

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): **March 21, 2022**

**Safeguard Scientifics, Inc.**

(Exact Name of registrant as Specified in Charter)

**Pennsylvania**

(State or other Jurisdiction of Incorporation)

**1-5620**

(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	New York Stock Exchange

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 7.01. Regulation FD Disclosure.**

On March 21, 2022, Safeguard Scientifics, Inc. (the “Company”) issued a press release (the “Press Release”) announcing that its Board of Directors (the “Board”) authorized the Company, from time to time and depending on market conditions, to repurchase shares of the Company’s outstanding common stock having an aggregate value of up to \$3 million. These repurchases will be made in open market or privately negotiated transactions pursuant to a plan adopted in compliance with Rule 10b5-1 and Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The manner, timing and amount of any purchases will be determined by the Company based upon an evaluation of market conditions, stock price and other factors. This authorization does not obligate the Company to acquire any particular amount of common stock and may be modified or suspended at any time, at the Company’s discretion. Further, this authorization also replaces the Company’s \$6 million share repurchase plan announced on May 6, 2021, as reported by the Company in its Current Report on Form 8-K filed with the Securities and Exchange Commission on May 6, 2021.

A copy of the Press Release is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or 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 a filing.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 [Press Release of Safeguard Scientifics, Inc. dated March 21, 2022.](#)

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: March 21, 2022

By: /s/ G. Matthew Barnard

Name: G. Matthew Barnard

Title: General Counsel



## SAFEGUARD SCIENTIFICS ANNOUNCES SHARE REPURCHASE PROGRAM

**Radnor, PA, March 21, 2022** — Safeguard Scientifics, Inc. (NYSE:SFE) (“Safeguard” or the “Company”) today announced a new \$3 million share repurchase program, in accordance with the requirements of Rule 10b5-1 and Rule 10b-18 of the Securities Exchange Act of 1934, as amended. These repurchases, which will use existing funds, will be made in open market or privately negotiated transactions and are expected to be completed within the 2022 calendar year.

This new plan replaces the \$6 million share repurchase plan announced in May 2021, which resulted in the repurchase of 236,159 shares at an average cost of \$6.94 per share for a total of \$1.6 million. The May 2021 plan was suspended in October 2021 as part of the Company’s modified Dutch auction self-tender, which resulted in the repurchase of 4.3 million common shares at \$9.06 per share, including transaction costs, for a total of \$39.0 million.

Since the release of Safeguard’s Q4 2021 earnings and the filing of its 2021 Form 10-K, there have been no material developments to Safeguard’s ownership interests and no substantive developments in its recently announced process to evaluate strategic alternatives. The engagement of Houlihan Lokey to assist in the Company’s evaluation of strategic alternatives may or may not result in a transaction and, if a transaction were to occur, it may occur at a value per share that is higher or lower than the current share price. As the engagement has only recently begun, there can be no assurance regarding any potential outcome. Furthermore, Safeguard has agreed to fund approximately \$1.4 million to Clutch Holdings, Inc. along with other existing investors. Inclusive of this funding, Safeguard’s year-to-date deployments total \$3.4 million, as compared to the full year 2022 deployments estimate of \$5 million to \$9 million announced in our fourth quarter 2021 earnings release.

“In our view, Safeguard’s current share price is not reflective of the portfolio’s fair market value or future potential. The share repurchase program announced today, albeit modest in size, represents a prudent capital allocation decision, is consistent with the minimum cash amounts required to execute our strategy, and has no impact on our recently announced retention of Houlihan Lokey to assist us in exploring strategic alternatives,” said Eric C. Salzman, Chief Executive Officer.

### **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](http://www.safeguard.com).



### **Forward-Looking Statements**

*Except for the historical information and discussions contained herein, statements contained in this release may constitute “forward-looking statements.” Our forward-looking statements are subject to risks and uncertainties. Forward-looking statements include, but are not limited to, statements regarding Safeguard’s ability to maximize the value of monetization opportunities of its ownership interests and drive total shareholder returns. Safeguard’s initiatives taken or contemplated to enhance and unlock value for all of its shareholders, Safeguard’s efforts to execute on and implement its strategy to streamline its organizational structure, reduce its operating costs, pursue monetization opportunities for ownership interests and maximize the return of value to its shareholders, Safeguard’s ability to create, unlock, enhance and maximize shareholder value, the effect of Safeguard’s management succession plan on driving increased organizational effectiveness and efficiencies, the ability of the management team to execute Safeguard’s strategy, the availability of, the timing of, and the proceeds that may ultimately be derived from the monetization of ownership interests, Safeguard’s projections regarding the reduction in its ongoing operating expenses, Safeguard’s projections regarding annualized operating expenses and expected severance expenses, monetization opportunities for ownership interests, and the amount of net proceeds from the monetization of ownership interests that will enable the return of value to Safeguard shareholders after satisfying working capital needs and the timing of such return of value. Such forward-looking statements are not guarantees of future operational or financial performance and are based on current expectations that involve a number of uncertainties, risks and assumptions that are difficult to predict. Therefore, actual outcomes and/or results may differ materially from those expressed or implied by such forward-looking statements. The risks and uncertainties that could cause actual results to differ materially include, among others, our ability to make good decisions about the monetization of our ownership interests for maximum value or at all and the return of value to our shareholders, our ability to successfully execute on our strategy to streamline our organizational structure and align our cost structure to increase shareholder value, whether our strategy will better position us to focus our resources on the highest-return opportunities and deliver enhanced shareholder value, the ongoing support of our existing ownership interests, the fact that our companies may vary from period to period, challenges to achieving liquidity from our ownership interests, fluctuations in the market prices of our publicly traded holdings, if any, competition, our inability to obtain maximum value for our ownership interests, our ability to attract and retain qualified employees, market valuations in sectors in which our ownership interests operate, our inability to control our ownership interests, our need to manage our assets to avoid registration under the Investment Company Act of 1940, risks, disruption, costs and uncertainty caused by or related to the actions of activist shareholders, including that if individuals are elected to our Board with a specific agenda, it may adversely affect our ability to effectively implement our business strategy and create value for our shareholders and perceived uncertainties as to our future direction as a result of potential changes to the composition of our Board may lead to the perception of a change in the direction of our business, instability or a lack of continuity that may adversely affect our business, and risks associated with our ownership interests, including the fact that most of our ownership interests have a limited operating history and a history of operating losses, face intense competition and may never be profitable, the effect of economic conditions in the business sectors in which our companies operate, and other uncertainties described in our filings with the Securities and Exchange Commission. Many of these factors are beyond our ability to predict or control. As a result of these and other factors, the Company’s past operational and financial performance should not be relied on as an indication of future performance. Further information on the above risk factors and other potential factors that could affect our future business, operating results and financial condition is included in our Annual Report on Form 10-K for the year ended December 31, 2021 and other periodic filings with the Securities and Exchange Commission, including risks under the heading “Risk Factors.” The Company does not assume any obligation to update any forward-looking statements or other information contained in this press release.*

###

### **SAFEGUARD CONTACT:**

Mark Herndon  
Chief Financial Officer  
(610) 975-4913  
mherndon@safeguard.com