

SAFEGUARD SCIENTIFICS INC

Form 8-K

August 31, 2018

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): **August 27, 2018**

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.)

170 North Radnor-Chester Road

Suite 200

19087

Radnor, PA

(Address of Principal Executive Offices) (Zip Code)

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

Edgar Filing: SAFEGUARD SCIENTIFICS INC - Form 8-K

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 28, 2018 David Kille, the Chief Financial Officer of Safeguard Scientifics, Inc. (the “Company”), informed the Company that he would be resigning, effective September 21, 2018, to pursue another opportunity. The Company has initiated a search for Mr. Kille’s replacement. A copy of the Company’s press release announcing Mr. Kille’s resignation is attached hereto as Exhibit 99.1 and is incorporated herein by reference

Item 7.01. Regulation FD Disclosure.

Effective August 31, 2018, the Company’s Board of Directors approved the request of Horton Capital Partners, LP, on behalf of itself and several other persons (collectively, the “Requesting Person”), for an exemption from the ownership threshold contained in the Company’s Section 382 Tax Benefits Preservation Plan. The exemption permits the Requesting Person to acquire beneficial ownership of up to a maximum of 2,056,074 shares of the Company’s common stock, \$0.10 par value, inclusive of existing beneficial ownership, without being deemed an Acquiring Person under the Section 382 Tax Benefits Preservation Plan.

The information contained in this Item 7.01, including the information set forth in the press release attached hereto and incorporated by reference herein, is being “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise. The information in the Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Exchange Act, except as otherwise expressly stated in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number Exhibit Title

99.1 Press Release of Safeguard Scientifics, Inc., dated as of August 31, 2018.

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: August 31, 2018 By: /s/ Brian J. Sisko
Name: Brian J. Sisko
Title: President and Chief Executive Officer