SAFEGUARD SCIENTIFICS INC
Form 10-Q
October 28, 2011

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**SECURITIES AND EXCHANGE COMMISSION**
**Washington, DC 20549**
**FORM 10-Q**
**Quarterly Report Pursuant to Section 13 or 15(d)**
**of the Securities Exchange Act of 1934**
**For the Quarter Ended September 30, 2011**
**Commission File Number 1-5620**
**Safeguard Scientifics, Inc.**
**(Exact name of registrant as specified in its charter)**

| | |
|---|---|
| **Pennsylvania** | |
| *(State or other jurisdiction of incorporation or organization)* | **23-1609753**<br>*(I.R.S. Employer ID No.)* |
| **435 Devon Park Drive**<br>**Building 800**<br>**Wayne, PA** | **19087** |
| *(Address of principal executive offices)* | *(Zip Code)* |

**(610) 293-0600**
**Registrant s telephone number, including area code**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes þ No o

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes þ No o

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 smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|---|---|---|---|
| Large accelerated filer o | Accelerated filer þ | Non-accelerated filer o<br>(Do not check if a smaller reporting company) | Smaller reporting company o |

Indicate by check mark whether the Registrant is a shell company (as defined in Exchange Act Rule 12b-2).

Yes o No þ

**Number of shares outstanding as of October 27, 2011**
**Common Stock 20,723,287**

**SAFEGUARD SCIENTIFICS, INC.**
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**SAFEGUARD SCIENTIFICS, INC.**
**CONSOLIDATED BALANCE SHEETS**

| | September 30, 2011 | December 31, 2010 (As Revised, See Note 13) |
|---|---|---|
| | (In thousands except per share data) (Unaudited) | |
| **ASSETS** | | |
| Current Assets: | | |
| Cash and cash equivalents | $ 144,241 | $ 183,419 |
| Cash held in escrow | 6,433 | 6,434 |
| Marketable securities | 121,118 | 42,411 |
| Restricted cash equivalents | 5,137 | 4,893 |
| Prepaid expenses and other current assets | 1,253 | 785 |
| Total current assets | 278,182 | 237,942 |
| Property and equipment, net | 260 | 295 |
| Ownership interests in and advances to partner companies | 117,417 | 60,256 |
| Available-for-sale securities | 5,694 | 25,447 |
| Long-term marketable securities | 15,019 | |
| Long-term restricted cash equivalents | 7,128 | 11,881 |
| Other | 585 | 724 |
| Total Assets | $ 424,285 | $ 336,545 |
| **LIABILITIES AND EQUITY** | | |
| Current Liabilities: | | |
| Convertible senior debentures current | $ | $ 31,289 |
| Accounts payable | 238 | 493 |
| Accrued compensation and benefits | 3,495 | 4,168 |
| Accrued expenses and other current liabilities | 4,033 | 4,223 |
| Total current liabilities | 7,766 | 40,173 |
| Other long-term liabilities | 4,133 | 5,311 |
| Convertible senior debentures non-current | 45,531 | 44,630 |
| Commitments and contingencies | | |
| Equity: | | |
| Preferred stock, $0.10 par value; 1,000 shares authorized | | |
| Common stock, $0.10 par value; 83,333 shares authorized; 20,728 and 20,630 shares issued and outstanding in 2011 and 2010, respectively | 2,073 | 2,063 |
| Additional paid-in capital | 810,404 | 806,859 |
| Accumulated deficit | (440,171) | (575,307) |

| | | | | |
|---|---|---|---|---|
| Accumulated other comprehensive income | | (5,451) | | 12,816 |
| Total equity | | 366,855 | | 246,431 |
| Total Liabilities and Equity | $ | 424,285 | $ | 336,545 |

See Notes to Consolidated Financial Statements.

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**SAFEGUARD SCIENTIFICS, INC.**
**CONSOLIDATED STATEMENTS OF OPERATIONS**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2011 | 2010 (As Revised, See Note 13) | 2011 | 2010 (As Revised, See Note 13) |
| | (In thousands except per share data) (Unaudited) | | | |
| General and administrative expense | $ 5,100 | $ 4,256 | $ 15,554 | $ 13,999 |
| Operating loss | (5,100) | (4,256) | (15,554) | (13,999) |
| Other income (loss), net | (324) | 8,144 | (1,391) | 11,255 |
| Interest income | 278 | 180 | 969 | 516 |
| Interest expense | (1,445) | (1,674) | (4,522) | (4,061) |
| Equity income (loss) | 28,922 | (1,798) | 155,634 | (12,243) |
| Net income (loss) before income taxes | 22,331 | 596 | 135,136 | (18,532) |
| Income tax expense (benefit) | | | | |
| Net income (loss) | $ 22,331 | $ 596 | $ 135,136 | $ (18,532) |
| Net income (loss) per share: | | | | |
| Basic | $ 1.07 | $ 0.03 | $ 6.52 | $ (0.90) |
| Diluted | $ 0.98 | $ 0.03 | $ 5.68 | $ (0.90) |
| Average shares used in computing income (loss) per share: | | | | |
| Basic | 20,790 | 20,583 | 20,737 | 20,502 |
| Diluted | 24,291 | 21,403 | 24,573 | 20,502 |

See Notes to Consolidated Financial Statements.

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**SAFEGUARD SCIENTIFICS, INC.**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2011 | 2010 |
| | (In thousands) (Unaudited) | |
| **Cash Flows from Operating Activities:** | | |
| Net cash used in operating activities | $ (13,584) | $ (12,276) |
| **Cash Flows from Investing Activities:** | | |
| Proceeds from sales of and distributions from companies and funds | 171,167 | 2,760 |
| Advances to partner companies | (3,150) | (6,116) |
| Repayment of advances to partner companies | 5,000 | 1,300 |
| Acquisitions of ownership interests in partner companies and funds | (74,692) | (18,584) |
| Increase in marketable securities | (160,032) | (33,294) |
| Decrease in marketable securities | 66,306 | 45,966 |
| Investment in restricted cash equivalents for interest on convertible senior debentures | | (18,864) |
| Capital expenditures | (58) | (57) |
| Proceeds from sale of discontinued operations, net | 1 | 477 |
| Other, net | 107 | |
| Net cash provided by (used in) investing activities | 4,649 | (26,412) |
| **Cash Flows from Financing Activities:** | | |
| Repurchase of convertible senior debentures | (30,848) | |
| Issuance of Company common stock, net | 605 | 1,013 |
| Costs on exchange of convertible senior debentures | | (866) |
| Net cash provided by (used in) financing activities | (30,243) | 147 |
| Net Decrease in Cash and Cash Equivalents | (39,178) | (38,541) |
| Cash and Cash Equivalents at beginning of period | 183,419 | 67,347 |
| Cash and Cash Equivalents at end of period | $ 144,241 | $ 28,806 |

See Notes to Consolidated Financial Statements.

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**SAFEGUARD SCIENTIFICS, INC.**
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

| | Total | Accumulated deficit | Accumulated other comprehensive income (loss) | Common stock Shares | Common stock Amount | Additional paid-in capital |
|---|---|---|---|---|---|---|
| | | | (In thousands) (unaudited) | | | |
| **Balance December 31, 2010 (As Revised, See Note 13)** | $ 246,431 | $ (575,307) | $ 12,816 | 20,630 | $ 2,063 | $ 806,859 |
| Net income | 135,136 | 135,136 | | | | |
| Stock options exercised, net | 605 | | | 74 | 8 | 597 |
| Issuance of restricted stock, net | 105 | | | 24 | 2 | 103 |
| Stock-based compensation expense | 2,845 | | | | | 2,845 |
| Other comprehensive loss | (18,267) | | (18,267) | | | |
| **Balance September 30, 2011** | $ 366,855 | $ (440,171) | $ (5,451) | 20,728 | $ 2,073 | $ 810,404 |

See Notes to Consolidated Financial Statements.

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**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

## 1. GENERAL

The accompanying unaudited interim Consolidated Financial Statements of Safeguard Scientifics, Inc. (the Company ) were prepared in accordance with accounting principles generally accepted in the United States of America and the interim financial statement rules and regulations of the SEC. In the opinion of management, these statements include all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the Consolidated Financial Statements. The interim operating results are not necessarily indicative of the results for a full year or for any interim period. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations relating to interim financial statements. The Consolidated Financial Statements included in this Form 10-Q should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Form 10-Q and included together with the Company s Consolidated Financial Statements and Notes thereto included in the Company s 2010 Annual Report on Form 10-K.

## 2. BASIS OF PRESENTATION

The Company s Consolidated Financial Statements included the accounts of Clarient Inc. ( Clarient ) in continuing operations through May 14, 2009, the date of its deconsolidation. Clarient was acquired by GE Healthcare in December 2010. The Company had elected to apply the fair value option to account for its retained interest in Clarient upon deconsolidation. Unrealized gains and losses on the mark-to-market of its holdings in Clarient and realized gains and losses on the sale of any of its holdings in Clarient were recognized in Other income (loss), net in the Consolidated Statement of Operations for all periods subsequent to the date that Clarient was deconsolidated through the date of its disposition.

The Company s ownership interests in Tengion, Inc. ( Tengion ) and NuPathe, Inc. ( NuPathe ) are accounted for as available-for-sale securities following Tengion s and NuPathe s completion of initial public offerings in April 2010 and August 2010, respectively. Available-for-sale securities are carried at fair value, based on quoted market prices, with the unrealized gains and losses, net of tax, reported as a separate component of equity. Unrealized losses are charged against net income (loss) when a decline in the fair value is determined to be other than temporary.

In February 2011, the Company increased its ownership interest in MediaMath, Inc. ( MediaMath ) to 22.4%, a threshold at which the Company believes it exercises significant influence. Accordingly, the Company adopted the equity method of accounting for its holdings in MediaMath. The Company has adjusted the financial statements for all prior periods presented to retrospectively apply the equity method of accounting for its holdings in MediaMath since the initial date of acquisition in July 2009 (see Note 13).

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**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**3. OWNERSHIP INTERESTS IN AND ADVANCES TO PARTNER COMPANIES**

The following summarizes the carrying value of the Company s ownership interests in and advances to partner companies and private equity funds.

| | September 30, 2011 | December 31, 2010 |
|---|---|---|
| | (In thousands) (Unaudited) | |
| Equity Method: | | |
| Partner companies | $ 105,359 | $ 50,561 |
| Private equity funds | 5,860 | 2,265 |
| | 111,219 | 52,826 |
| Cost Method: | | |
| Private equity funds | 2,984 | 2,908 |
| Advances to partner companies | 3,214 | 4,522 |
| | $ 117,417 | $ 60,256 |
| Available-for-sale securities | $ 5,694 | $ 25,447 |

In the third quarter of 2011, Portico Systems, Inc. ( Portico ), formerly an equity method partner company was acquired by McKesson . The Company received cash proceeds in exchange for its equity interests of approximately $32.8 million, excluding $3.4 million which will be held in escrow for a period of one year. In addition, depending on the achievement of certain milestones, the Company may receive an additional $1.9 million after a period of one year. Portico also repaid its mezzanine loan facility with the Company in the principal amount of $5.0 million in connection with the transaction. The Company recorded a gain of $35.4 million on the transaction which is recorded in Equity income (loss) in the Consolidated Statement of Operations.

In the second quarter of 2011, Advanced BioHealing, Inc. ( Advanced BioHealing ), formerly an equity method partner company, was acquired by Shire plc, resulting in net sale proceeds to the Company of $137.9 million, excluding cash held in escrow of $7.6 million. The Company recognized a gain on sale of $129.0 million which is reflected in Equity income (loss) in the Consolidated Statement of Operations.

The Company recognized an impairment charge of $1.4 million related to SafeCentral, Inc. in the first quarter of 2011 which is reflected in Equity income (loss) in the Consolidated Statement of Operations for the nine months ended September 30, 2011, due to modifications to the strategic direction of the business and changes in executive management at SafeCentral.

The Company recognized an impairment charge of $0.4 million in the third quarter of 2011 which is reflected in Other income (loss), net, in the Consolidated Statements of Operations, representing the unrealized loss on the mark-to-market of its ownership interest in Tengion, which was previously recorded as a separate component of equity. The Company had previously recognized impairment charges of $0.3 million and $0.8 million in the first and second quarters of 2011, respectively. Following the impairment charge, the Company s adjusted cost basis in Tengion was $0.3 million. The Company determined that the decline in the value of its public holdings in Tengion was other than temporary. The Company also recognized impairment charges on its holdings in Tengion of $2.1 million and

$1.1 million in the first and third quarters of 2010 respectively.

For the three and nine months ended September 30, 2010 the Company recognized unrealized gains of $9.2 million and $22.4 million, respectively, on the mark-to-market of its holdings in Clarient which is included in Other income (loss), net in the Consolidated Statements of Operations.

**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**4. ACQUISITION OF INTERESTS IN PARTNER COMPANIES AND FUNDS**

In September 2011, the Company acquired a 30.1% ownership interest in Putney, Inc. ( Putney ) for $10.0 million. Putney is a specialty pharmaceutical company focused on providing generic medicines for pets. The Company accounts for its interest in Putney under the equity method. The difference between the Company s cost and its interest in the underlying net assets of Putney was preliminarily allocated to intangible assets and goodwill as reflected in the carrying value in Ownership interests in and advances to partner companies on the Consolidated Balance Sheets.

In August 2011, the Company acquired a 36% ownership interest in Penn Mezzanine for $3.9 million. Penn Mezzanine is a mezzanine lender focused on lower middle-market, Mid-Atlantic companies. The Company expects to deploy up to $26.1 million over a several year period in lending opportunities that meet certain predefined criteria alongside existing and future Penn Mezzanine funds. The Company accounts for its interest in Penn Mezzanine under the equity method of accounting.

In August 2011, the Company funded $2.4 million of a convertible bridge loan to Swap.com. The Company had previously deployed an aggregate of $8.1 million in Swap.com and currently maintains a 45.6% ownership interest. Swap.com is an internet based business that enables users to trade books, music, movies, video games and fashion using its proprietary trade matching software. The Company accounts for its interest in Swap.com under the equity method. The difference between the Company s cost and its interest in the underlying net assets of Swap.com was allocated to intangible assets and goodwill as reflected in the carrying value in Ownership interests in and advances to partner companies on the Consolidated Balance Sheets.

In July 2011, the Company purchased $1.2 million of common shares and maintains a 22.5% interest in MediaMath, Inc. ( MediaMath ). In February 2011, the Company deployed $9.0 million in MediaMath. In conjunction with this funding, the Company s ownership interest in MediaMath increased from 17.3% to 22.4%, a threshold at which the Company believes it exercises significant influence. Accordingly, the Company adopted the equity method of accounting for its holdings in MediaMath. See Note 13 regarding the change in accounting treatment for the Company s holdings in MediaMath from the cost method to the equity method. The Company previously had acquired an interest in MediaMath in July 2009 for $6.7 million. MediaMath is an online media trading company that enables advertising agencies and their advertisers to optimize their ad spending across various exchanges through its proprietary algorithmic bidding platform and data integration technology. The difference between the Company s cost and its interest in the underlying net assets of MediaMath was preliminarily allocated to intangible assets and goodwill as reflected in the carrying value in Ownership interests in and advances to partner companies on the Consolidated Balance Sheets.

In June 2011, the Company acquired a 31.7% ownership interest in NovaSom, Inc. ( NovaSom ) for $20.0 million. NovaSom provides diagnostic devices and services for home testing and evaluation of sleep-disordered breathing, including obstructive sleep apnea. The Company accounts for its interest in NovaSom under the equity method. The difference between the Company s cost and its interest in the underlying net assets of NovaSom was preliminarily allocated to intangible assets and goodwill as reflected in the carrying value in Ownership interests in and advances to partner companies on the Consolidated Balance Sheets.

In April 2011, the Company acquired a 24.7% ownership interest in PixelOptics Inc. ( PixelOptics ) for $25.0 million. PixelOptics provides electronic corrective eyeglasses designed to substantially reduce or eliminate the visual distortion and other limitations associated with multifocal lenses. The Company accounts for its interest in PixelOptics under the equity method. The difference between the Company s cost and its interest in the underlying net assets of PixelOptics was preliminarily allocated to intangible assets and goodwill as reflected in the carrying value in Ownership interests in and advances to partner companies on the Consolidated Balance Sheets.

In April 2011, the Company funded $0.8 million of a convertible bridge loan to Alverix, Inc. ( Alverix ). The Company previously deployed an aggregate of $6.3 million in Alverix and currently maintains a 49.6% ownership interest. Alverix provides next-generation instrument and connectivity platforms for diagnostic Point-of-Care (POC) testing. The Company accounts for its holdings in Alverix under the equity method. The difference between the Company s cost and its interest in the underlying net assets of Alverix was allocated to intangible assets and goodwill as reflected in the carrying value in Ownership interests in and advances to partner companies on the Consolidated Balance Sheets.

In February 2011, the Company acquired a 30.7% ownership interest in ThingWorx, Inc. ( ThingWorx ) for $5.0 million. ThingWorx offers a platform designed to accelerate the development of applications connecting people, systems and devices. The Company accounts for its holdings in ThingWorx under the equity method. The difference between the Company s cost and its interest in the underlying net assets of ThingWorx was preliminarily allocated to intangible assets and goodwill as reflected in the carrying value in Ownership interests in and advances to partner companies on the Consolidated Balance Sheets.

**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

### 5. FAIR VALUE MEASUREMENTS

The Company categorizes its financial instruments into a three-level fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure fair value fall within different levels of the hierarchy, the category level is based on the lowest priority level input that is significant to the fair value measurement of the instrument. Financial assets recorded at fair value on the Company s Consolidated Balance Sheets are categorized as follows:

Level 1 Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
Level 2 Include other inputs that are directly or indirectly observable in the marketplace.
Level 3 Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

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**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table provides the assets and liabilities measured at fair value on a recurring basis as of September 30, 2011 and December 31, 2010:

| | Carrying Value | Fair Value Measurement at September 30, 2011 | | |
|---|---|---|---|---|
| | | Level 1 | Level 2 | Level 3 |
| | | (in thousands) (unaudited) | | |
| Cash and cash equivalents | $ 144,241 | $ 144,241 | $ | $ |
| Cash held in escrow | $ 6,433 | $ 6,433 | $ | $ |
| Restricted cash equivalents | $ 12,265 | $ 12,265 | $ | $ |
| Available-for-sale securities | $ 5,694 | $ 5,694 | $ | $ |
| Marketable securities - held-to-maturity: | | | | |
| Commercial paper | $ 41,740 | $ 41,740 | $ | $ |
| U.S. Treasury Bills | 27,593 | 27,593 | | |
| Government agency bonds | 55,178 | 55,178 | | |
| Certificates of deposit | 11,626 | 11,626 | | |
| | $ 136,137 | $ 136,137 | $ | $ |

| | Carrying Value | Fair Value Measurement at December 31, 2010 | | |
|---|---|---|---|---|
| | | Level 1 | Level 2 | Level 3 |
| | | (in thousands) (unaudited) | | |
| Cash and cash equivalents | $ 183,419 | $ 183,419 | $ | $ |
| Cash held in escrow | $ 6,434 | $ 6,434 | $ | $ |
| Restricted cash equivalents | $ 16,774 | $ 16,774 | $ | $ |
| Available-for-sale securities | $ 25,447 | $ 25,447 | $ | $ |
| Marketable securities - held-to-maturity: | | | | |
| Commercial paper | $ 27,362 | $ 27,362 | $ | $ |
| U.S. Treasury Bills | 12,053 | 12,053 | | |
| Certificates of deposit | 2,996 | 2,996 | | |
| | $ 42,411 | $ 42,411 | $ | $ |

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**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

As of September 30, 2011, $121.1 million of marketable securities had contractual maturities which were less than one year and $15.0 million of marketable securities had contractual maturities greater than one year. Held-to-maturity securities are carried at amortized cost, which, due to the short-term maturity of these instruments, approximates fair value using quoted prices in active markets for identical assets or liabilities defined as Level 1 inputs under the fair value hierarchy.

The Company s holdings in Clarient during the three months and nine ended September 30, 2010 were measured at fair value using quoted prices for Clarient s common stock as traded on the NASDAQ Capital Market, which is considered a Level 1 input under the valuation hierarchy.

The Company accounts for its holdings in Tengion as available-for-sale securities. The Company recognized impairment charges of $0.4 million, $0.3 million and $0.8 million in the third, second and first quarters of 2011, respectively, representing the unrealized losses on the mark-to-market of its ownership interest in Tengion which were previously recorded as a separate component of equity. As of September 30, 2011, the Company s adjusted cost basis in available-for-sale securities of Tengion was $0.3 million. The value of the Company s holdings in Tengion was measured by reference to quoted prices for Tengion s common stock as traded on the NASDAQ Capital Market, which is considered a Level 1 input under the valuation hierarchy.

The Company recognized an impairment charge of $1.4 million related to SafeCentral in the first quarter of 2011 measured as the amount by which SafeCentral s carrying value exceeded its estimated fair value. The fair market value of SafeCentral was determined based on Level 3 inputs as defined above.

The Company accounts for its holdings in NuPathe as available-for-sale securities. As of September 30, 2011, the Company s adjusted cost basis in available-for-sale securities of NuPathe was $10.8 million. As of September 30, 2011 the Company s holdings of available-for-sale securities in NuPathe had generated an unrealized loss of $5.5 million. The value of the Company s holdings in NuPathe was measured by reference to quoted prices for NuPathe s common stock as traded on the NASDAQ Capital Market, which is considered a Level 1 input under the valuation hierarchy.

**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**6. COMPREHENSIVE INCOME (LOSS)**

Comprehensive income (loss) is the change in equity of a business enterprise from transactions and other events and circumstances from non-owner sources. Excluding net income (loss), the Company s sources of comprehensive income (loss) were from changes in fair value of available-for-sale securities.

The following summarizes the components of comprehensive income (loss):

| | Three Months ended September 30, | | Nine Months ended September 30, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) (unaudited) | | | |
| Net income (loss) | $ 22,331 | $ 596 | $ 135,136 | $ (18,532) |
| Other comprehensive income (loss), before taxes: | | | | |
| Unrealized net income (loss) on available-for-sale securities | (14,552) | 7,885 | (19,787) | 7,131 |
| Reclassification adjustment for other than temporary impairment of available-for-sale securities included in net income (loss) | 389 | 1,108 | 1,520 | 1,108 |
| Total comprehensive income (loss) | $ 8,168 | $ 9,589 | $ 116,869 | $ (10,293) |

The Company accounts for its holdings in NuPathe and Tengion as available-for-sale securities. The Company recorded unrealized net losses of $14.2 million and $18.3 million associated with available-for-sale securities as a separate component of equity in the three and nine months ended September 30, 2011, respectively. The Company reclassified $0.4 million and $1.5 million in unrealized losses associated with Tengion in the three and nine months ended September 30, 2011, respectively, as a result of management s determination that the security was impaired on an other than temporary basis.

As of September 30, 2011, the Company had recorded a loss in other comprehensive income of $5.5 million associated with its holdings in NuPathe. During the quarter, NuPathe experienced a decline in its stock price below the Company s adjusted basis. Such decline occurred after the receipt of a Complete Response Letter from the U.S. Food and Drug Administration ( FDA ) regarding the New Drug Application for its migraine patch in August 2011. NuPathe has scheduled an end-of review meeting with the FDA for November 2011 and has publicly stated that it believes it has or will shortly have sufficient data to answer the FDA s questions at which time it will reestablish a timeline for launch of its migraine patch. Given the short period of time the stock price has been below the Company s adjusted basis, and the Company s expectations regarding NuPathe, management currently believes that the impairment associated with NuPathe is temporary.

**7. CONVERTIBLE DEBENTURES AND CREDIT ARRANGEMENTS**

The carrying values of the Company s convertible senior debentures were as follows:

| | September 30, 2011 | December 31, 2010 |
|---|---|---|
| | (In thousands) (Unaudited) | |
| Convertible senior debentures due 2014 | $ 45,090 | $ 44,630 |
| Convertible senior debentures due 2024 | 441 | 31,289 |

| | | | | |
|---|---|---|---|---|
| | | 45,531 | | 75,919 |
| Less: current portion | | | | (31,289) |
| Convertible senior debentures non-current | $ | 45,531 | $ | 44,630 |

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**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Convertible Senior Debentures due 2024***

In 2004, the Company issued an aggregate of $150 million in face value of convertible senior debentures with a stated maturity date of March 15, 2024 (the 2024 Debentures ). The Company has $0.4 million of the 2024 Debentures outstanding at September 30, 2011. On March 21, 2011, the Company repurchased $30.8 million of the 2024 Debentures as required by the 2024 Debenture holders. Interest on the 2024 Debentures is payable semi-annually. At the debentures holders option, the 2024 Debentures are convertible into the Company s common stock through March 14, 2024, subject to certain conditions. The adjusted conversion rate of the debentures is $43.3044 of principal amount per share. The closing price of the Company s common stock at September 30, 2011 was $15.00. The remaining 2024 Debentures holders have the right to require the Company to repurchase the 2024 Debentures on March 20, 2014 or March 20, 2019 at a repurchase price equal to 100% of their face amount, plus accrued and unpaid interest. In limited circumstances, the Company has the right to redeem all or some of the 2024 Debentures.

At September 30, 2011, the fair value of the $0.4 million outstanding 2024 Debentures approximated their carrying value based on quoted market prices as of such date.

***Convertible Senior Debentures due 2014***

In March 2010, the Company issued an aggregate of $46.9 million in face value of convertible senior debentures with a stated maturity of March 15, 2014 (the 2014 Debentures ). Interest on the 2014 Debentures is payable semi-annually on March 15 and September 15. In the first quarter of 2010, as required under the terms of the 2014 Debentures, the Company placed approximately $19.0 million in a restricted escrow account to make all scheduled interest payments on the 2014 Debentures through their maturity. In the first and third quarters of 2011, interest payments of $2.4 million were made out of the restricted escrow account and are considered non-cash investing activities. Including accrued interest, a total of $12.3 million was reflected in Restricted cash equivalents on the Consolidated Balance Sheet at September 30, 2011, of which $5.1 million was classified as a current asset.

At the debentures holders option, the 2014 Debentures are convertible into the Company s common stock at anytime after March 15, 2013; and, prior to March 15, 2013, under any of the following conditions:

- during any fiscal quarter commencing after June 30, 2010 if the closing sale price per share of Company common stock is greater than or equal to 120% of the conversion price for at least 20 trading days during the period of 30 trading days ending on the last day of the preceding fiscal quarter;

- during the five day period immediately following any 10 consecutive trading day period in which the trading price per $1,000 principal amount of 2014 Debentures for each trading day of such period was less than 100% of the product of the closing sale price per share of Company common stock multiplied by the conversion rate on each such trading day;

- If a fundamental change (as defined) occurs, including sale of all or substantially all of the Company s common stock or assets, liquidation, dissolution or a change in control.

The conversion price is $16.50 of principal amount per share, equivalent to a conversion rate of 60.6061 shares of Company common stock per $1,000 principal amount of the 2014 Debentures. The closing price of the Company s common stock at September 30, 2011 was $15.00. The 2014 Debentures holders have the right to require repurchase of the 2014 Debentures upon a fundamental change, including sale of all or substantially all of the Company s common stock or assets, liquidation, dissolution or a change in control or the delisting of the Company s common stock from the New York Stock Exchange if the Company were unable to obtain a listing for its common stock on another national or regional securities exchange. None of the above conditions required for conversion were met as of September 30, 2011.

**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company may mandatorily convert all or some of the 2014 Debentures at any time after March 15, 2012 if the closing sale price per share of Company common stock exceeds 130% of the conversion price for at least 20 trading days in a period of 30 consecutive trading days. If the Company elects to mandatorily convert any of the 2014 Debentures, the Company will be required to pay any interest that would have accrued and become payable on the debentures through their maturity. Upon a conversion of the 2014 Debentures, the Company has the right to settle the conversion in stock, cash or a combination thereof.

Because the 2014 Debentures may be settled in cash or partially in cash upon conversion, the Company separately accounts for the liability and equity components of the 2014 Debentures. The carrying amount of the liability component was determined at the exchange date by measuring the fair value of a similar liability that does not have an associated equity component. The carrying amount of the equity component represented by the embedded conversion option was determined by deducting the fair value of the liability component from the carrying value of the 2014 Debentures as a whole at the exchange date. The carrying value of the 2014 Debentures as a whole at the exchange date was equal to their fair value of $55.2 million determined using a convertible bond valuation model. At September 30, 2011, the fair value of the $46.9 million outstanding 2014 Debentures was approximately $58.2 million based on quoted market prices as of such date. At September 30, 2011, the carrying amount of the equity component was $10.8 million, the principal amount of the liability component was $46.9 million, the unamortized discount was $1.8 million and the net carrying value of the liability component was $45.1 million. The Company is amortizing the excess of the face value of the 2014 Debentures over their carrying value to interest expense over their term. The effective interest rate on the 2014 Debentures is 12.5%.

***Credit Arrangements***

The Company is party to a loan agreement which provides it with a revolving credit facility in the maximum aggregate amount of $50 million in the form of borrowings, guarantees and issuances of letters of credit (subject to a $20 million sublimit). Actual availability under the credit facility is based on the amount of cash maintained at the lending bank as well as the value of the Company s public and private partner company interests. This credit facility bears interest at the prime rate for outstanding borrowings, subject to an increase in certain circumstances. Other than for limited exceptions, the Company is required to maintain all of its depository and operating accounts and the lesser of $80 million or 75% of its investment and securities accounts at the lending bank. The credit facility, as amended December 31, 2010, matures on December 31, 2012. Under the credit facility, the Company provided a $6.3 million letter of credit expiring on March 19, 2019 to the landlord of CompuCom Systems, Inc. s Dallas headquarters which has been required in connection with the sale of CompuCom Systems in 2004. Availability under the Company s revolving credit facility at September 30, 2011 was $43.7 million.

**8. STOCK-BASED COMPENSATION**

Stock-based compensation expense was recognized in the Consolidated Statements of Operations as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) (unaudited) | | (In thousands) (unaudited) | |
| General and administrative expense | $ 844 | $ 775 | $ 2,845 | $ 2,592 |
| | $ 844 | $ 775 | $ 2,845 | $ 2,592 |

The fair value of the Company s stock-based awards to employees was estimated at the date of grant using the Black-Scholes option-pricing model. The risk-free rate was based on the U.S. Treasury yield curve in effect at the end of the quarter in which the grant occurred. The expected term of stock options granted was estimated using the historical exercise behavior of employees. Expected volatility was based on historical volatility measured using weekly price observations of the Company s common stock for a period equal to the stock option s expected term.

**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

At September 30, 2011, the Company had outstanding options that vest based on three different types of vesting schedules:

1) Market-based;

2) performance-based; and

3) service-based.

Market-based awards entitle participants to vest in a number of options determined by achievement by the Company of certain target market capitalization increases (measured by reference to stock price increases on a specified number of outstanding shares) over an eight-year period. The requisite service periods for the market-based awards are based on the Company s estimate of the dates on which the market conditions will be met as determined using a Monte Carlo simulation model. Compensation expense is recognized over the requisite service periods using the straight-line method but is accelerated if market capitalization targets are achieved earlier than estimated. During the nine months ended September 30, 2011 and 2010, respectively, the Company did not issue any market-based options to employees. During the nine months ended September 30, 2011 and 2010, respectively, 110 thousand and 11 thousand options vested based on achievement of market capitalization targets. The Company recorded compensation expense related to market-based options of $0.3 million and $0.4 million for the three months ended September 30, 2011 and 2010, respectively and $1.2 million for both the nine months ended September 30, 2011 and 2010. Depending on the Company s stock performance, the maximum number of unvested shares at September 30, 2011 attainable under these option grants was 1.1 million shares.

Performance-based awards entitle participants to vest in a number of awards determined by achievement by the Company of target capital returns based on net cash proceeds received by the Company on the sale, merger or other exit transaction of certain identified partner companies. Vesting may occur, if at all, once per year. The requisite service periods for the performance-based awards are based on the Company s estimate of when the performance conditions will be met. During the nine months ended September 30, 2011 and 2010, respectively, the Company issued 193 thousand and zero performance-based options to employees. During the nine months ended September 30, 2011 and 2010 respectively, 56 thousand and zero performance-based options vested. Compensation expense is recognized for performance-based awards for which the performance condition is considered probable of achievement. Compensation expense is recognized over the requisite service periods using the straight-line method but is accelerated if capital return targets are achieved earlier than estimated. The Company recorded compensation expense related to performance-based options of $0.1 million and $0.0 million for the three months ended September 30, 2011 and 2010, respectively and $0.3 million and $0.1 million for the nine months ended September 30, 2011 and 2010, respectively. The maximum number of unvested shares at September 30, 2011 attainable under these option grants was 756 thousand shares.

All other outstanding options are service-based awards that generally vest over four years after the date of grant and expire eight years after the date of grant. Compensation expense is recognized over the requisite service period using the straight-line method. The requisite service period for service-based awards is the period over which the award vests. During the nine months ended September 30, 2011 and 2010, respectively, the Company issued 121 thousand and 45 thousand service-based options to employees. The Company recorded compensation expense related to service-based options of $0.2 million for both the three months ended September 30, 2011 and 2010, and $0.7 million and $0.8 million for the nine months ended September 30, 2011 and 2010, respectively.

During the nine months ended September 30, 2011 and 2010, respectively, the Company issued 61 thousand and zero performance-based stock units to employees which vest based on achievement by the Company of target capital returns based on net cash proceeds received by the Company on the sale, merger or other exit transaction of certain identified partner companies, as described above related to performance-based option awards. Performance-based stock units represent the right to receive shares of the Company s common stock, on a one-for-one basis. During the nine months ended September 30, 2011 and 2010, respectively, the Company issued 20 thousand and zero restricted shares to employees. The restricted shares issued vest 25% on the first anniversary of grant and the remaining 75% thereafter in equal monthly installments over the next two or three years, as applicable.

During the nine months ended September 30, 2011 and 2010, respectively, the Company issued 25 thousand and 29 thousand deferred stock units to non-employee directors for annual service grants or fees earned during the preceding quarter. Deferred stock units issued in lieu of directors fees are 100% vested at the grant date; matching deferred stock units equal to 25% of directors fees deferred vest one year following the grant date or, if earlier, upon reaching age 65. Deferred stock units are payable in stock on a one-for-one basis. Payments related to the deferred stock units are generally distributable following termination of employment or service, death or permanent disability.

Total compensation expense for deferred stock units, performance-based stock units and restricted stock was approximately $0.2 million and $0.1 million for the three months ended September 30, 2011 and 2010, respectively, and $0.6 million and $0.5 million for the nine months ended September 30, 2011 and 2010, respectively.

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**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

### 9. INCOME TAXES

The Company s consolidated income tax benefit (expense) was $0.0 million for both the three and nine months ended September 30, 2011 and 2010.

During the nine months ended September 30, 2011, the Company generated tax expense of $53.4 million on the sales of its holdings in Advanced BioHealing and Portico, which was entirely offset by capital loss carryforwards and net operating loss carryforwards which had been reduced by a full valuation allowance.

The Company has recorded a valuation allowance to reduce its net deferred tax asset to an amount that is more likely than not to be realized in future years. Accordingly, the income tax expense that would have been recognized in the nine months ended September 30, 2011 and the benefit of the net operating loss that would have been recognized in the nine months ended September 30, 2010 were offset by changes in the valuation allowance.

During the nine months ended September 30, 2011, the Company had no material changes in uncertain tax positions.

**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**10. NET INCOME (LOSS) PER SHARE**

The calculations of net income (loss) per share were as follows:

| | Three Months Ended September 30, 2011 | Three Months Ended September 30, 2010 | Nine Months Ended September 30, 2011 | Nine Months Ended September 30, 2010 |
|---|---|---|---|---|
| | (In thousands except per share data) (unaudited) | | | |
| **Basic:** | | | | |
| Net income (loss) | $ 22,331 | $ 596 | $ 135,136 | $ (18,532) |
| Average common shares outstanding | 20,790 | 20,583 | 20,737 | 20,502 |
| Net income (loss) per share | $ 1.07 | $ 0.03 | $ 6.52 | $ (0.90) |
| **Diluted:** | | | | |
| Net income (loss) | $ 22,331 | $ 596 | $ 135,136 | $ (18,532) |
| Interest on convertible senior debentures | 1,391 | | 4,353 | |
| Net income (loss) for dilutive share computation | $ 23,722 | $ 596 | $ 139,489 | $ (18,532) |
| Number of shares used in basic per share computation | 20,790 | 20,583 | 20,737 | 20,502 |
| Effect of dilutive securities: | | | | |
| Convertible senior debentures | 2,855 | | 3,061 | |
| Unvested restricted stock and DSUs | 46 | 96 | 68 | |
| Employee stock options | 600 | 724 | 707 | |
| Average common shares outstanding | 24,291 | 21,403 | 24,573 | 20,502 |
| Net income (loss) per share | $ 0.98 | $ 0.03 | $ 5.68 | $ (0.90) |

**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Basic and diluted average common shares outstanding for purposes of computing net income (loss) per share includes outstanding common shares and vested deferred stock units (DSUs).

If a consolidated or equity method partner company has dilutive stock options, unvested restricted stock, DSUs, warrants or other securities outstanding, diluted net income (loss) per share is computed by first deducting from net income (loss), the income attributable to the potential exercise of the dilutive securities of the company. This impact is shown as an adjustment to net income (loss) for purposes of calculating diluted net income (loss) per share.

The following potential shares of common stock and their effects on income were excluded from the diluted net income (loss) per share calculation for the three months ended September 30, 2011 and 2010 because their effect would be anti-dilutive:

At September 30, 2011 and 2010 options to purchase 0.2 million and 0.7 million shares of common stock, respectively, at prices ranging from $10.10 to $21.36, were excluded from the calculations.

At September 30, 2011 and 2010, unvested restricted stock units, performance stock units and DSUs convertible into 0.2 million and 0.1 million shares of stock, respectively, were excluded from the calculations.

At September 30, 2010, 0.7 million shares related to the Company s 2024 Debentures (see Note 7), representing the effect of assumed conversion of the 2024 Debentures, were excluded from the calculations.

At September 30, 2010, 2.8 million shares related to the Company s 2014 Debentures (see Note 7) representing the effect of assumed conversion of the 2014 Debentures, were excluded from the calculations.

The following potential shares of common stock and their effects on income were excluded from the diluted net income (loss) per share calculation for the nine months ended September 30, 2011 and 2010 because their effect would be anti-dilutive:

At September 30, 2011 and 2010 options to purchase 0.1 million and 3.2 million shares of common stock at prices ranging from $10.10 to $21.36 per share, were excluded from the calculations.

At September 30, 2011 and 2010, unvested restricted stock units, performance stock units and DSUs convertible into 0.1 million shares of stock, were excluded from the calculations.

At September 30, 2010, 0.7 million shares related to the Company s 2024 Debentures (see Note 7), representing the effect of assumed conversion of the 2024 Debentures, were excluded from the calculations.

At September 30, 2010, 2.8 million shares related to the Company s 2014 Debentures (see Note 7), representing the effect of assumed conversion of the 2014 Debentures, were excluded from the calculations.

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**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

### 11. OPERATING SEGMENTS

As discussed in Note 2, the Company s Consolidated Financial Statements included the accounts of Clarient Inc. ( Clarient ) in continuing operations through May 14, 2009, the date of its deconsolidation. Clarient was acquired by GE Healthcare in December 2010. The Company had elected to apply the fair value option to account for its retained interest in Clarient upon deconsolidation. Unrealized gains and losses on the mark-to-market of its holdings in Clarient and realized gains and losses on the sale of any of its holdings in Clarient were recognized in Other income (loss), net in the Consolidated Statement of Operations for all periods subsequent to the date that Clarient was deconsolidated through the date of its disposition. The mark-to-market activity associated with Clarient was included in the Life Sciences segment through the date of its disposition.

As of September 30, 2011, the Company held an active interest in 13 non-consolidated partner companies. The Company s reportable operating segments are Life Sciences and Technology.

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**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company s active partner companies by segment were as follows as of September 30, 2011:

**Life Sciences**

| Partner Company | Safeguard Primary Ownership as of September 30, 2011 | Accounting Method |
|---|---|---|
| Alverix, Inc. | 49.6% | Equity |
| Good Start Genetics, Inc. | 26.3% | Equity |
| NovaSom, Inc. | 31.7% | Equity |
| NuPathe, Inc. | 17.9% | Available-for-sale (1) |
| PixelOptics, Inc. | 24.7% | Equity |
| Putney, Inc. | 30.1% | Equity |
| Tengion, Inc. | 2.5% | Available-for-sale (2) |

(1) The Company s ownership interest in NuPathe is accounted for as available-for-sale securities following NuPathe s completion of an initial public offering in August 2010.

(2) The Company s ownership interest in Tengion is accounted for as available-for-sale securities following Tengion s completion of an initial public offering in April 2010.

**Technology**

| Partner Company | Safeguard Primary Ownership as of September 30, 2011 | Accounting Method |
|---|---|---|
| Advantedge Healthcare Solutions, Inc. | 40.2% | Equity |
| Beyond.com, Inc. | 38.3% | Equity |
| Bridgevine, Inc. | 22.8% | Equity |
| MediaMath, Inc. | 22.5% | Equity (3) |
| Swap.com | 45.6% | Equity |
| ThingWorx, Inc. | 30.2% | Equity |

(3) In the first quarter of 2011, the Company s ownership interest in MediaMath increased from 17.3% to 22.4%, a threshold at which the Company believes it exercises significant influence. Accordingly, the Company changed its accounting for MediaMath from the cost method to the equity method.

Management evaluates its Life Sciences and Technology segments performance based on net income (loss) which is based on the number of partner companies accounted for under the equity method, the Company s voting ownership percentage in these partner companies and the net results of operations of these partner companies, mark-to-market gains and losses for companies accounted for under the fair value method, any impairment charges and gains (losses) on the sale of partner companies.

Other Items include certain expenses which are not identifiable to the operations of the Company s operating business segments. Other Items primarily consist of general and administrative expenses related to corporate operations, including employee compensation, insurance and professional fees, including legal and finance, interest income, interest expense, other income (loss) and equity income (loss) related to private equity fund holdings. Other Items also include income taxes, which are reviewed by management independent of segment results.

As of September 30, 2011 and December 31, 2010, all of the Company s assets were located in the United States.

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**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Segment assets in Other Items included primarily cash, cash equivalents, cash held in escrow, restricted cash equivalents and marketable securities of $299.1 million and $249.0 million, at September 30, 2011 and December 31, 2010, respectively.

| | Three Months Ended September 30, 2011 | | | | |
|---|---|---|---|---|---|
| | Life Sciences | Technology | Total Segments (In thousands) (unaudited) | Other Items | Total Continuing Operations |
| Operating loss | $ | $ | $ | $ (5,100) | $ (5,100) |
| Net income (loss) | (4,188) | 32,896 | 28,708 | (6,377) | 22,331 |
| **Segment Assets:** | | | | | |
| September 30, 2011 | 63,278 | 50,989 | 114,267 | 310,018 | 424,285 |
| December 31, 2010 | 37,710 | 42,820 | 80,530 | 256,015 | 336,545 |

| | Three Months Ended September 30, 2010 | | | | |
|---|---|---|---|---|---|
| | Life Sciences | Technology | Total Segments (In thousands) (unaudited) | Other Items | Total Continuing Operations |
| Operating loss | $ | $ | $ | $ (4,256) | $ (4,256) |
| Net income (loss) | 7,311 | (957) | 6,354 | (5,758) | 596 |

| | Nine Months Ended September 30, 2011 | | | | |
|---|---|---|---|---|---|
| | Life Sciences | Technology | Total Segments (In thousands) (unaudited) | Other Items | Total Continuing Operations |
| Operating loss | $ | $ | $ | $ (15,554) | $ (15,554) |
| Net income (loss) | 126,238 | 28,149 | 154,387 | (19,251) | 135,136 |

| | Nine Months Ended September 30, 2010 | | | | |
|---|---|---|---|---|---|
| | Life Sciences | Technology | Total Segments (In thousands) (unaudited) | Other Items | Total Continuing Operations |
| Operating loss | $ | $ | $ | $ (13,999) | $ (13,999) |

| | | | | | |
|---|---|---|---|---|---|
| Net income (loss) | 12,208 | (5,259) | 6,949 | (25,481) | (18,532) |

**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

### 12. COMMITMENTS AND CONTINGENCIES

The Company and its partner companies are involved in various claims and legal actions arising in the ordinary course of business. While in the current opinion of the Company the ultimate disposition of these matters will not have a material adverse effect on the Company s consolidated financial position or results of operations, no assurance can be given as to the outcome of these actions, and one or more adverse rulings could have a material adverse effect on the Company s consolidated financial position and results of operations or that of its partner companies.

Not including the Laureate lease guaranty described below, the Company had outstanding guarantees of $3.8 million at September 30, 2011.

The Company has committed capital of approximately $0.2 million to various private equity funds. These commitments are expected to be funded during the next 12 months.

Under certain circumstances, the Company may be required to return a portion or all the distributions it received as a general partner of certain private equity funds ( clawback ). The maximum clawback the Company could be required to return due to our general partner interest is approximately $2.2 million, of which $1.9 million was reflected in Accrued expenses and other current liabilities and $0.3 million was reflected in Other long-term liabilities on the Consolidated Balance Sheet at September 30, 2011.

The Company s ownership in the funds which have potential clawback liabilities ranges from 19-30%. The clawback liability is joint and several; such that the Company may be required to fund the clawback for other general partners should they default. The funds have taken several steps to reduce the potential liabilities should other general partners default, including withholding all general partner distributions and placing them in escrow and adding rights of set-off among certain funds. The Company believes its potential liability due to the possibility of default by other general partners is remote.

In connection with the Company s May 2008 sale of its equity and debt interests in Acsis, Inc., Alliance Consulting Group Associates, Inc., Laureate Pharma, Inc., ProModel Corporation and Neuronyx, Inc. (the Bundle Transaction ), an aggregate of $6.4 million of the gross proceeds of the sale were placed in escrow pending the expiration of a predetermined notification period, subject to possible extension in the event of a claim against the escrowed amounts. On April 25, 2009, the purchaser in the Bundle Transaction notified the Company of claims being asserted against the entire escrowed amounts. The Company does not believe that such claims are valid and has instituted legal action to obtain the release of such amounts from escrow. The proceeds being held in escrow will remain there until the dispute over the claims has been settled or determined pursuant to legal process.

The Company remains guarantor of Laureate Pharma s Princeton, New Jersey facility lease. Such guarantee may extend through the lease expiration in 2016 under certain circumstances. However, the Company is entitled to indemnification in connection with the continuation of such guaranty. As of September 30, 2011, scheduled lease payments to be made by Laureate Pharma over the remaining lease term equaled $6.3 million.

In October 2001, the Company entered into an agreement with its former Chairman and Chief Executive Officer, to provide for annual payments of $650,000 per year and certain health care and other benefits for life. The related current liability of $0.8 million was included in Accrued expenses and other current liabilities and the long-term portion of $2.9 million was included in Other long-term liabilities on the Consolidated Balance Sheet at September 30, 2011.

The Company provided a $6.3 million letter of credit expiring on March 19, 2019 to the landlord of CompuCom Systems, Inc. s Dallas headquarters as required in connection with the sale of CompuCom Systems in 2004.

The Company has agreements with certain employees that provide for severance payments to the employee in the event the employee is terminated without cause or an employee terminates his employment for good reason. The maximum aggregate exposure under the agreements was approximately $8 million at September 30, 2011.

**SAFEGUARD SCIENTIFICS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

### 13. CHANGE IN ACCOUNTING PRINCIPLE

During first quarter of 2011, the Company increased its ownership interest in MediaMath to 22.4%, a threshold at which the Company believes it exercises significant influence. Accordingly, the Company adopted the equity method of accounting for its holdings in MediaMath. The Company has adjusted the financial statements for prior periods contained in this Form 10-Q to retrospectively apply the equity method of accounting for its holdings in MediaMath since the initial date of acquisition in July 2009. The effect of the change was to decrease Ownership interests in and advances to partner companies by $0.5 million as of December 31, 2010 and to increase Equity loss by $0.3 million for the nine months ended September 30, 2010, respectively. As revised, Equity loss for the three months ended September 30, 2010 was substantially consistent with amounts previously reported.

| | December 31, 2010 (in thousands) | |
|---|---|---|
| | Previously Reported | As Revised |
| **Balance Sheet:** | | |
| Ownership interests in and advances to partner companies | $ 60,761 | $ 60,256 |
| Total Assets | 337,050 | 336,545 |
| Accumulated deficit | (574,802) | (575,307) |
| Equity | 246,936 | 246,431 |

| | Three Months Ended September 30, 2010 (In thousands except per share data) | | Nine Months Ended September 30, 2010 (In thousands except per share data) | |
|---|---|---|---|---|
| | Previously Reported | As Revised | Previously Reported | As Revised |
| **Statement of Operations**: | | | | |
| Equity loss | $ (1,801) | $ (1,798) | $ (11,965) | $ (12,243) |
| Net income (loss) before income taxes | 593 | 596 | (18,254) | (18,532) |
| Basic loss per share | 0.03 | 0.03 | (0.89) | (0.90) |
| Diluted loss per share | 0.03 | 0.03 | (0.89) | (0.90) |

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**Item 2.** ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

**Cautionary Note Concerning Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains forward-looking statements that are based on current expectations, estimates, forecasts and projections about Safeguard Scientifics, Inc. ( Safeguard or we ), the industries in which we operate and other matters, as well as management s beliefs and assumptions and other statements regarding matters that are not historical facts. These statements include, in particular, statements about our plans, strategies and prospects. For example, when we use words such as projects, expects, anticipates, intends, plans, believes, s estimates, should, would, could, will, opportunity, potential or may, variations of such words or other v convey uncertainty of future events or outcomes, we are making forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Our forward-looking statements are subject to risks and uncertainties. Factors that could cause actual results to differ materially, include, among others, managing rapidly changing technologies, limited access to capital, competition, the ability to attract and retain qualified employees, the ability to execute our strategy, the uncertainty of the future performance of our partner companies, acquisitions and dispositions of companies, the inability to manage growth, compliance with government regulation and legal liabilities, additional financing requirements, labor disputes and the effect of economic conditions in the business sectors in which our partner companies operate, all of which are discussed in Item 1A. Risk Factors in Safeguard s Annual Report on Form 10-K and updated, as applicable, in Item 1A. Risk Factors below. 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. All forward-looking statements attributable to us, or to persons acting on our behalf, are expressly qualified in their entirety by this cautionary statement. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this report might not occur.

**Business Overview**

Safeguard s charter is to build value in growing businesses by providing capital and strategic, operational and management resources. Safeguard participates in expansion financings, corporate spin-outs, management buyouts, recapitalizations, industry consolidations, and early-stage financings. Our vision is to be the preferred catalyst to build great companies across diverse capital platforms. Throughout this document, we use the term partner company to generally refer to those companies that we have an economic interest in and that we are actively involved in influencing the development of, usually through board representation in addition to our equity ownership stake. From time to time, in addition to our partner companies, we also hold relatively small economic interests in other enterprises that we are not actively involved in the management of.

We strive to create long-term value for our shareholders by helping partner companies increase their market penetration, grow revenue and improve cash flow. We focus principally on companies in which we anticipate deploying up to $25 million and that operate in two sectors:

*Life Sciences* including companies focused on molecular and point-of-care diagnostics, medical devices, regenerative medicine, specialty pharmaceuticals and selected healthcare services that have lower technological and regulatory risk; and

*Technology* including companies focused on internet/new media, financial services IT, healthcare IT and selected business services that have transaction-enabling applications with a recurring revenue stream.

As we continue to develop and grow, we will consider partner companies in additional sectors; participating in different capital structures; other types of partner company relationships; and extensions to our business model which leverage our core capabilities.

**Principles of Accounting for Ownership Interests in Partner Companies**

We account for our interests in our partner companies and private equity funds using one of the following methods: consolidation, fair value, equity, cost or available-for-sale. The accounting method applied is generally determined by the degree of our influence over the entity, primarily determined by our voting interest in the entity.

*Consolidation Method.* We account for partner companies in which we maintain a controlling financial interest, generally those in which we directly or indirectly own more than 50% of the outstanding voting securities, using the consolidation method of accounting. Upon consolidation of our partner companies, we reflect the portion of equity (net assets) in a subsidiary not attributable, directly or indirectly, to the parent company as a noncontrolling interest in the Consolidated Balance Sheet. The noncontrolling interest is presented within equity, separately from the equity of the parent company. Losses attributable to the parent company and the noncontrolling interest may exceed their interest in the subsidiary s equity. As a result, the noncontrolling interest shall continue to be attributed its share of losses even if that attribution results in a deficit noncontrolling interest balance as of each balance sheet date. Revenue, expenses, gains, losses, net income or loss are reported in the Consolidated Statements of Operations at the consolidated amounts, which include the amounts attributable to the parent company s common shareholders and the noncontrolling interest. As of September 30, 2011, we did not hold a controlling interest in any of our partner companies.

*Equity Method.* We account for partner companies whose results are not consolidated, but over whom we exercise significant influence, using the equity method of accounting. We also account for our interests in some private equity funds under the equity method of accounting, based on our non-controlling general and limited partner interests. Under the equity method of accounting, our share of the income or loss of the company is reflected in Equity loss in the Consolidated Statements of Operations. We report our share of the income or loss of the equity method partner companies on a one quarter lag.

When the carrying value of our holdings in an equity method partner company is reduced to zero, no further losses are recorded in our Consolidated Statements of Operations unless we have outstanding guarantee obligations or have committed additional funding to the equity method partner company. When the equity method partner company subsequently reports income, we will not record our share of such income until it equals the amount of our share of losses not previously recognized.

*Cost Method.* We account for partner companies which are not consolidated or accounted for under the equity method or fair value method under the cost method of accounting. Under the cost method, our share of the income or losses of such partner companies is not included in the Company s Consolidated Statements of Operations. The Company includes the carrying value of cost method partner companies in Ownership interests in and advances to partner companies on the Consolidated Balance Sheets.

*Available-for-Sale Securities*. We account for our ownership interests in Tengion and NuPathe, our publicly traded partner companies, as available-for-sale securities. Available-for-sale securities are carried at fair value, based on quoted market prices, with the unrealized gains and losses, net of tax, reported as a separate component of equity. Unrealized losses are charged against net loss when a decline in the fair value is determined to be other than temporary.

*Fair Value Method.* We accounted for our holdings in Clarient, formerly one of our publicly traded partner companies, under the fair value method following its deconsolidation on May 14, 2009 and through the date of the sale of the remainder of our interests in Clarient in December 2010. Unrealized gains and losses on the mark-to-market of our holdings in Clarient and realized gains and losses on the sale of any of our holdings in Clarient were recognized in Other income (loss) in the Consolidated Statements of Operations.

**Critical Accounting Policies and Estimates**

Accounting policies, methods and estimates are an integral part of the Consolidated Financial Statements prepared by management and are based upon management s current judgments. These judgments are normally based on knowledge and experience with regard to past and current events and assumptions about future events. Certain accounting policies, methods and estimates are particularly important because of their significance to the financial statements and because of the possibility that future events affecting them may differ from management s current judgments. While there are a number of accounting policies, methods and estimates affecting our financial statements, areas that are particularly significant include the following:

- Impairment of ownership interests in and advances to partner companies;
- Income taxes;
- Commitments and contingencies; and
- Stock-based compensation.

***Impairment of Ownership Interests In and Advances to Partner Companies***

On a periodic basis, but no less frequently than at the end of each quarter, we evaluate the carrying value of our equity and cost method partner companies and available-for-sale securities for possible impairment based on achievement of business plan objectives and milestones, the financial condition and prospects of the company, market conditions, and other relevant factors. The business plan objectives and milestones we consider include, among others, those related to financial performance, such as achievement of planned financial results or completion of capital raising activities, and those that are not primarily financial in nature, such as hiring of key employees or the establishment of strategic relationships. We then determine whether there has been an other than temporary decline in the value of our ownership interest in the company. Impairment to be recognized is measured as the amount by which the carrying value of an asset exceeds its fair value.

The fair value of privately held partner companies is generally determined based on the value at which independent third parties have invested or have committed to invest in these companies or based on other valuation methods, including discounted cash flows, valuations of comparable public companies and valuations of acquisitions of comparable companies. The fair value of our ownership interests in private equity funds is generally determined based on the value of our pro rata portion of the funds net assets and estimated future proceeds from sales of investments provided by the funds managers. The fair value of our ownership interests in our publicly traded partner companies is determined by reference to quoted prices in an active market for the partner company s publicly traded common stock. The adjusted carrying value of a partner company is not increased if circumstances suggest the value of the partner company has subsequently recovered.

Our partner companies operate in industries which are rapidly evolving and extremely competitive. It is reasonably possible that our accounting estimates with respect to the ultimate recoverability of the carrying value of ownership interests in and advances to partner companies could change in the near term and that the effect of such changes on our Consolidated Financial Statements could be material. While we believe that the current recorded carrying values of our equity and cost method companies and available-for-sale securities are not impaired, there can be no assurance that our future results will confirm this assessment or that a significant write-down or write-off will not be required in the future.

Impairment charges related to equity method partner companies are included in Equity loss in the Consolidated Statements of Operations. Impairment charges related to cost method and available-for-sale partner companies are included in Other income (loss), net in the Consolidated Statements of Operations.

***Income Taxes***

We are required to estimate income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our Consolidated Balance Sheets. We must assess the likelihood that the deferred tax assets will be recovered from future taxable income and to the extent that we believe recovery is not likely, we must establish a valuation allowance. To the extent we establish a valuation allowance in a period; we must include an expense within the tax provision in the Consolidated Statements of Operations. We have recorded a valuation allowance to reduce our deferred tax assets to an amount that is more likely than not to be realized in future years. If we determine in the future that it is more likely than not that the net deferred tax assets would be realized, then the previously provided valuation allowance would be reversed.

***Commitments and Contingencies***

From time to time, we are a defendant or plaintiff in various legal actions which arise in the normal course of business. Additionally, we have received distributions as both a general partner and a limited partner from certain private equity funds. In certain circumstances, we may be required to return a portion or all the distributions we received as a general partner of a fund for a further distribution to such fund s limited partners (the clawback ). We are also a guarantor of various third-party obligations and commitments and are subject to the possibility of various loss contingencies arising in the ordinary course of business (see Note 12). We are required to assess the likelihood of any adverse outcomes to these matters as well as potential ranges of probable losses. A determination of the amount of provision required for these commitments and contingencies, if any, which would be charged to earnings, is made after careful analysis of each matter. The provision may change in the future due to new developments or changes in circumstances. Changes in the provision could increase or decrease our earnings in the period the changes are made.

***Stock-Based Compensation***

We measure all employee stock-based compensation awards using a fair value method and record such expense in our Consolidated Statements of Operations.

We estimate the grant date fair value of stock options using the Black-Scholes option-pricing model which requires the input of various assumptions. These assumptions include estimating the expected term of the award and the estimated volatility of our stock price over the expected term. Changes in these assumptions and in the estimated forfeitures of stock option awards can materially affect the amount of stock-based compensation recognized in the Consolidated Statements of Operations. The requisite service periods for market-based stock option awards are based on our estimate of the dates on which the market conditions will be met as determined using a Monte Carlo simulation model. Changes in the derived requisite service period or achievement of market capitalization targets earlier than estimated can materially affect the amount of stock-based compensation recognized in the Consolidated Statements of Operations. The requisite service periods for performance-based awards are based on our best estimate of when the performance conditions will be met. Compensation expense is recognized for performance-based awards for which the performance condition is considered probable of achievement. Changes in the requisite service period or the estimated probability of achievement of performance conditions can materially affect the amount of stock-based compensation recognized in the Consolidated Statements of Operations.

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## Results of Operations

Our management evaluates the Life Sciences and Technology segments performance based on net income (loss) which is based on the number of partner companies accounted for under the equity method, our voting ownership percentage in these partner companies and the net results of operations of these partner companies, mark-to-market gains and losses for companies accounted for under the fair value method, any impairment charges and gains (losses) on the sale of partner companies.

Other items include certain expenses, which are not identifiable to the operations of our operating business segments. Other items primarily consist of general and administrative expenses related to corporate operations, including employee compensation, insurance and professional fees, interest income, interest expense, other income (loss) and equity income (loss) related to private equity holdings. Other items also include income taxes, which are reviewed by management independent of segment results.

The following tables reflect our consolidated operating data by reportable segment. Segment results include our share of income or losses for entities accounted for under the equity method. Segment results also include impairment charges and gains or losses related to the disposition of partner companies, except for those reported in discontinued operations. All significant inter-segment activity has been eliminated in consolidation. Our operating results, including net income (loss) before income taxes by segment, were as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) | | (In thousands) | |
| Life Sciences | $ (4,188) | $ 7,311 | $ 126,238 | $ 12,208 |
| Technology | 32,896 | (957) | 28,149 | (5,259) |
| Total segments | 28,708 | 6,354 | 154,387 | 6,949 |
| Other items: | | | | |
| Corporate operations | (6,377) | (5,758) | (19,251) | (25,481) |
| Income tax expense (benefit) | | | | |
| Total other items | (6,377) | (5,758) | (19,251) | (25,481) |
| Net income (loss) | $ 22,331 | $ 596 | $ 135,136 | $ (18,532) |

There is intense competition in the markets in which our partner companies operate, and we expect competition to intensify in the future. Additionally, the markets in which these companies operate are characterized by rapidly changing technology, evolving industry standards, frequent introduction of new products and services, shifting distribution channels, evolving government regulation, frequently changing intellectual property landscapes and changing customer demands. Their future success depends on each company s ability to execute its business plan and to adapt to its respective rapidly changing markets.

As previously stated, throughout this document, we use the term partner company to generally refer to those companies that we have an economic interest in and that we are actively involved in influencing the development of, usually through board representation in addition to our equity ownership stake.

For purposes of the following listing of our Life Science and Technology partner companies, we omit from the listing companies which we have since sold our interest in or which we no longer consider to be active partner companies because we no longer actively influence the operations of such entities.

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***Life Sciences***

The following active partner companies as of September 30, 2011 were included in Life Sciences:

| | Safeguard Primary Ownership as of September 30, 2011 | 2010 | Accounting Method |
|---|---|---|---|
| Alverix, Inc. | 49.6% | 49.6% | Equity |
| Good Start Genetics, Inc. | 26.3% | 26.5% | Equity |
| NovaSom, Inc. | 31.7% | NA | Equity |
| NuPathe, Inc. | 17.9% | 18.1% | Available -for-sale (1) |
| PixelOpics, Inc. | 24.7% | NA | Equity |
| Putney, Inc. | 30.1% | NA | Equity |
| Tengion, Inc. | 2.5% | 4.8% | Available -for-sale (2) |

(1) Our ownership interest in NuPathe is accounted for as available-for-sale securities following NuPathe s completion of an initial public offering in August 2010. We previously accounted for NuPathe under the equity method.

(2) Our ownership interest in Tengion is accounted for as available-for-sale securities following Tengion s completion of an initial public offering in April 2010. We previously accounted for Tengion under the cost method.

Results of operations for the Life Sciences segment were as follows:

| | Three Months Ended September 30, 2011 | 2010 | Nine Months Ended September 30, 2011 | 2010 |
|---|---|---|---|---|
| | (In thousands) | | (In thousands) | |
| Other income (loss), net | $ (374) | $ 8,139 | $ (1,461) | $ 19,166 |
| Equity income (loss) | (3,814) | (828) | 127,699 | (6,958) |
| Net income (loss) | $ (4,188) | $ 7,311 | $ 126,238 | $ 12,208 |

*Three months ended September 30, 2011 versus the three months ended September 30, 2010*

*Other Income (Loss), Net.* Other income (loss), net decreased $8.5 million for the three months ended September 30, 2011, compared to the prior year period. Other income (loss), net for the three months ended September 30, 2011 reflected an impairment charge of $0.4 million on our holdings in Tengion. Other income (loss), net for the three months ended September 30, 2010 reflected a $9.2 million gain on the mark-to-market of our holdings in Clarient, partially offset by a $1.1 million impairment on our holdings in Tengion.

*Equity income (loss).* Equity income (loss) fluctuates with the number of Life Sciences partner companies accounted for under the equity method, our voting ownership percentage in these partner companies and the net results of operations of these partner companies. We recognize our share of losses to the extent we have cost basis in the equity partner company or we have outstanding commitments or guarantees. Certain amounts recorded to reflect our share of the income or losses of our partner companies accounted for under the equity method are based on estimates and on unaudited results of operations of those partner companies and may require adjustments in the future when audits of these entities are made final. We report our share of the results of our equity method partner companies on a one quarter lag basis. Equity loss for Life Sciences increased $3.0 million in the three months ended September 30, 2011 compared to the prior year period. The three months ended September 30, 2010 included a $5.8 million gain on the decrease of our ownership interest in NuPathe partially offset by a $1.1 million impairment charge related to our interest in Garnet BioTherapeutics, Inc., a former partner company, as well as a mark to market adjustment of

$2.5 million associated with warrant liabilities at Advanced BioHealing, Inc., a former partner company. The remainder of the increase related to larger losses incurred at partner companies within the Life Sciences segment.

*Nine months ended September 30, 2011 versus the nine months ended September 30, 2010*

*Other Income (Loss), Net*. Other income (loss), net decreased $20.6 million for the nine months ended September 30, 2011, compared to the prior year period. Other income (loss), net for the nine months ended September 30, 2011 reflected impairment charges of $1.5 million on our holdings in Tengion. Other income (loss), net for the nine months ended September 30, 2010 reflected a $22.4 million gain on the mark-to-market of our holdings in Clarient, partially offset by impairment charges of $3.3 million related to our holdings in Tengion.

*Equity income (loss).* Equity income (loss) for Life Sciences increased $134.7 million in the nine months ended September 30, 2011 compared to the prior year period. In the second quarter of 2011, our former equity method partner company Advanced BioHealing was acquired by Shire plc. We recognized a gain of $129.0 million in connection with the transaction. The remainder of the increase was attributable to smaller losses incurred for partner companies in the Life Sciences segment as well as a reduction of the number of companies in the Life Sciences segment.

***Technology***

The following active partner companies as of September 30, 2011 were included in Technology:

| Partner Company | Safeguard Primary Ownership as of September 30, 2011 | 2010 | Accounting Method |
|---|---|---|---|
| Advantedge Healthcare Solutions, Inc. | 40.2% | 39.7% | Equity |
| Beyond.com, Inc. | 38.3% | 38.3% | Equity |
| Bridgevine, Inc. | 22.8% | 23.4% | Equity |
| MediaMath, Inc. | 22.5% | 17.3% | Equity (1) |
| Swap.com | 45.6% | 45.4% | Equity |
| ThingWorx, Inc. | 30.2% | NA | Equity |

(1) In the first quarter of 2011, our ownership interest in MediaMath increased from 17.3% to 22.4%, a threshold at which we believe we exercise significant influence. Accordingly, we changed our method of accounting for MediaMath from the cost method to the equity method.

Results of operations for the Technology segment were as follows:

| | Three Months Ended September 30, 2011 | 2010 | Nine Months Ended September 30, 2011 | 2010 |
|---|---|---|---|---|
| | (In thousands) | | (In thousands) | |
| Equity income (loss) | $ 32,896 | $ (957) | $ 28,149 | $ (5,259) |
| Net income (loss) from continuing operations before income taxes | $ 32,896 | $ (957) | $ 28,149 | $ (5,259) |

*Three and Nine months ended September 30, 2011 versus the three and nine months ended September 30, 2010*

*Equity Income (Loss).* Equity loss fluctuates with the number of Technology partner companies accounted for under the equity method, our voting ownership percentage in these partner companies and the net results of operations of these partner companies. We recognize our share of losses to the extent we have cost basis in the equity partner company or we have outstanding commitments or guarantees. Certain amounts recorded to reflect our share of the income or losses of our partner companies accounted for under the equity method are based on estimates and on unaudited results of operations of those partner companies and may require adjustments in the future when audits of these entities are made final. We report our share of the results of our equity method partner companies on a one quarter lag. Equity income (loss) for Technology increased $33.8 million and $33.4 million in the three and nine months ended September 30, 2011, respectively, compared to the prior year periods. In the third quarter of 2011, our former equity method partner company Portico Systems, Inc. was acquired by McKesson. We recognized a gain of $35.4 million in connection with the transaction. The gain on the sale of Portico was partially offset by larger losses incurred at partner companies within the Technology segment.

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***Corporate Operations***

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) | | (In thousands) | |
| General and administrative expense | $ (4,227) | $ (3,453) | $ (12,616) | $ (11,323) |
| Stock-based compensation | (844) | (775) | (2,845) | (2,592) |
| Depreciation | (29) | (28) | (93) | (84) |
| Interest income | 278 | 180 | 969 | 516 |
| Interest expense | (1,445) | (1,674) | (4,522) | (4,061) |
| Other income (loss), net | 50 | 5 | 70 | (7,911) |
| Equity loss | (160) | (13) | (214) | (26) |
| | $ (6,377) | $ (5,758) | $ (19,251) | $ (25,481) |

*Three months ended September 30, 2011 versus the three months ended September 30, 2010*

*General and Administrative Expense.* Our general and administrative expenses consist primarily of employee compensation, insurance, outside services such as legal, accounting and travel-related costs. General and administrative expense increased $0.8 million when compared to the prior year period. The increase was primarily attributable to an increase in employee costs of $0.3 million, an increase in insurance costs of $0.1 million, and an increase related to a legal settlement of $0.1 million.

*Stock-Based Compensation.* Stock-based compensation consists primarily of expense related to stock option grants and grants of restricted stock and deferred stock units to our employees. Stock-based compensation increased $0.1 million when compared to the prior year period. The increase was primarily attributable to higher expense related to performance-based stock option and stock unit awards.

*Interest Income.* Interest income includes all interest earned on available cash and marketable security balances. Interest income increased $0.1 million in the three months ended September 30, 2011 compared to the prior year period due to higher average invested cash balances.

*Interest Expense.* Interest expense is primarily related to our 2024 and 2014 Debentures. As discussed below under Liquidity and Capital Resources, we exchanged a portion of our convertible senior debentures effective March 26, 2010. In the first quarter of 2011, we repaid $30.8 million of our 2024 Debentures. The decrease in interest expense of $0.2 million in the three months ended September 30, 2011 compared to the prior year period is related to the repayment of the 2024 Debentures.

*Other income (loss), net.* Other income (loss), net for the three months ended September 30, 2011 was consistent with the prior year period.

*Equity loss.* Equity loss for both periods presented related to our private equity holdings accounted for under the equity method.

*Nine months ended September 30, 2011 versus the nine months ended September 30, 2010*

*General and Administrative Expense.* General and administrative expense increased $1.3 million when compared to the prior year period. The increase was primarily attributable to an increase in employee costs of $0.8 million, an increase in insurance costs of $0.1 million, and an increase related to a legal settlement of $0.1 million.

*Stock-Based Compensation.* Stock-based compensation increased $0.3 million when compared to the prior year period. The increase was primarily attributable to higher expense related to performance-based stock option and stock unit awards.

*Interest Income.* Interest income increased $0.5 million in the nine months ended September 30, 2011 compared to the prior year period due to higher average invested cash balances.

*Interest Expense.* The increase in interest expense of $0.5 million in the nine months ended September 30, 2011 compared to the prior year period is related to the higher coupon rate of 10.125% payable on our 2014 Debentures as compared to a 2.625% coupon rate on the 2024 Debentures and accretion of the discount and amortization of debt issuance costs in the amount of $0.2 million associated with our 2014 Debentures.

*Other income (loss), net.* Other income (loss), net increased $8.0 million for the nine months ended September 30, 2011 compared to the prior year. Other income (loss), net for the nine months ended September 30, 2010 included an $8.5 million loss on exchange of $46.9 million in face value of our convertible senior debentures, partially offset by $0.3 million gains on sales of legacy assets.

*Equity loss.* Equity loss for both periods presented related to our private equity holdings accounted for under the equity method.

***Income Tax Expense (Benefit)***

Income tax benefit (expense) was $0.0 million for both the three and nine months ended September 30, 2011 and 2010.

During the nine months ended September 30, 2011, we generated tax expense of $53.4 million on the sales of our holdings in Portico Systems, Inc. and Advanced BioHealing, which was entirely offset by capital loss carryforwards and net operating loss carryforwards which had been reduced by a full valuation allowance.

We have recorded a valuation allowance to reduce our net deferred tax asset to an amount that is more likely than not to be realized in future years. Accordingly, the income tax expense that would have been recognized in the nine months ended September 30, 2011 and the benefit of the net operating loss that would have been recognized in the nine months ended September 30, 2010 were offset by changes in the valuation allowance.

During the nine months ended September 30, 2011, we had no material changes in uncertain tax positions.

***Liquidity and Capital Resources***

We fund our operations with cash on hand as well as proceeds from sales of and distributions from partner companies, private equity funds and marketable securities. In prior periods, we have also used sales of our equity and issuance of debt as sources of liquidity and may do so in the future. Our ability to generate liquidity from sales of partner companies, sales of marketable securities and from equity and debt issuances has been adversely affected from time to time by adverse circumstances in the U.S. capital markets and other factors.

As of September 30, 2011, we had $144.2 million of cash and cash equivalents and $136.2 million of short-term and long-term marketable securities for a total of $280.4 million. In addition, we had $6.4 million of cash held in escrow, including accrued interest, related to our May 2008 sale of our equity and debt interests in Acsis, Inc., Alliance Consulting Group Associates, Inc., Laureate Pharma, Inc., ProModel Corporation and Neuronyx, Inc. (the Bundle Transaction ) and $12.3 million was held in a restricted escrow account to service interest on the 2014 Debentures, as discussed below.

In August 2011, we acquired a 36% ownership interest in Penn Mezzanine for $3.9 million. We expect to deploy up to $26.1 million over a several year period in lending opportunities that meet certain predefined criteria alongside existing and future Penn Mezzanine funds.

Portico Systems was acquired by McKesson in July 2011 and we received cash proceeds in exchange for our equity interests of approximately $32.8 million, excluding $3.4 million which will be held in escrow for a period of one year. In addition, depending on the achievement of certain milestones, we may receive an additional $1.9 million after a period of one year. Portico also repaid its mezzanine loan facility with us in the principal amount of $5.0 million in connection with the transaction.

In the second quarter of 2011, Advanced BioHealing was acquired by Shire plc, resulting in net proceeds of $137.9 million. An additional $7.6 million was placed in escrow until March 2012.

In December 2010, Avid was acquired by Eli Lily and Company resulting in net proceeds to us of $32.3 million. We expect to receive an additional $3.4 million currently being held in escrow within one year. In addition, depending on the achievement of certain difficult milestones, we could receive additional proceeds of up to $58.0 million over an eight year period.

In December 2010, we received cash proceeds of $2.6 million related to the sale of Quinnova Pharmaceuticals, Inc, a former partner company. Depending on the achievement of certain milestones, we could receive additional proceeds of $1.9 million over the next two years.

In connection with the Bundle Transaction, an aggregate of $6.4 million of the gross proceeds of the sale were placed in escrow pending the expiration of a predetermined notification period, subject to possible extension in the event of a claim against the escrowed amounts. On April 25, 2009, the purchaser in the Bundle Transaction notified us of claims being asserted against the entire escrowed amounts. We do not believe that such claims are valid and have instituted legal action to obtain the release of such amounts from escrow. The proceeds being held in escrow will remain there until the dispute over the claims have been settled or determined pursuant to legal process.

In 2004, we issued an aggregate of $150 million in face value of convertible senior debentures with a stated maturity date of March 15, 2024 (the 2024 Debentures ). We had $0.4 million of the 2024 Debentures outstanding at September 30, 2011. On March 21, 2011, we repurchased $30.8 million of the 2024 Debentures as required by the Debenture holders. Interest on the 2024 Debentures is payable semi-annually. At the debentures holders option, the 2024 Debentures are convertible into our common stock through March 14, 2024, subject to certain conditions. The adjusted conversion rate of the debentures is $43.3044 of principal amount per share. The closing price of our common stock at September 30, 2011 was $15.00. The remaining 2024 Debentures holders have the right to require us to repurchase the 2024 Debentures on March 20, 2014 or March 20, 2019 at a repurchase price equal to 100% of their face amount, plus accrued and unpaid interest. In limited circumstances, we have the right to redeem all or some of the 2024 Debentures.

In March 2010, we issued $46.9 million in face value of our 10.125% senior convertible debentures, due 2014 (the 2014 Debentures ) in an exchange transaction for the same face amount of our 2024 Debentures. Interest on the 2014 Debentures is payable semi-annually. As required by the terms of the 2014 Debentures, at issuance we placed approximately $19.0 million in a restricted escrow account to service interest associated with the 2014 Debentures through their maturity. At the debentures holders option, the 2014 Debentures are convertible into our common stock prior to March 15, 2013 subject to certain conditions, and at anytime after March 15, 2013. The conversion rate of the 2014 Debentures is $16.50 of principal amount per share. The closing price of our common stock at September 30, 2011 was $15.00. The 2014 Debentures holders have the right to require repurchase of the 2014 Debentures upon certain events, including sale of all or substantially all of our common stock or assets, liquidation, dissolution, a change in control or the delisting of our common stock from the New York Stock Exchange if we were unable to obtain a listing for our common stock on another national or regional securities exchange. Subject to certain conditions, we may mandatorily convert all or some of the 2014 Debentures at any time after March 15, 2012. If we elect to mandatorily convert any of the 2014 Debentures, we will be required to pay any interest that would have accrued and become payable on the debentures through their maturity. Upon a conversion of the 2014 Debentures, we have the right to settle the conversion in stock, cash or a combination thereof.

Because the 2014 Debentures may be settled in cash or partially in cash upon conversion, we have separately accounted for the liability and equity components of the 2014 Debentures. The carrying amount of the liability component was determined at the exchange date by measuring the fair value of a similar liability that does not have an associated equity component. The carrying amount of the equity component represented by the embedded conversion option was determined by deducting the fair value of the liability component from the carrying value of the 2014 Debentures as a whole. The carrying value of the 2014 Debentures as a whole was equal to their fair value at the exchange date. We are amortizing the excess of the face value of the 2014 Debentures over their carrying value to interest expense over their term. At September 30, 2011, the fair value of the $46.9 million outstanding 2014 Debentures was approximately $58.2 million based on quoted market prices as of such date.

We are party to a loan agreement which provides us with a revolving credit facility in the maximum aggregate amount of $50 million in the form of borrowings, guarantees and issuances of letters of credit (subject to a $20 million sublimit). Actual availability under the credit facility is based on the amount of cash maintained at the lending bank as well as the value of our public and private partner company interests. This credit facility bears interest at the prime rate for outstanding borrowings, subject to an increase in certain circumstances. Other than for limited exceptions, we are required to maintain all of our depository and operating accounts and the lesser of $80 million or 75% of our investment and securities accounts at the lending bank. The credit facility matures on December 31, 2012. Under the credit facility, we provided a $6.3 million letter of credit expiring on March 19, 2019 to the landlord of CompuCom Systems, Inc. s Dallas headquarters which has been required in connection with our sale of CompuCom Systems in 2004. Availability under our revolving credit facility at September 30, 2011 was $43.7 million.

At September 30, 2011, we had committed capital of approximately $0.2 million to various private equity funds. These commitments are expected to be funded in the next 12 months.

The transactions we enter into in pursuit of our strategy could increase or decrease our liquidity at any point in time. As we seek to acquire interests in technology and life sciences companies, provide additional funding to existing partner companies, or commit capital to other initiatives, we may be required to expend our cash or incur debt, which will decrease our liquidity. Conversely, as we dispose of our interests in partner companies from time to time, we may receive proceeds from such sales, which could increase our liquidity. From time to time, we are engaged in discussions concerning acquisitions and dispositions which, if consummated, could impact our liquidity, perhaps significantly.

In May 2001, we entered into a $26.5 million loan agreement with our former Chairman and Chief Executive Officer. In December 2006, we restructured the obligation to reduce the amount outstanding to $14.8 million, bearing interest at a rate of 5.0% per annum. Since 2001 and through September 30, 2011, we have received a total of $16.9 million in payments against the loan. The carrying value of the loan at September 30, 2011 was zero.

We have received distributions as both a general partner and a limited partner from certain private equity funds. Under certain circumstances, we may be required to return a portion or all the distributions we received as a general partner of a fund for further distribution to such fund s limited partners ( clawback ). The maximum clawback we could be required to return related to our general partner interest is $2.2 million, of which $1.9 million was reflected in accrued expenses and other current liabilities and $0.3 million was reflected in Other long-term liabilities on the Consolidated Balance Sheet at September 30, 2011.

Our previous ownership in the general partners of the funds that have potential clawback liabilities ranges from 19-30%. The clawback liability is joint and several, such that we may be required to fund the clawback for other general partners should they default. The funds have taken several steps to reduce the potential liabilities should other general partners default, including withholding all general partner distributions and placing them in escrow and adding rights of set-off among certain funds. We believe our potential liability due to the possibility of default by other general partners is remote.

For the reasons we presented above, we believe our cash and cash equivalents at September 30, 2011, availability under our revolving credit facility and other internal sources of cash flow will be sufficient to fund our cash requirements for at least the next 12 months, including commitments to our existing companies and funds, possible additional funding of existing partner companies and our general corporate requirements. Our acquisition of new partner company interests is always contingent upon our availability of cash to fund such deployments, and our timing of monetization events directly affects our availability of cash.

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***Analysis of Consolidated Cash Flows***

Cash flow activity was as follows:

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2011 | 2010 |
| | (In thousands) | |
| Net cash used in operating activities | $ (13,584) | $ (12,276) |
| Net cash provided by (used in) investing activities | 4,649 | (26,412) |
| Net cash (used in) provided by financing activities | (30,243) | 147 |
| | $ (39,178) | $ (38,541) |

*Net Cash Used In Operating Activities*

Net cash used in operating activities increased by $1.3 million. The change primarily related to a $1.4 million increase in cash used for payments under our management incentive plan, higher employee compensation costs of $0.5 million and an increase in insurance costs of $0.1 million, partially offset by a $1.0 million decrease in cash used for the payment of interest on the 2024 Debentures.

*Net Cash Provided by (Used In) Investing Activities*

Net cash provided by (used in) investing activities increased by $31.1 million. The increase primarily related to $171.0 million in proceeds received on the sale of Advanced BioHealing and Portico Systems, a $3.0 million decrease in advances to partner companies, a $3.7 million increase in repayment of advances to partner companies and a $19.0 million increase related to cash transferred to escrow to service interest payments on the 2014 Debentures in the prior year, partially offset by a $56.1 million increase in cash paid to acquire ownership interests in partner companies and funds and a $106.4 million net increase in cash paid to acquire marketable securities.

*Net Cash (Used in) Provided by Financing Activities*

Net cash (used in) provided by financing activities increased by $30.4 million. The increase primarily related to the repurchase of $30.8 million of the 2024 Debentures in the nine months ended September 30, 2011.

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**Contractual Cash Obligations and Other Commercial Commitments**

The following table summarizes our contractual obligations and other commercial commitments as of September 30, 2011 by period due or expiration of the commitment.

| | Payments Due by Period | | | | |
|---|---|---|---|---|---|
| | Total | Remainder of 2011 | 2012 and 2013 | 2014 and 2015 | Due after 2015 |
| | (In millions) | | | | |
| Contractual Cash Obligations: | | | | | |
| Convertible senior debentures(a) | $ 47.3 | $ | $ | $ 47.3 | $ |
| Operating leases | 1.5 | 0.1 | 1.0 | 0.4 | |
| Funding commitments(b) | 0.2 | 0.2 | | | |
| Potential clawback liabilities(c) | 2.2 | | 2.2 | | |
| Other long-term obligations(d) | 3.7 | 0.2 | 1.5 | 1.5 | 0.5 |
| Total Contractual Cash Obligations | $ 54.9 | $ 0.5 | $ 4.7 | $ 49.2 | $ 0.5 |

| | Amount of Commitment Expiration by Period | | | | |
|---|---|---|---|---|---|
| | Total | Remainder of 2011 | 2012 and 2013 | 2014 and 2015 | After 2015 |
| | (In millions) | | | | |
| Other Commitments: | | | | | |
| Letters of credit(e) | $ 6.3 | $ | $ | $ | $ 6.3 |

(a) We have outstanding $0.4 million of 2024 Debentures with a stated maturity of March 15, 2024. On March 21, 2011, we repurchased $30.8 million of the 2024 Debentures as required by the 2024 Debenture holders. The holders of the remaining 2024 Debentures have the right to require the Company to repurchase the remaining 2024 Debentures on March 20, 2014 or March 20, 2019 at a repurchase price equal to 100% of their respective face amount, plus accrued and unpaid interest. In March 2010, we issued $46.9 million in face value of our 10.125% senior convertible debentures, due 2014 (the 2014 Debentures ) in an exchange transaction for the same face amount of our 2024 Debentures.

(b) These amounts represent $0.2 million in funding commitments to private equity funds which have been included in the respective years based on estimated timing of capital calls provided to us by the funds management.

(c) We have received distributions as both a general partner and a limited partner from certain private equity funds. Under certain circumstances, we may be required to return a portion or all the distributions we received as a general partner of a fund for a further distribution to such fund s limited partners ( clawback ). The maximum clawback we could be required to return is approximately $2.2 million, of which $1.9 million was reflected in Accrued expenses and other current liabilities and $0.3 million was reflected in Other long-term liabilities on the Consolidated Balance Sheets.

(d) Reflects the estimated amount payable to our former Chairman and CEO under an ongoing agreement.

(e) A $6.3 million letter of credit is provided to the landlord of CompuCom s Dallas headquarters lease as required in connection with our sale of CompuCom in 2004.

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We have agreements with certain employees that provide for severance payments to the employee in the event the employee is terminated without cause or if the employee terminates his employment for good reason. The maximum aggregate cash exposure under the agreements was approximately $8 million at September 30, 2011.

We remain guarantor of Laureate Pharma s Princeton, New Jersey facility lease. Such guarantee may extend through the lease expiration in 2016 under certain circumstances. However, we are entitled to indemnification in connection with the continuation of such guaranty. As of September 30, 2011, scheduled lease payments to be made by Laureate Pharma over the remaining lease term equaled $6.3 million.

As of December 31, 2010, we had federal net operating and capital loss carryforwards totaling approximately $266.5 million. During the nine month period ended September 30, 2011, we utilized federal net operating and capital loss carryforwards totaling approximately $152.5 million to offset the taxable gain on the sales of Advanced BioHealing and Portico Systems. Our remaining loss carryforwards expire in various amounts from 2011 to 2030.

We are involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the consolidated financial position or results of operations.

**Factors That May Affect Future Results**

You should carefully consider the information set forth below. The following risk factors describe situations in which our business, financial condition or results of operations could be materially harmed, and the value of our securities may decline. You should also refer to other information included or incorporated by reference in this report.

***Our business depends upon our ability to make good decisions regarding the deployment of capital into new or existing partner companies and, ultimately, the performance of our partner companies, which is uncertain.***

If we make poor decisions regarding the deployment of capital into new or existing partner companies, our business model will not succeed. Our success as a company ultimately depends on our ability to choose the right partner companies. If our partner companies do not succeed, the value of our assets could be significantly reduced and require substantial impairments or write-offs and our results of operations and the price of our common stock would be adversely affected. The risks relating to our partner companies include:

- most of our partner companies have a history of operating losses and/or limited operating history;
- the intense competition affecting the products and services our partner companies offer could adversely affect their businesses, financial condition, results of operations and prospects for growth;
- the inability to adapt to changing marketplaces;
- the inability to manage growth;
- the need for additional capital to fund their operations, which we may not be able to fund or which may not be available from third parties on acceptable terms, if at all;
- the inability to protect their proprietary rights and/or infringing on the proprietary rights of others;
- certain of our partner companies could face legal liabilities from claims made against them based upon their operations, products or work;
- the impact of economic downturns on their operations, results and growth prospects;
- the inability to attract and retain qualified personnel; and
- the existence of government regulations and legal uncertainties may place financial burdens on the businesses of our partner companies.

These and other risks are discussed in detail under the caption Risks Related to Our Partner Companies below.

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***Our partner companies (and the nature of our interests in them) could vary widely from period to period.***

As part of our strategy, we continually assess the value to our shareholders of our interests in our partner companies. We also regularly evaluate alternative uses for our capital resources. As a result, depending on market conditions, growth prospects and other key factors, we may at any time:

- change the individual and/or types of partner companies on which we focus;
- sell some or all of our interests in any of our partner companies; or
- otherwise change the nature of our interests in our partner companies.

Therefore, the nature of our holdings could vary significantly from period to period.

***Our business model does not rely, or plan, upon the receipt of operating cash flows from our partner companies. Our partner companies generally provide us with no cash flow from their operations. We rely on cash on hand, liquidity events and our ability to generate cash from capital raising activities to finance our operations.***

We need capital to develop new partner company relationships and to fund the capital needs of our existing partner companies. We also need cash to service and repay our outstanding debt, finance our corporate overhead and meet our existing funding commitments. As a result, we have substantial cash requirements. Our partner companies generally provide us with no cash flow from their operations. To the extent our partner companies generate any cash from operations; they generally retain the funds to develop their own businesses. As a result, we must rely on cash on hand, partner company liquidity events and new capital raising activities to meet our cash needs. If we are unable to find ways of monetizing our holdings or to raise additional capital on attractive terms, we may face liquidity issues that will require us to curtail our new business efforts, constrain our ability to execute our business strategy and limit our ability to provide financial support to our existing partner companies.

***Fluctuations in the price of the common stock of our publicly traded holdings may affect the price of our common stock.***

Fluctuations in the market prices of the common stock of our publicly traded holdings may affect the price of our common stock. The market prices of our publicly traded holdings have been highly volatile and subject to fluctuations unrelated or disproportionate to operating performance.

***Intense competition from other acquirors of interests in companies could result in lower gains or possibly losses on our partner companies.***

We face intense competition from other capital providers as we acquire and develop interests in our partner companies. Some of our competitors have more experience identifying, acquiring and selling companies and have greater financial and management resources, brand name recognition or industry contacts than we have. Despite making most of our acquisitions at a stage when our partner companies are not publicly traded, we may still pay higher prices for those equity interests because of higher valuations of similar public companies and competition from other acquirers and capital providers, which could result in lower gains or possibly losses.

***We may be unable to obtain maximum value for our holdings or to sell our holdings on a timely basis.***

We hold significant positions in our partner companies. Consequently, if we were to divest all or part of our holdings in a partner company, we may have to sell our interests at a relative discount to a price which may be received by a seller of a smaller portion. For partner companies with publicly traded stock, we may be unable to sell our holdings at then-quoted market prices. For instance, the trading volume and public float in the common stock of NuPathe, one of our two publicly traded partner companies, is small relative to our holdings. As a result, any significant open-market divestiture by us of our holdings in these partner companies, if possible at all, would likely have a material adverse effect on the market price of their common stock and on our proceeds from such a divestiture. Additionally, we may not be able to take our partner companies public as a means of monetizing our position or creating shareholder value. Registration and other requirements under applicable securities laws may adversely affect our ability to dispose of our holdings on a timely basis.

***Our success is dependent on our executive management.***

Our success is dependent on our executive management team s ability to execute our strategy. A loss of one or more of the members of our executive management team without adequate replacement could have a material adverse effect on us.

***Our business strategy may not be successful if valuations in the market sectors in which our partner companies participate decline.***

Our strategy involves creating value for our shareholders by helping our partner companies build value and, if appropriate, accessing the public and private capital markets. Therefore, our success is dependent on the value of our partner companies as determined by the public and private capital markets. Many factors, including reduced market interest, may cause the market value of our publicly traded partner companies to decline. If valuations in the market sectors in which our partner companies participate decline, their access to the public and private capital markets on terms acceptable to them may be limited.

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***Our partner companies could make business decisions that are not in our best interests or with which we do not agree, which could impair the value of our holdings.***

Although we may seek a controlling or influential equity interest and participation in the management of our partner companies, we may not be able to control the significant business decisions of our partner companies. We may have shared control or no control over some of our partner companies. In addition, although we currently own a significant, influential interest in some of our partner companies, we do not maintain a controlling interest in any of our partner companies. Acquisitions of interests in partner companies in which we share or have no control, and the dilution of our interests in or loss of control of partner companies, will involve additional risks that could cause the performance of our interests and our operating results to suffer, including:

- the management of a partner company having economic or business interests or objectives that are different from ours; and
- the partner companies not taking our advice with respect to the financial or operating issues they may encounter.

Our inability to control our partner companies also could prevent us from assisting them, financially or otherwise, or could prevent us from liquidating our interests in them at a time or at a price that is favorable to us. Additionally, our partner companies may not act in ways that are consistent with our business strategy. These factors could hamper our ability to maximize returns on our interests and cause us to recognize losses on our interests in these partner companies.

***We may have to buy, sell or retain assets when we would otherwise not wish to do so in order to avoid registration under the Investment Company Act.***

The Investment Company Act of 1940 regulates companies which are engaged primarily in the business of investing, reinvesting, owning, holding or trading in securities. Under the Investment Company Act, a company may be deemed to be an investment company if it owns investment securities with a value exceeding 40% of the value of its total assets (excluding government securities and cash items) on an unconsolidated basis, unless an exemption or safe harbor applies. We refer to this test as the 40% Test. Securities issued by companies other than consolidated partner companies are generally considered investment securities for purpose of the Investment Company Act; unless other circumstances exist which actively involve the company holding such interests in the management of the underlying company. We are a company that partners with growth-stage companies to build value; we are not engaged primarily in the business of investing, reinvesting or trading in securities. We are in compliance with the 40% Test. Consequently, we do not believe that we are an investment company under the Investment Company Act.

We monitor our compliance with the 40% Test and seek to conduct our business activities to comply with this test. It is not feasible for us to be regulated as an investment company because the Investment Company Act rules are inconsistent with our strategy of actively helping our partner companies in their efforts to build value. In order to continue to comply with the 40% Test, we may need to take various actions which we would otherwise not pursue. For example, we may need to retain a controlling interest in a partner company that we no longer consider strategic, we may not be able to acquire an interest in a company unless we are able to obtain a controlling ownership interest in the company, or we may be limited in the manner or timing in which we sell our interests in a partner company. Our ownership levels also may be affected if our partner companies are acquired by third parties or if our partner companies issue stock which dilutes our controlling ownership interest. The actions we may need to take to address these issues while maintaining compliance with the 40% Test could adversely affect our ability to create and realize value at our partner companies.

***Economic disruptions and downturns may have negative repercussions for the Company.***

Events in the United States and international capital markets, debt markets and economies may negatively impact the Company s ability to pursue certain tactical and strategic initiatives, such as accessing additional public or private equity or debt financing for itself or for its partner companies and selling the Company s interests in partner companies on terms acceptable to the Company and in time frames consistent with our expectations.

***We have had material weaknesses in our internal controls over financial reporting in the past and cannot provide assurance that additional material weaknesses will not be identified in the future. Our failure to effectively maintain our internal control over financial reporting could result in material misstatements in our Consolidated***

***Financial Statements which could require us to restate financial statements, cause us to fail to meet our reporting obligations, cause investors to lose confidence in our reported financial information and/or have a negative effect on our stock price.***

We cannot assure that material weaknesses in our internal controls over financial reporting will not be identified in the future. Any failure to maintain or implement required new or improved controls, or any difficulties we encounter in their implementation, could result in additional material weaknesses, or could result in material misstatements in our Consolidated Financial Statements. These misstatements could result in a restatement of financial statements, cause us to fail to meet our reporting obligations and/or cause investors to lose confidence in our reported financial information, leading to a decline in our stock price.

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### Risks Related to our Partner Companies

***Most of our partner companies have a history of operating losses and/or limited operating history and may never be profitable.***

Most of our partner companies have a history of operating losses or limited operating history, have significant historical losses and may never be profitable. Many have incurred substantial costs to develop and market their products, have incurred net losses and cannot fund their cash needs from operations. We expect that the operating expenses of certain of our partner companies will increase substantially in the foreseeable future as they continue to develop products and services, increase sales and marketing efforts, and expand operations.

***Our partner companies face intense competition, which could adversely affect their business, financial condition, results of operations and prospects for growth.***

There is intense competition in the technology and life sciences marketplaces, and we expect competition to intensify in the future. Our business, financial condition, results of operations and prospects for growth will be materially adversely affected if our partner companies are not able to compete successfully. Many of the present and potential competitors may have greater financial, technical, marketing and other resources than those of our partner companies. This may place our partner companies at a disadvantage in responding to the offerings of their competitors, technological changes or changes in client requirements. Also, our partner companies may be at a competitive disadvantage because many of their competitors have greater name recognition, more extensive client bases and a broader range of product offerings. In addition, our partner companies may compete against one another.

***The success or failure of many of our partner companies is dependent upon the ultimate effectiveness of newly-created information technologies, medical devices, healthcare diagnostics etc.***

Our partner companies business strategies are often highly dependent upon the successful launch and commercialization of an innovative information technology, medical device, healthcare diagnostic, etc. Despite all of our efforts to understand the research and development underlying the innovation or creation of such technologies, etc. before we deploy capital to a partner company, often-times the performance of the technology, device etc. never matches the expectations of us or the partner company. In those situations, it is likely that we will incur a partial or total loss of the capital which we deployed in such partner company.

***Our partner companies may fail if they do not adapt to changing marketplaces.***

If our partner companies fail to adapt to changes in technology and customer and supplier demands, they may not become or remain profitable. There is no assurance that the products and services of our partner companies will achieve or maintain market penetration or commercial success, or that the businesses of our partner companies will be successful.

The technology and life sciences marketplaces are characterized by:

- rapidly changing technology;
- evolving industry standards;
- frequently introducing new products and services;
- shifting distribution channels;
- evolving government regulation;
- frequently changing intellectual property landscapes; and
- changing customer demands.

Our future success will depend on our partner companies ability to adapt to these evolving marketplaces. They may not be able to adequately or economically adapt their products and services, develop new products and services or establish and maintain effective distribution channels for their products and services. If our partner companies are unable to offer competitive products and services or maintain effective distribution channels, they will sell fewer products and services and forego potential revenue, possibly causing them to lose money. In addition, we and our partner companies may not be able to respond to the marketplace changes in an economically efficient manner, and our partner companies may become or remain unprofitable.

***Our partner companies may grow rapidly and may be unable to manage their growth.***

We expect some of our partner companies to grow rapidly. Rapid growth often places considerable operational, managerial and financial strain on a business. To successfully manage rapid growth, our partner companies must, among other things:

- improve, upgrade and expand their business infrastructures;
- scale up production operations;
- develop appropriate financial reporting controls;
- attract and maintain qualified personnel; and
- maintain appropriate levels of liquidity.

If our partner companies are unable to manage their growth successfully, their ability to respond effectively to competition and to achieve or maintain profitability will be adversely affected.

***Based on our business model, some or all of our partner companies will need to raise additional capital to fund their operations at any given time. We may not be able to fund some or all of such amounts and such amounts may not be available from third parties on acceptable terms, if at all.***

We cannot be certain that our partner companies will be able to obtain additional financing on favorable terms, if at all. Because our resources and our ability to raise capital are not unlimited, we may not be able to provide partner companies with sufficient capital resources to enable them to reach a cash-flow positive position, even if we wish to do so. General economic disruptions and downturns may also negatively affect the ability of some of our partner companies to fund their operations from other stockholders and capital sources. We also may fail to accurately project the capital needs of partner companies. If partner companies need to but are not able to raise capital from us or other outside sources, then they may need to cease or scale back operations. In such event, our interest in any such partner company will become less valuable.

***Economic disruptions and downturns may negatively affect our partner companies plans and their results of operations.***

Many of our partner companies are largely dependent upon outside sources of capital to fund their operations. Disruptions in the availability of capital from such sources will negatively affect the ability of such partner companies to pursue their business models and will force such companies to revise their growth and development plans accordingly. Any such changes will, in turn, affect the ability of the Company to realize the value of its capital deployments in such companies.

In addition, downturns in the economy as well as possible governmental responses to such downturns and/or to specific situations in the economy could affect the business prospects of certain of our partner companies, including, but not limited to, in the following ways: weaknesses in the financial services industries; reduced business and/or consumer spending; and/or systematic changes in the ways the healthcare system operates in the United States.

***Some of our partner companies may be unable to protect their proprietary rights and may infringe on the proprietary rights of others.***

Our partner companies assert various forms of intellectual property protection. Intellectual property may constitute an important part of partner company assets and competitive strengths. Federal law, most typically, copyright, patent, trademark and trade secret laws, generally protects intellectual property rights. Although we expect that our partner companies will take reasonable efforts to protect the rights to their intellectual property, third parties may develop similar intellectual property independently. Moreover, the complexity of international trade secret, copyright, trademark and patent law, coupled with the limited resources of our partner companies and the demands of quick delivery of products and services to market, create a risk that partner company efforts to prevent misappropriation of their technology will prove inadequate.

Some of our partner companies also license intellectual property from third parties, and it is possible that they could become subject to infringement actions based upon their use of the intellectual property licensed from those third parties. Our partner companies generally obtain representations as to the origin and ownership of such licensed intellectual property. However, this may not adequately protect them. Any claims against our partner companies proprietary rights, with or without merit, could subject the companies to costly litigation and divert their technical and management personnel from other business concerns. If our partner companies incur costly legaland their personnel are not effectively deployed, the expenses and losses incurred by our partner companies will increase and their profits, if any, will decrease.

Third parties have and may assert infringement or other intellectual property claims against our partner companies based on their patents or other intellectual property claims. Even though we believe our partner companies products do not infringe any third-party s patents, they may have to pay substantial damages, possibly including treble damages, if it is ultimately determined that they do. They may have to obtain a license to sell their products if it is determined that their products infringe another person s intellectual property. Our partner companies might be prohibited from selling their products before they obtain a license, which, if available at all, may require them to pay substantial royalties. Even if infringement claims against our partner companies are without merit, defending these types of lawsuits takes significant time, is expensive and may divert management attention from other business concerns.

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***Certain of our partner companies could face legal liabilities from claims made against their operations, products or work.***

Because manufacture and sale of certain partner company products entail an inherent risk of product liability, certain partner companies maintain product liability insurance. Although none of our current partner companies have experienced any material losses in this regard, there can be no assurance that they will be able to maintain or acquire adequate product liability insurance in the future and any product liability claim could have a material adverse effect on a partner company s financial stability, revenues and results of operations. In addition, many of the engagements of our partner companies involve projects that are critical to the operation of their clients businesses. If our partner companies fail to meet their contractual obligations, they could be subject to legal liability, which could adversely affect their business, operating results and financial condition. Partner company contracts typically include provisions designed to limit their exposure to legal claims relating to their services and products. However, these provisions may not protect our partner companies or may not be enforceable. Also, as consultants, some of our partner companies depend on their relationships with their clients and their reputation for high-quality services and integrity to retain and attract clients. As a result, claims made against our partner companies work may damage their reputation, which in turn could impact their ability to compete for new work and negatively impact their revenue and profitability.

***Our partner companies success depends on their ability to attract and retain qualified personnel.***

Our partner companies depend upon their ability to attract and retain senior management and key personnel, including trained technical and marketing personnel. Our partner companies also will need to continue to hire additional personnel as they expand. At present, none of our partner companies have employees represented by labor unions. Although our partner companies have not been the subject of a work stoppage, any future work stoppage could have a material adverse effect on their respective operations. A shortage in the availability of the requisite qualified personnel or work stoppage would limit the ability of our partner companies to grow, to increase sales of their existing products and services, and to launch new products and services.

***Government regulations and legal uncertainties may place financial burdens on the businesses of our partner companies.***

Failure to comply with applicable requirements of the FDA or comparable regulation in foreign countries can result in fines, recall or seizure of products, total or partial suspension of production, withdrawal of existing product approvals or clearances, refusal to approve or clear new applications or notices and criminal prosecution. Manufacturers of pharmaceuticals and medical diagnostic devices and operators of laboratory facilities are subject to strict federal and state regulation regarding validation and the quality of manufacturing and laboratory facilities. Failure to comply with these quality regulation systems requirements could result in civil or criminal penalties or enforcement proceedings, including the recall of a product or a cease distribution order. The enactment of any additional laws or regulations that affect healthcare insurance policy and reimbursement (including Medicare reimbursement) could negatively affect our partner companies. If Medicare or private payors change the rates at which our partner companies or their customers are reimbursed by insurance providers for their products, such changes could adversely impact our partner companies.

***Some of our partner companies are subject to significant environmental, health and safety regulation.***

Some of our partner companies are subject to licensing and regulation under federal, state and local laws and regulations relating to the protection of the environment and human health and safety, including laws and regulations relating to the handling, transportation and disposal of medical specimens, infectious and hazardous waste and radioactive materials, as well as to the safety and health of manufacturing and laboratory employees. In addition, the federal Occupational Safety and Health Administration has established extensive requirements relating to workplace safety.

**Item 3.** ***Quantitative and Qualitative Disclosures About Market Risk***

We are exposed to equity price risks on the marketable portion of our ownership interests in our partner companies. At September 30, 2011, these interests included our equity positions in NuPathe and Tengion, our publicly traded partner companies, which have experienced significant volatility in their stock prices. Historically, we have not attempted to reduce or eliminate our market exposure related to these interests. Based on closing market prices at September 30, 2011, the aggregate fair market value of our holdings in NuPathe and Tengion were approximately $5.7 million. A 20% decrease in each of NuPathe s and Tengion s stock prices would result in an approximate $1.1 million decrease in the fair value of our public company holdings.

We have outstanding $0.4 million of 2024 Debentures with a stated maturity of March 15, 2024. On March 21, 2011, we repurchased $30.8 million of the 2024 Debentures as required by the Debenture holders. The 2024 Debentures holders have the right to require the Company to repurchase the 2024 Debentures on March 20, 2014 or March 20, 2019 at a repurchase price equal to 100% of their respective face amount, plus accrued and unpaid interest. In March 2010, we issued $46.9 million in face value of our 10.125% senior convertible debentures, due 2014 (the 2014 Debentures ) in an exchange transaction for the same face amount of our 2024 Debentures.

| Liabilities | Remainder of 2011 | 2012 | 2013 | After 2013 | Fair Value at September 30, 2011 |
|---|---|---|---|---|---|
| 2024 Debentures due by year (in millions) | $ | $ | $ | $ 0.4 | $ 0.4 |
| Fixed interest rate | 2.625% | 2.625% | 2.625% | 2.625% | N/A |
| Interest expense (in millions) | $ | $ | $ | $ 0.1 | N/A |
| 2014 Debentures due by year (in millions) | $ | $ | $ | $ 46.9 | $ 58.2 |
| Fixed interest rate | 10.125% | 10.125% | 10.125% | 10.125% | N/A |
| Interest expense (in millions) | $ 1.2 | $ 4.8 | $ 4.8 | $ 1.0 | N/A |

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## Item 4. *Controls and Procedures*

(a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2011. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of September 30, 2011 are functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms and (ii) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

(b) Change in Internal Control over Financial Reporting

No change in our internal control over financial reporting occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**PART II**
**OTHER INFORMATION**
**Item 1A.** ***Risk Factors***

There have been no material changes in our risk factors from the information set forth above under the heading Factors That May Affect Future Results and in our Annual Report on Form 10-K for the year ended December 31, 2010.

**Item 2.** ***Unregistered Sales of Equity Securities and Use of Proceeds***

**Purchases of Equity Securities by the Issuer and Affiliated Purchasers (1)**

| Period | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|
| 8/23/11 | 1,100 | $ 14.6589 | N/A | N/A |
| 8/25/11 | 2,400 | $ 14.9488 | N/A | N/A |
| 9/6/11 | 2,000 | $ 13.9050 | N/A | N/A |

(1) The purchases reported in this table were open market purchases made by individuals who may be considered affiliated purchasers of the Registrant under Rule 10b-18 of the Securities Exchange Act of 1934, as amended.

**Item 6.** ***Exhibits***

(a) Exhibits.

The following is a list of exhibits required by Item 601 of Regulation S-K filed as part of this Report. For exhibits that previously have been filed, the Registrant incorporates those exhibits herein by reference. The exhibit table below includes the Form Type and Filing Date of the previous filing and the location of the exhibit in the previous filing which is being incorporated by reference herein. Documents which are incorporated by reference to filings by parties other than the Registrant are identified in a footnote to this table.

| | | **Incorporated Filing Reference** | |
|---|---|---|---|
| Exhibit Number | Description | **Form Type & Filing Date** | **Original Exhibit Number** |
| 31.1 | Certification of Peter J. Boni pursuant to Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 | | |
| 31.2 | Certification of Stephen T. Zarrilli pursuant to Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 | | |
| 32.1 | Certification of Peter J. Boni pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | |
| 32.2 | Certification of Stephen T. Zarrilli pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | |
| 101 | The following materials from Safeguard Scientifics, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, formatted in XBRL (eXtensible Business Reporting Language); (i) Consolidated Balance Sheets September 30, 2011 (unaudited) and December 31, 2010; (ii) Consolidated Statements of Operations (unaudited) Three and nine months ended September 30, 2011 and 2010; (iii) Condensed Statements of Cash Flows (unaudited) Nine months ended September 30, 2011 and 2010; (iv) Consolidated Statement of Shareholders Equity Nine months ended September 30, 2011;and (v) Notes to Consolidated Financial Statements (unaudited), tagged as blocks of text*. | | |

Filed herewith

* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SAFEGUARD SCIENTIFICS, INC.

Date: October 28, 2011 — PETER J. BONI

Peter J. Boni
*President and Chief Executive Officer*

Date: October 28, 2011 — STEPHEN T. ZARRILLI

Stephen T. Zarrilli
*Senior Vice President and Chief Financial Officer*