

SAFEGUARD SCIENTIFICS INC

FORM 8-K (Current report filing)

Filed 03/17/08 for the Period Ending 03/14/08

Address	435 DEVON PARK DR BLDG 800 WAYNE, PA 19087
Telephone	6102930600
CIK	0000086115
Symbol	SFE
SIC Code	6799 - Investors, Not Elsewhere Classified
Industry	Misc. Financial Services
Sector	Financial
Fiscal Year	12/31

**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): March 14, 2008

Safeguard Scientifics, Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other Jurisdiction of
Incorporation)

1-5620

(Commission File Number)

23-1609753

(IRS Employer Identification No.)

435 Devon Park Drive, Building 800, Wayne, 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:

- ☐ 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))
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ITEM 1.01 . Entry into a Material Definitive Agreement.

On March 14, 2008, Safeguard Delaware, Inc. (“SDI”), a wholly owned subsidiary of Safeguard Scientifics, Inc. (individually, and collectively with SDI, hereinafter referred to as “Safeguard”), entered into an Amended and Restated Senior Subordinated Revolving Credit Agreement (the “Facility”) with Clariant, Inc. (“Clariant”). Safeguard holds a majority ownership position in Clariant.

The Facility renews, expands and extends an existing credit facility between the parties into a \$21 million credit facility. Borrowings under the Facility will bear interest at 12% per annum, subject to increase if any amounts remain outstanding under the Facility on or after June 30, 2008. The Facility’s stated maturity date is April 15, 2009. The Facility will come due earlier upon (i) full repayment by Clariant of its senior debt; (ii) the direct or indirect sale of 50% or more of Clariant’s stock or assets; (iii) certain sales, mergers or consolidations of Clariant; or (iv) the liquidation of Clariant. It is anticipated that approximately \$7.5 million under the Facility may be used by Clariant to pay down Clariant’s existing secured credit facility with General Electric Capital Corporation (“GE Capital”) and certain related equipment lease obligations to GE Capital. Upon the consummation of certain capital raising events, Clariant will be required to pay down all amounts outstanding under the Facility and the maximum aggregate size of the Facility shall be reduced to \$6 million.

The Facility contains customary representations and warranties, affirmative covenants and negative covenants. Borrowings under the Facility are subordinated to Clariant’s borrowings under its existing credit facilities with Comerica Bank and GE Capital.

In connection with the Facility, Clariant issued or may be required to issue, subject to certain conditions, warrants to purchase shares of Clariant’s common stock with an exercise price of \$.01 per share. Such warrants shall have a five-year term, will be fully vested upon issuance and are issuable as follows:

1. warrants to purchase 1,643,750 shares of common stock (including warrants to purchase 93,750 shares of common stock which were the subject of the existing \$6 million facility) were issued at the closing of the Facility;
2. warrants to purchase 550,000 shares of common stock on May 1, 2008 if a new secured credit facility has not been completed by Clariant prior to such date; and
3. warrants to purchase up to an aggregate of an additional 1,650,000 shares of common stock will be issuable in three separate tranches if the aggregate size of the Facility has not been reduced to \$6 million on or prior to the dates specified in the Facility.

The warrants have been or will be issued in private placements exempt from the registration requirements of the Securities Act of 1933, as amended (“Securities Act”), and may not be resold absent registration or an exemption from the registration requirements of the Securities Act.

On March 14, 2008, we also entered into a new registration rights agreement with Clariant giving us certain rights to require Clariant to register under the Securities Act all shares of Clariant common stock issuable upon exercise of the warrants described herein, all other shares of common stock held by Safeguard and all shares issuable pursuant to all other derivative securities held by Safeguard. The registration rights agreement supersedes all other existing registration rights agreements between the Company and Safeguard.

The information set forth above is qualified in its entirety by reference to the Amended and Restated Senior Subordinated Revolving Credit Agreement dated as of March 14, 2008 by and between SDI and Clariant (Exhibit 10.1) and the Registration Rights Agreement dated as of March 14, 2008 by and among SDI, Safeguard, Safeguard Scientifics (Delaware), Inc. and Clariant (Exhibit 10.2), which are incorporated herein by reference.

ITEM 2.02 . Results of Operations and Financial Condition

On even date herewith, Safeguard is filing a Form 12b-25 relating to the filing of its Annual Report on Form 10-K for the year ended December 31, 2007 and is issuing a press release relating to the filing of the Form 12b-25 and the completion of the Clariant financing described above in Item 1.01. A copy of Safeguard's press release is attached hereto as Exhibit 99.1 and hereby incorporated by reference. As reported in the Form 12b-25, Safeguard's consolidated financial statements include the accounts of Clariant. Clariant is itself a public company. The preparation of Clariant's financial statements has been delayed principally due to an analysis relating to billing information provided to Clariant by a third-party billing vendor and Clariant's processes for reviewing and interpreting that information in connection with the preparation of Clariant's consolidated financial statements. The analysis has affected the timetable for completion of Clariant's financial statements and the related audit. The billing vendor issue and the delays in the completion of Clariant's financial statements have also contributed to delays in the completion of potential financing arrangements being negotiated by Clariant with several parties, including Safeguard. These delays will prevent the Company from completing the consolidating procedures and preparing the financial and other disclosures necessary to enable the Company to file its Annual Report on Form 10-K for the year ended December 31, 2007 (the "Form 10-K") by the March 17, 2008 due date. As a result of its ongoing analysis of the billing issues described above, Clariant's management has preliminarily concluded that certain credit balances (relating to refunds owed to customers), totaling approximately \$950,000 over a period of multiple quarters, had not been properly recorded in Clariant's consolidated financial statements and that an adjustment to reduce Clariant's revenue and record a liability relating to the impact of these credits was necessary. However, Clariant management's analysis of this matter and its impact on specific reporting periods is still ongoing and subject to change. Clariant's management has determined as a result of this analysis that a material weakness exists in Clariant's internal control over financial reporting. Safeguard has not finalized its determination regarding the impact on management's assessment of internal control over financial reporting at Safeguard in regard to this matter. Financing arrangements have now been finalized as described above in Item 1.01.

In its Annual Report on Form 10-K for the year ended December 31, 2006, Safeguard reported net income of \$71.3 million and \$46.0 million for the fourth quarter and year ended December 31, 2006, respectively. Included in the above results was a net gain of \$83.9 million reported in discontinued operations in connection with Safeguard's sale of its holdings in Mantas, Inc. in October 2006. Safeguard does not anticipate reporting significant income or loss from discontinued operations in the fourth quarter ended December 31, 2007. In addition, during 2007 Safeguard acquired interests in five companies accounted for under the equity method. New holdings in growth-stage companies have resulted in equity losses of \$4.8 million and \$14.1 million in the fourth quarter and year ended December 31, 2007, respectively, compared to \$1.1 million and \$3.3 million in the corresponding periods of 2006. These items represent the most significant anticipated changes in results of operations for the fourth quarter and year ended December 31, 2007 from the corresponding periods in 2006.

The information provided in this Item 2.02 includes forward-looking statements, including statements regarding the timing of the filing of Safeguard's Annual Report on Form 10-K for the period ended December 31, 2007. The factors that could cause actual results to differ materially from those indicated by such forward-looking statements include: longer than expected delays in Clariant's completion of its financial statements and Annual Report on Form 10-K, which could result in longer than expected delays in the filing of Safeguard's Annual Report on Form 10-K. In addition, the statements contained herein represent Safeguard's expectations and beliefs as of the date of this filing. Safeguard anticipates that subsequent events and developments may cause these expectations and beliefs to change. These forward-looking statements should not be relied upon as representing Safeguard's expectations or beliefs as of any date subsequent to the date of this filing.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits

- 10.1 Amended and Restated Senior Subordinated Revolving Credit Agreement dated as of March 14, 2008 by and between Safeguard Delaware, Inc. and Clariant, Inc. (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed on March 17, 2008 by Clariant, Inc. (SEC File No. 000-22677))
 - 10.2 Registration Rights Agreement dated as of March 14, 2008 by and among Safeguard Delaware, Inc., Safeguard Scientifics, Inc., Safeguard Scientifics (Delaware), Inc. and Clariant, Inc. (incorporated by reference to Exhibit 10.2 of the Current Report on Form 8-K filed on March 17, 2008 by Clariant, Inc. (SEC File No. 000-22677))
 - 99.1 Press release dated March 17, 2008
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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.

Dated: March 17, 2008

By: BRIAN J. SISCO
Brian J. Sisko
Senior Vice President and General Counsel

EXHIBIT INDEX

Exhibit No.	Description
10.1	Amended and Restated Senior Subordinated Revolving Credit Agreement dated as of March 14, 2008 by and between Safeguard Delaware, Inc. and Clariant, Inc. (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed on March 17, 2008 by Clariant, Inc. (SEC File No. 000-22677))
10.2	Registration Rights Agreement dated as of March 14, 2008 by and among Safeguard Delaware, Inc., Safeguard Scientifics, Inc., Safeguard Scientifics (Delaware), Inc. and Clariant, Inc. (incorporated by reference to Exhibit 10.2 of the Current Report on Form 8-K filed on March 17, 2008 by Clariant, Inc. (SEC File No. 000-22677))
99.1	Press release dated March 17, 2008

**CONTACT:**

John E. Shave
 Vice President, Investor Relations and Corporate Communications
 Safeguard Scientifics, Inc.
 610.293.0600

**SAFEGUARD SCIENTIFICS TO FILE FORM 12B-25 TO EXTEND FILING DUE DATE OF
 ITS 2007 ANNUAL REPORT ON FORM 10-K**

*Expects to File 10-K within Automatic 15-Day Extension Period;
 Completes \$21 Million Revolving Credit Facility with Majority-Owned Subsidiary, Clariant*

Wayne, PA, March 17, 2008 — Safeguard Scientifics, Inc. (NYSE: SFE), a holding company which builds value in growth-stage technology and life sciences companies, today announced that it is filing a Form 12b-25, Notification of Late Filing, with the Securities and Exchange Commission (SEC) relating to its Annual Report on Form 10-K for the year ended December 31, 2007. This filing automatically extends the March 17, 2008 filing due date for up to 15 calendar days under SEC rules. Safeguard expects to file its Form 10-K with the SEC within this extension period.

Safeguard also announced today that it has completed a \$21 million revolving credit facility with Clariant, Inc. (Nasdaq: CLRT), a majority-owned subsidiary. The facility with Clariant extends and expands the existing facility currently provided to Clariant by Safeguard. Clariant's borrowings under the facility are intended to be used for certain capital expenses, working capital and retiring certain other debt facilities.

Safeguard's Form 10-K is required to include financial and other information concerning Clariant. The preparation of Clariant's financial statements has been delayed principally due to an analysis relating to billing information provided to Clariant by a third-party billing vendor and Clariant's processes for reviewing and interpreting that information in connection with the preparation of Clariant's consolidated financial statements. The analysis has affected the timetable for completion of Clariant's financial statements and the related audit. The billing vendor issue and the delays in the completion of Clariant's financial statements have also contributed to delays in the completion of potential financing arrangements being negotiated by Clariant with several parties, including Safeguard. These delays will prevent Safeguard from completing the consolidating procedures and preparing the financial and other disclosures necessary to enable Safeguard to file its Form 10-K by the March 17, 2008 due date. As a result of its ongoing analysis of the billing issues described above, Clariant's management has preliminarily concluded that certain credit balances (relating to refunds owed to customers), totaling approximately \$950,000 over a period of multiple quarters, had not been properly recorded in Clariant's consolidated financial statements and that an adjustment to reduce Clariant's revenue and record a liability relating to the impact of these credits was necessary. However, Clariant management's analysis of this matter and its impact on specific reporting periods is still ongoing and subject to change. Clariant's management has determined as a result of this analysis that a material weakness exists in Clariant's internal control over financial reporting. Safeguard has not finalized its determination regarding the impact on management's assessment of internal control over financial reporting at Safeguard in regard to this matter. The financing arrangements referred to have now been finalized as referenced above.

In connection with the Form 12b-25 filing, Safeguard also reported that in its Annual Report on Form 10-K for the year ended December 31, 2006, Safeguard reported net income of \$71.3 million and \$46.0 million for the fourth quarter and year ended December 31, 2006, respectively. Included in the above results was a net gain of \$83.9 million reported in discontinued operations in connection with Safeguard's sale of its holdings in Mantas, Inc. in October 2006. Safeguard does not anticipate reporting significant income or loss from discontinued operations in the fourth quarter ended December 31, 2007. In addition, during 2007 Safeguard acquired interests in five companies accounted for under the equity method. New holdings in growth-stage companies have resulted in equity losses of \$4.8 million and \$14.1 million in the fourth quarter and year ended December 31, 2007, respectively, compared to \$1.1 million and \$3.3 million in the corresponding periods of 2006. These items represent the most significant anticipated changes in results of operations for the fourth quarter and year ended December 31, 2007 from the corresponding periods in 2006.

**About Safeguard Scientifics**

Founded in 1953 and based in Wayne, Pennsylvania, Safeguard Scientifics, Inc. (NYSE: SFE) provides growth capital for entrepreneurial and innovative technology and life sciences companies. Safeguard targets technology companies in Software as a Service (SaaS), Technology-Enabled Services and Internet-based Businesses, and life sciences companies in Molecular and Point-of-Care Diagnostics, Medical Devices and Specialty Pharmaceuticals with capital requirements between \$5 and \$50 million. Safeguard participates in expansion financings, corporate spin-outs, management buyouts, recapitalizations, industry consolidations and early-stage financings. www.safeguard.com

Forward-Looking and Cautionary Statements

Except for the historical information and discussions contained herein, statements contained in this release may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Our forward-looking statements are subject to risks and uncertainties. These forward-looking statements that could cause actual results to differ materially, include, among others, longer than expected delays in Clariant's completion of its financial statements and Annual Report on Form 10-K, which could result in longer than expected delays in the filing of the Company's Annual Report on Form 10-K, changes in Clariant's results of operations which could result in changes to Safeguard's consolidated results of operations for 2007 as compared to 2006, and certain other factors described in the Company's filings with the Securities and Exchange Commission. Many of these factors are beyond our ability to predict or control. In addition, as a result of these and other factors, our past financial performance should not be relied on as an indication of future performance. The Company does not assume any obligation to update any forward-looking statements or other information contained in this press release.

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