

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*] | 5, | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|---|---|--|--|--|--|
| Michelson Beth | SAFEGUARD SCIENTIFICS INC [SFE | | | | | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | Officer (give title below) Other (specify below) | | | | |
| 150 N. RADNOR CHESTER RD., STE F-200 | 1/30/2024 | | | | | |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| RADNOR, PA 19087 (City) (State) (Zip) | - | _X _ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | | | | | , I | | / | · · J - · · · · | | |
|---------------------|----------------|--------------|----------------|---|----------------------------|--------|--------------------|--|-------------|-------------|
| 1.Title of Security | 2. Trans. Date | 2A. Deemed | 3. Trans. Code | | 4. Securities Acquired (A) | | | 5. Amount of Securities Beneficially Owned | 6. | 7. Nature |
| (Instr. 3) | | Execution | (Instr. 8) | | or Disposed of (D) | |) | Following Reported Transaction(s) | Ownership | of Indirect |
| | | Date, if any | | | (Instr. 3, 4 and 5) | | | (Instr. 3 and 4) | Form: | Beneficial |
| | | | | | | | | | Direct (D) | Ownership |
| | | | | | | | | | or Indirect | (Instr. 4) |
| | | | | | | (A) or | | | (I) (Instr. | |
| | | | Code | V | Amount | (D) | Price | | 4) | |
| Common Stock | 1/30/2024 | | Α | | 22,506 | А | \$0.71 (<u>1)</u> | 126,352 | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | - | | | | | | | _ | | | | |
|----------------------|-------------|-----------|--------------|-------------|------|----------------|------------|-------------|------------|--------|----------------------------|-------------|----------------|-------------|-------------|
| 1. Title of Derivate | 2. | 3. Trans. | 3A. Deemed | 4. Trans. C | Code | 5. Number | of | 6. Date Exe | rcisable | 7. Tit | le and Amount of | 8. Price of | 9. Number of | 10. | 11. Nature |
| Security | Conversion | Date | Execution | (Instr. 8) | | Derivative | Securities | and Expirat | ion Date | Secur | ities Underlying | Derivative | derivative | Ownership | of Indirect |
| (Instr. 3) | or Exercise | | Date, if any | | | Acquired (A | A) or | - | | Deriv | ative Security | Security | Securities | Form of | Beneficial |
| | Price of | | - | | | Disposed o | f (D) | | | (Instr | . 3 and 4) | (Instr. 5) | Beneficially | Derivative | Ownership |
| | Derivative | | | | | (Instr. 3, 4 a | and 5) | | | | | | Owned | Security: | (Instr. 4) |
| | Security | | | | | | | | | | | | Following | Direct (D) | |
| | | | | | | | | D . | | | | | Reported | or Indirect | |
| | | | | | | | | Date | Expiration | Title | Amount or Number of Shares | | Transaction(s) | (I) (Instr. | |
| | | | | Code | V | (A) | (D) | Exercisable | Date | | Shares | | (Instr. 4) | 4) | |
| | | | | Code | V | (A) | (D) | Exercisable | Date | me | Shares | | (Instr. 4) | 4) | |

Explanation of Responses:

(1) The securities reported in Table I were awarded to the reporting person in lieu of quarterly fees for service on the Issuer's Board of Directors, which fees are paid in arrears following the end of the quarter.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| Michelson Beth 150 N. RADNOR CHESTER RD. STE F-200 RADNOR, PA 19087 | X | | | | | |

Signatures

| /s/ G. Matthew Barnard, Agent For: Beth Michelson | 1/31/2024 | | |
|---|-----------|--|--|
| **Signature of Reporting Person | Date | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * 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).
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.