

SAFEGUARD SCIENTIFICS INC  
Form 8-K  
May 25, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8 K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) May 24, 2017

Safeguard Scientifics, Inc.  
(Exact Name of Registrant as Specified in Charter)

Pennsylvania 1-5620 23-1609753  
(State or other jurisdiction of (Commission file number) (I.R.S. Employer ID No.)  
incorporation or organization)

170 North Radnor-Chester Road  
Suite 200  
Radnor, PA 19087  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 610-293-0600  
Not  
applicable  
(Former  
name of  
former  
address, if  
changed  
since last  
report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company "

If an  
emerging  
growth  
company,  
indicate by  
check mark  
if the  
registrant  
has elected  
not to use  
the  
extended  
transition  
period for  
complying  
with any  
new or  
revised  
financial  
accounting  
standards  
provided  
pursuant to  
Section  
13(a) of the  
Securities  
Act. "

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

The annual meeting of shareholders (the “Annual Meeting”) of Safeguard Scientifics, Inc. (the “Company”) was held on May 24, 2017. As of the Record Date of March 24, 2017, there were 20,358,950 shares of common stock outstanding and entitled to notice of and to vote at the Annual Meeting. The matters voted upon at the Annual Meeting and the results of the voting are set forth below.

## Proposal I - Election of Directors

Shareholders approved the election of six directors to serve as directors for a one-year term to expire at the 2018 Annual Meeting. The voting results for this proposal are as follows:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Stephen T. Zarrilli	12,616,106	2,459,384	3,162,961
Julie A. Dobson	12,198,708	2,876,782	3,162,961
Stephen Fisher	12,778,365	2,297,125	3,162,961
George MacKenzie	12,255,676	2,819,814	3,162,961
John J. Roberts	12,200,579	2,874,911	3,162,961
Robert J. Rosenthal	12,832,355	2,243,135	3,162,961

## Proposal II - Advisory Vote Concerning Executive Compensation of the Named Executive Officers

Shareholders approved, on an advisory basis, the Company’s compensation of its named executive officers, as disclosed in the Compensation Discussion and Analysis and Executive Compensation sections of the Company’s 2017 Annual Meeting Proxy Statement. The voting results for this proposal are as follows:

Votes For	Votes Against	Abstain	Broker Non-Votes
12,368,363	2,653,666	53,461	3,162,961

## Proposal III - Advisory Vote on Frequency of Future Advisory Votes Concerning Executive Compensation of the Named Executive Officers

Shareholders approved, on an advisory basis, the Company’s proposal to hold future advisory votes on executive compensation of the named executive officers annually. In accordance with the Board of Director’s recommendation and the outcome of this advisory vote, the Company intends to hold the next advisory vote on the compensation of its named executive officers at the Company’s 2018 Annual Meeting. The voting results for this proposal are as follows:

One Year	Two Years	Three Years	Abstain	Broker Non-Votes
12,185,234	51,185	2,808,724	30,147	3,162,961

## Proposal IV - Ratification of the Appointment of KPMG as the Company’s Independent Registered Public Accounting Firm for Fiscal Year 2017

Shareholders ratified the appointment of KPMG LLP to serve as the Company’s independent registered public accounting firm for its 2017 fiscal year. The voting results for this proposal are as follows:

Votes For	Votes Against	Abstain	Broker Non-Votes
18,104,878	128,189	5,384	—

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Safeguard Scientifics, Inc.

Dated: May 25, 2017 By: /s/ BRIAN J. SISKO

Brian J. Sisko

Chief Operating Officer, Executive Vice President and Managing Director