

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): **January 22, 2024**

Safeguard Scientifics, Inc.

(Exact Name of Registrant as Specified in Charter)

Pennsylvania
(State or other Jurisdiction of
Incorporation)

001-05620
(Commission File Number)

23-1609753
(IRS Employer ID No.)

150 N. Radnor Chester Rd., STE F-200
Radnor, PA
(Address of Principal Executive Offices)

19087
(Zip Code)

Registrant's telephone number, including area code: **610-293-0600**

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 (\$.10 par value)	SFE	The NASDAQ Stock Market LLC

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

On January 22, 2024, Safeguard Scientifics, Inc. (the “Company”) provided notice to The Nasdaq Stock Market LLC (“Nasdaq”) that it intends to file Form 25 with the Securities and Exchange Commission (the “SEC”) on February 2, 2024 to voluntarily delist its shares of common stock from trading on Nasdaq in connection with its previously announced plan to deregister its common stock under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with these actions having been approved by the Company’s Board of Directors on December 15, 2023 and referred to as the “Transaction.”

The Company expects that the delisting will occur ten days after the filing of Form 25, at which point, the Company intends to file a Form 15 with the SEC certifying that it has less than 300 shareholders of record, which will terminate the registration of the Company’s common stock under Section 12(g) of the Exchange Act. Following the delisting of the Company’s common stock from trading on Nasdaq, any trading in the Company’s common stock would only occur in privately negotiated sales and potentially on an over-the-counter market. The Company expects to have its common stock quoted on a market operated by OTC Markets Group Inc. (the “OTC”) so that a trading market may continue to exist for its common stock. There is no guarantee, however, that a broker will continue to make a market in the common stock and that trading of the common stock will continue on an OTC market or otherwise.

Item 8.01 Other Events.

The Company filed amendments to the Company’s Second Amended and Restated Articles of Incorporation, as amended, with the Pennsylvania Department of State to effectuate a reverse stock split at a ratio of 1-for-100, followed immediately by a forward stock split at a ratio of 100-for-1 (collectively referred to as “stock splits”), which were both effective on January 12, 2024. Copies of the articles of amendment are attached hereto as [Exhibits 3.1](#) and [3.2](#), respectively, and are incorporated by reference herein.

Forward-Looking Statements

This Form 8-K may contain forward-looking statements that are being made pursuant to the Private Securities Litigation Reform Act of 1995, which provides a “safe harbor” for forward-looking statements to encourage companies to provide prospective information so long as those statements are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those discussed in the statement. Such forward-looking statements include statements about the perceived benefits and timing of the Transaction, trading of the Company’s common stock following the voluntary delisting from trading on Nasdaq, and the number of holders of record of the Company’s common stock that the Company expects to have after the stock splits. Such forward-looking statements are subject to a number of known and unknown risks and uncertainties that could cause actual results, performance or achievements to differ materially from those described or implied in such forward-looking statements. Accordingly, actual results may differ materially from such forward-looking statements. The forward-looking statements relating to the Transaction are based on the Company’s current expectations, assumptions, estimates and projections about the Company and involve significant risks and uncertainties, including the many variables that may impact the Company’s projected cost savings, variables and risks related to the consummation of the Transaction. The Company assumes no obligation for updating any such forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements.

Item 7.01 Regulation FD Disclosure.

On January 22, 2024, the Company issued a press release, which is attached hereto as [Exhibit 99.1](#) and incorporated by reference herein.

The exhibit is being furnished pursuant to Item 7.01, and the information contained therein shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall such exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed herewith:

Number	Exhibit
3.1	Articles of Amendment to the Company’s Second Amended and Restated Articles of Incorporation, as amended, dated January 12, 2024, to effectuate the reverse stock split
3.2	Articles of Amendment to the Company’s Second Amended and Restated Articles of Incorporation, as amended, dated January 12, 2024, to effectuate the forward stock split
99.1	Press Release, dated January 22, 2024
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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.

Safeguard Scientifics, Inc.

Date: January 22, 2024

By: /s/ G. Matthew Barnard

Name: G. Matthew Barnard

Title: Special Counsel

**ARTICLES OF AMENDMENT
TO
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION, AS AMENDED**

In compliance with the requirements of the applicable provisions (relating to articles of amendment) of the Pennsylvania Business Corporation Law of 1988, as amended, the undersigned, desiring to amend its Second Amended and Restated Articles of Incorporation, as amended, hereby states that:

1. The name of the Corporation is Safeguard Scientifics, Inc. (the "Corporation").
2. The address of the Corporation's registered office in the Commonwealth of Pennsylvania is 150 N. Radnor Chester Road, Suite F-200, Radnor, PA.
3. The Corporation was incorporated under the Pennsylvania Business Corporation Law of 1988.
4. The date of the Corporation's incorporation was September 11, 1953.
5. The amendment shall be effective upon filing these Articles of Amendment in the Pennsylvania Department of State.
6. The amendment was adopted by the Corporation by the Board of Directors and shareholders of the Corporation under 15 Pa.C.S. §§ 1912(a) and 1914(a).
7. The amendment adopted by the Corporation is:

RESOLVED, that the Second Amended and Restated Articles of Incorporation of the Corporation, as amended, are hereby amended (the "Amendment") by amending and restating the first paragraph of Article Fifth in its entirety as follows:

5TH The Corporation shall be authorized to issue 84,333,333 shares of capital stock, which shall be divided into 83,333,333 shares of common stock, par value \$0.10 per share (the "Common Stock"), and 1,000,000 shares of preferred stock, par value of \$0.10 per share (the "Preferred Stock"). As of the effective date of the filing of the Articles of Amendment containing this Amendment with the Pennsylvania Department of State, each 100 shares of Common Stock of the Corporation, either issued and outstanding or held by the Corporation as treasury stock, immediately prior to the time this Amendment becomes effective shall be and is automatically reclassified and changed (without any further act) into one (1) fully paid and nonassessable share of Common Stock of the Corporation, provided that no fractional shares shall be issued to any holder of record of fewer than 100 shares of Common Stock of the Corporation immediately prior to the time this Amendment becomes effective, and that instead of issuing such fractional shares, the Corporation shall pay an amount in cash, without interest, equivalent to \$1.65 per share of Common Stock of the Corporation held by such holder of record immediately prior to the time this Amendment becomes effective and that such record shareholder shall no longer have any further rights as a shareholder of the Corporation."

Except as set forth in these Articles of Amendment, the Second Amended and Restated Articles of Incorporation, as amended, remain in full force and effect.

IN TESTIMONY WHEREOF, the undersigned Corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof on the 12th day of January, 2024.

SAFEGUARD SCIENTIFICS, INC.

DocuSigned by:

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By:
Name: Mark Dow
Title: Chief Executive Officer

**ARTICLES OF AMENDMENT
TO
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION, AS AMENDED**

In compliance with the requirements of the applicable provisions (relating to articles of amendment) of the Pennsylvania Business Corporation Law of 1988, as amended, the undersigned, desiring to amend its Second Amended and Restated Articles of Incorporation, as amended, hereby states that:

1. The name of the Corporation is Safeguard Scientifics, Inc. (the "Corporation").
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3. The Corporation was incorporated under the Pennsylvania Business Corporation Law of 1988.
4. The date of the Corporation's incorporation was September 11, 1953.
5. The amendment shall be effective upon filing these Articles of Amendment in the Pennsylvania Department of State.
6. The amendment was adopted by the Corporation by the Board of Directors and shareholders of the Corporation under 15 Pa.C.S. §§ 1912(a) and 1914(a).
7. The amendment adopted by the Corporation is:

RESOLVED, that the Second Amended and Restated Articles of Incorporation of the Corporation, as amended, are hereby amended (the "Amendment") by amending and restating the first paragraph of Article Fifth in its entirety as follows:

5TH The Corporation shall be authorized to issue 84,333,333 shares of capital stock, which shall be divided into 83,333,333 shares of common stock, par value \$0.10 per share (the "Common Stock"), and 1,000,000 shares of preferred stock, par value of \$0.10 per share (the "Preferred Stock"). As of the effective date of the filing of the Articles of Amendment containing this Amendment with the Pennsylvania Department of State (the "Effective Date"), each one (1) share of Common Stock of the Corporation, either issued and outstanding or held by the Corporation as treasury stock (and including each fractional share in excess of one (1) share held by any shareholder of record and each fractional interest in excess of one (1) share held by the Corporation or its agent pending disposition on behalf of those entitled thereto), immediately prior to the time this Amendment becomes effective shall be and is automatically reclassified and changed (without any further act) into 100 fully paid and nonassessable shares of Common Stock of the Corporation (or, with respect to such fractional shares and interests, such lesser number of shares and fractional shares or interests as may be applicable based upon such 100-for-1 ratio), provided that no fractional shares shall be issued."

Except as set forth in these Articles of Amendment, the Second Amended and Restated Articles of Incorporation, as amended, remain in full force and effect.

IN TESTIMONY WHEREOF, the undersigned Corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof on the 12th day of January, 2024.

SAFEGUARD SCIENTIFICS, INC.

DocuSigned by:

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By:
Name: Mark Dow
Title: Chief Executive Officer

**Safeguard Scientifics Intends to File Form 25
to Voluntarily Delist its Common Stock from The Nasdaq Stock Market LLC**

Radnor, PA, January 22, 2024 - Safeguard Scientifics, Inc. (Nasdaq: SFE) (“Safeguard” or the “Company”) has announced today that it notified The Nasdaq Stock Market LLC (“Nasdaq”) that it intends to file Form 25 with the Securities and Exchange Commission (the “SEC”) on February 2, 2024 to voluntarily delist its shares of common stock from trading on Nasdaq in connection with its previously announced plan to deregister its common stock under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The Company expects that the delisting will occur ten days after the filing of Form 25, at which point, the Company intends to file a Form 15 with the SEC certifying that it has less than 300 shareholders of record, which will terminate the registration of the Company’s common stock under Section 12(g) of the Exchange Act. Following the delisting of the Company’s common stock from trading on Nasdaq, any trading in the Company’s common stock would only occur in privately negotiated sales and potentially on an over-the-counter market. The Company expects to have its common stock quoted on a market operated by OTC Markets Group Inc. (the “OTC”) so that a trading market may continue to exist for its common stock. There is no guarantee, however, that a broker will continue to make a market in the common stock and that trading of the common stock will continue on an OTC market or otherwise.

The Company has also announced that it filed amendments to its articles of incorporation with the Pennsylvania Department of State to effectuate a reverse stock split at a ratio of 1-for-100, followed immediately by a forward stock split at a ratio of 100-for-1 (collectively referred to as “stock splits”), which were both effective on January 12, 2024. These stock split ratios are within the ranges approved by the Company’s shareholders at the special meeting of shareholders held on December 15, 2023 in connection with the Company’s previously announced plan to cease the registration of the Company’s common stock under the Exchange Act and to delist the Company’s common stock from trading on Nasdaq (referred to as the “Transaction”).

About Safeguard Scientifics

Historically, Safeguard Scientifics has provided capital and relevant expertise to fuel the growth of technology-driven businesses. Safeguard has a distinguished track record of fostering innovation and building market leaders that spans more than six decades. Safeguard is currently pursuing a focused strategy to value-maximize and monetize its ownership interests over a multi-year time frame to drive shareholder value. For more information, please visit www.safeguard.com.

Forward-Looking Statements

This press release may contain forward-looking statements that are being made pursuant to the Private Securities Litigation Reform Act of 1995, which provides a “safe harbor” for forward-looking statements to encourage companies to provide prospective information so long as those statements are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those discussed in the statement. Such forward-looking statements include statements about the perceived benefits and timing of the Transaction, trading of the Company’s common stock following the voluntary delisting from trading on Nasdaq, and the number of holders of record of the Company’s common stock that the Company expects to have after the stock splits. Such forward-looking statements are subject to a number of known and unknown risks and uncertainties that could cause actual results, performance or achievements to differ materially from those described or implied in such forward-looking statements. Accordingly, actual results may differ materially from such forward-looking statements. The forward-looking statements relating to the Transaction are based on the Company’s current expectations, assumptions, estimates and projections about the Company and involve significant risks and uncertainties, including the many variables that may impact the Company’s projected cost savings, variables and risks related to the consummation of the Transaction. The Company assumes no obligation for updating any such forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements.

SAFEGUARD CONTACT:

Mark Dow
mdow@rockcreekfa.com