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SAFEGUARD SCIENTIFICS INC ET AL
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)(1)

Artemis International Solutions Corp. f/n/a Opus360 Corporation
(Name of Issuer)

Common Stock, \$.001 par value
(Title of Class of Securities)

68400F 10 9
(CUSIP Number)

December 31, 2001
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 68400F 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Safeguard Scientifics, Inc. 23-1609753

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|-----------------------------|-----------|
| 5. SOLE VOTING POWER | 0 |
| 6. SHARED VOTING POWER | 3,151,481 |
| 7. SOLE DISPOSITIVE POWER | 0 |
| 8. SHARED DISPOSITIVE POWER | 3,151,481 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,151,481

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.27%

12. TYPE OF REPORTING PERSON*

CO

CUSIP NO. 68400F 10 9

1. NAME OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Safeguard Scientifics (Delaware), Inc. 51-0291171

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [x]
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|-----------------------------|---------|
| 5. SOLE VOTING POWER | 0 |
| 6. SHARED VOTING POWER | 347,942 |
| 7. SOLE DISPOSITIVE POWER | 0 |
| 8. SHARED DISPOSITIVE POWER | 347,942 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

347,942

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.14%

12. TYPE OF REPORTING PERSON*

CO

CUSIP NO. 68400F 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Safeguard Delaware, Inc. 52-2081181

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [x]

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER 0

6. SHARED VOTING POWER 2,791,360

7. SOLE DISPOSITIVE POWER 0

8. SHARED DISPOSITIVE POWER 2,791,360

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,791,360

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.12%

12. TYPE OF REPORTING PERSON*

CO

CUSIP NO. 68400F 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Compushop, Inc. 75-1545827

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [x]
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER 0
6. SHARED VOTING POWER 17,959
7. SOLE DISPOSITIVE POWER 0
8. SHARED DISPOSITIVE POWER 17,959
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
17,959
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.01%
12. TYPE OF REPORTING PERSON*
CO

CUSIP NO. 68400F 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Safeguard Partners Capital, L.P. 23-2986391

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [x]
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER 0
6. SHARED VOTING POWER 0
7. SOLE DISPOSITIVE POWER 0
8. SHARED DISPOSITIVE POWER 0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.00%

12. TYPE OF REPORTING PERSON*
PN

CUSIP NO. 68400F 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Safeguard Fund Management, Inc. 23-3045546

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [x]
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER 0

6. SHARED VOTING POWER 12,189

7. SOLE DISPOSITIVE POWER 0

8. SHARED DISPOSITIVE POWER 12,189

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,189

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.00%

12. TYPE OF REPORTING PERSON*
CO

CUSIP NO. 68400F 10 9

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1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Bonfield Partners Capital, L.P. 23-3054899

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)]
(b)]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER 0
6. SHARED VOTING POWER 51,540
7. SOLE DISPOSITIVE POWER 0
8. SHARED DISPOSITIVE POWER 51,540

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,540

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.02%

12. TYPE OF REPORTING PERSON*

PN

CUSIP NO. 68400F 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Bonfield Insurance Ltd. 51-0403059

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)]
(b)]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER 0
6. SHARED VOTING POWER 51,540

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7. SOLE DISPOSITIVE POWER 0

8. SHARED DISPOSITIVE POWER 51,540

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
51,540

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.02%

12. TYPE OF REPORTING PERSON*
IC

Item 1 (a) Name of Issuer:

Artemis International Solutions Corp.

Item 1 (b) Address of Issuer's Principal Executive Offices:

599 Broadway, 11th Floor
New York, NY 10012

Item 2 (a) Name of Person Filing:

- (1) Safeguard Scientifics, Inc.
- (2) Safeguard Scientifics (Delaware), Inc.
- (3) Safeguard Delaware, Inc.
- (4) CompuShop Incorporated
- (5) Safeguard Partners Capital, L.P.
- (6) Safeguard Fund Management, Inc.
- (7) Bonfield Partners Capital, L.P.
- (8) Bonfield Insurance Ltd.

Item 2 (b) Address of Principal Business Office:

(1) 800 The Safeguard Building
435 Devon Park Drive
Wayne, PA 19087-1945

(2) (3) (4)
(5) (6) (7)

(8) 103 Springer Building
3411 Silverside Road
Wilmington, DE 19803

Item 2 (c) Citizenship:

- (1) Pennsylvania
- (2) (3) (5)
- (6) (7) Delaware
- (4) Texas

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(8) British Virgin Islands

Item 2 (d) Title of Class of Securities:

Common Stock, \$.001 par value per share

Item 2 (e) CUSIP Number:

68400F 10 9

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a :

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance Company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (i) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Not applicable

Item 4 Ownership:

(a) Amount Beneficially Owned:

3,151,481 shares of common stock*

(b) Percent of Class:

1.27%*

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

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0

(ii) shared power to vote or to direct the vote:

3,151,481 shares of common stock*

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

3,151,481 shares of common stock*

* Includes the following shares:

2,749,183 shares owned of record by Safeguard Delaware, Inc. ("SDI"), a wholly owned subsidiary of Safeguard Scientifics, Inc. ("Safeguard");

51,540 shares owned of record by Bonfield Partners Capital, L.P., a limited partnership organized under the laws of Delaware ("Bonfield Capital"); and

350,758 shares owned by CompuCom Systems, Inc., of which Safeguard indirectly owns approximately 60% of the voting securities.

Bonfield Insurance Ltd., an insurance company owned by SDI, Safeguard Scientifics (Delaware), Inc. ("SSDI") and Safeguard Fund Management, Inc. ("SFMI"), is the general partner of Bonfield Capital and has sole voting and dispositive power over the securities owned by Bonfield Capital. SSDI is a wholly owned subsidiary of Safeguard, and SFMI is a wholly owned subsidiary of SDI.

SSDI, SDI, and Compushop Incorporated ("Compushop"), a wholly owned subsidiary of SSDI, own, in the aggregate, approximately 60% of the voting securities of CompuCom Systems, Inc.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable

Item 8 Identification and Classification of Members of the Group:

Safeguard Scientifics, Inc., Safeguard Scientifics (Delaware), Inc., Safeguard Delaware, Inc., Compushop Incorporated, Bonfield Partners Capital, L.P. and Bonfield Insurance Ltd. are members of a group for purposes of

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Sections 13(d) and 13(g) of the Securities Exchange Act of 1934.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. In executing this statement, the undersigned agree, to the extent required by Rule 13d-1(k)(1)(iii), that this statement is being filed jointly on behalf on each of the Reporting Persons herein.

SAFEGUARD SCIENTIFICS, INC.

Dated: February 12, 2002 By: /s/ N. Jeffrey Klauder

N. Jeffrey Klauder
Managing Director and
General Counsel

SAFEGUARD SCIENTIFICS (DELAWARE), INC.

Dated: February 12, 2002 By: /s/ N. Jeffrey Klauder

N. Jeffrey Klauder
Vice President

SAFEGUARD DELAWARE, INC.

Dated: February 12, 2002 By: /s/ N. Jeffrey Klauder

N. Jeffrey Klauder
Vice President

COMPUSHOP INCORPORATED

Dated: February 12, 2002 By: /s/ N. Jeffrey Klauder

N. Jeffrey Klauder
Vice President

SAFEGUARD FUND MANAGEMENT, INC.

Dated: February 12, 2002 By: /s/ N. Jeffrey Klauder

N. Jeffrey Klauder
Vice President

SAFEGUARD PARTNERS CAPITAL, L.P.

Dated: February 12, 2002 By: /s/ N. Jeffrey Klauder

N. Jeffrey Klauder

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Vice President of Safeguard Fund
Management, Inc., the general
Partner

BONFIELD PARTNERS CAPITAL, L.P.

Dated: February 12, 2002

By: /s/ N. Jeffrey Klauder

N. Jeffrey Klauder
Vice President of Bonfield Insurance
Ltd., the general partner

BONFIELD INSURANCE LTD.

Dated: February 12, 2002

By: /s/ N. Jeffrey Klauder

N. Jeffrey Klauder
Vice President