

SAFEGUARD SCIENTIFICS INC  
Form S-8 POS  
July 28, 2011

As filed with the Securities and Exchange Commission on July 28, 2011

Registration No. 333-145102

**SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Safeguard Scientifics, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Pennsylvania**

(State or Other Jurisdiction of  
Incorporation or Organization)

**23-1609753**

(I.R.S Employer Identification No.)

**435 Devon Park Drive, Building 800  
Wayne, Pennsylvania 19087-1945**

(Address of Principal Executive Offices, including Zip Code)

**2007 Employment Inducement Awards**  
(Full Title of the Plan)

**Brian J. Sisko**

**Senior Vice President and General Counsel  
Safeguard Scientifics, Inc.**

**435 Devon Park Drive, Building 800  
Wayne, PA 19087-1945  
(610) 293-0600**

(Name, Address and Telephone Number, including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and small reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller  
reporting company)

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister 250,000 shares of Common Stock that were subject to stock options that expired unexercised.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Wayne, PA on July 28, 2011.

SAFEGUARD SCIENTIFICS, INC.

By: /s/ Peter J. Boni  
Peter J. Boni  
President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Each person whose signature appears below hereby appoints Peter J. Boni and Stephen T. Zarrilli, and each of them acting individually, as his true and lawful attorneys-in-fact, with full power of substitution and resubstitution, with the authority to execute in the name of each such person, and to file with the Commission, together with any exhibits thereto and other documents therewith, any and all amendments (including post-effective amendments) to this registration statement, and any registration statements filed pursuant to General Instruction E to Form S-8 in respect of this registration statement and any and all amendments thereto (including post-effective amendments and all other related documents) necessary or advisable to enable the Registrant to comply with the Securities Act, and any rules, regulations and requirements of the Commission in respect thereof, which amendments or registration statements may make such other changes in the registration statement as the aforesaid attorney-in-fact executing the same deems appropriate.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Peter J. Boni		July 28, 2011
Peter J. Boni	President, Chief Executive Officer and Director (principal executive officer)	
/s/ Stephen T. Zarrilli		July 28, 2011
Stephen T. Zarrilli	Senior Vice President and Chief Financial Officer (principal financial and accounting officer)	
/s/ Julie A. Dobson		July 28, 2011
Julie A. Dobson	Director	
/s/ Andrew E. Lietz		July 28, 2011
Andrew E. Lietz	Chairman of the Board of Directors	
/s/ George MacKenzie		July 28, 2011
George MacKenzie	Director	
/s/ George D. McClelland		July 28, 2011
George D. McClelland	Director	
/s/ Jack L. Messman		July 28, 2011
Jack L. Messman	Director	
/s/ John J. Roberts		July 28, 2011
John J. Roberts	Director	

/s/ Robert J. Rosenthal

July 28, 2011

Robert J. Rosenthal

Director