goals; difficulties integrating technologies, operations and personnel in accordance with its business strategy; the Company derives a significant portion of its revenue from a small number of clients, and therefore the loss of any of those clients could significantly damage the Company's financial condition and results of operations; the Company frequently sells to its supply chain management clients on a purchase order basis rather than pursuant to contracts with minimum purchase requirements, and therefore its sales and the amount of projected revenue that is actually realized are subject to demand variability; the Company's pipeline of sales opportunities represents potential sales transactions and estimated annual revenue therefrom and there can be no assurance that such sales efforts will be successful or that the potential revenue will be realized; risks inherent with conducting international operations; increased competition and technological changes in the markets in which the Company competes; and the potential outcome and impact of the Company's ongoing review of strategic alternatives. Further, there can be no assurance that the Company's review of strategic alternatives will lead to any transaction, result in increased value to its stockholders or the realization of long-term value by stockholders.

Contacts:

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