

SAFEGUARD SCIENTIFICS INC
Form 8-K
May 27, 2011

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): May 26, 2011

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))

ITEM 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting of shareholders of Safeguard Scientifics, Inc. (the Company) was held on May 26, 2011. As of the Record Date of April 8, 2011, there were 20,667,702 shares of common stock outstanding and entitled to notice of and to vote at the Annual Meeting. The matters voted upon at the Annual Meeting and the results of the voting are set forth below.

Proposal I Election of Directors

Shareholders approved the election of eight directors to serve as directors for a one-year term to expire at the 2012 Annual Meeting. The voting results for this proposal are as follows:

| Nominee | Votes For | Votes | |
|----------------------|------------|----------|------------------|
| | | Withheld | Broker Non-Votes |
| Peter J. Boni | 13,336,001 | 94,270 | 5,255,441 |
| Julie A. Dobson | 13,331,909 | 98,362 | 5,255,441 |
| Andrew E. Lietz | 13,270,819 | 159,452 | 5,255,441 |
| George MacKenzie | 13,331,221 | 99,050 | 5,255,441 |
| George D. McClelland | 13,329,459 | 100,812 | 5,255,441 |
| Jack L. Messman | 13,312,952 | 117,319 | 5,255,441 |
| John J. Roberts | 13,328,973 | 101,298 | 5,255,441 |
| Robert J. Rosenthal | 13,325,153 | 105,118 | 5,255,441 |

Proposal II Ratification of Independent Registered Public Accounting Firm for Fiscal Year 2011

Shareholders ratified the appointment of KPMG LLP to serve as the Company's independent registered public accounting firm for its 2011 fiscal year. The voting results for this proposal are as follows:

| | | |
|------------|---------------|---------|
| Votes For | Votes Against | Abstain |
| 18,515,842 | 95,423 | 74,447 |

Proposal III Advisory Vote Concerning Executive Compensation of the Named Executive Officers

Shareholders approved, on an advisory basis, the Company's compensation of its named executive officers, as disclosed in the Compensation Discussion and Analysis and Executive Compensation sections of the Company's 2011 Annual Meeting Proxy Statement. The voting results for this proposal are as follows:

| | | | |
|------------|---------------|---------|------------------|
| Votes For | Votes Against | Abstain | Broker-Non-Votes |
| 13,114,925 | 270,523 | 44,823 | 5,255,441 |

Proposal IV Advisory Vote on Frequency of Future Advisory Votes Concerning Executive Compensation of the Named Executive Officers

Shareholders approved, on an advisory basis, the Company's proposal to hold future advisory votes on executive compensation of the named executive officers annually. In accordance with the Board of Directors' recommendation and the outcome of this advisory vote, the Company intends to hold the next advisory vote on the compensation of its named executive officers at the Company's 2012 Annual Meeting. The voting results for this proposal are as follows:

| One Year | Two Years | Three Years | Abstain | Broker-Non-Votes |
|------------|-----------|-------------|---------|------------------|
| 12,107,795 | 98,725 | 1,181,498 | 42,253 | 5,255,441 |

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: May 27, 2011

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