

SAFEGUARD SCIENTIFICS INC  
Form 8-K  
October 29, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

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

**Date of report (Date of earliest event reported) October 23, 2012**

**Safeguard Scientifics, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Pennsylvania**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-5620**  
**(Commission**  
**File Number)**

**23-1609753**  
**(IRS Employer**  
**Identification No.)**

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435 Devon Park Drive, Building 800, Wayne, PA  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code 610-293-0600

19087  
(Zip Code)

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 23, 2012, Safeguard Scientifics, Inc. (the Company), effective November 1, 2012, appointed Stephen T. Zarrilli, 51, currently the Company's Senior Vice President and Chief Financial Officer, to succeed Peter J. Boni as President and CEO of the Company. Mr. Zarrilli also will be appointed to the Company's Board of Directors, effective as of the same date. Mr. Boni will serve as CEO Emeritus of the Company, and will remain on the Company's Board of Directors, until the annual meeting of shareholders to be held on May 23, 2013. Thereafter, through December 31, 2013, he will act as a special advisor to the Company.

Mr. Zarrilli joined the Company in June 2008 and has since served as Senior Vice President and Chief Financial Officer. Prior to joining the Company, Mr. Zarrilli co-founded, in 2004, the Penn Valley Group, a middle-market management advisory and private equity firm, and served as a Managing Director there until June 2008. He continues to serve as non-executive chairman of the Penn Valley Group. Mr. Zarrilli also served as Acting Senior Vice President, Acting Chief Administrative Officer and Acting Chief Financial Officer of Safeguard from December 2006 to June 2007. Mr. Zarrilli also served as the Chief Financial Officer, from 2001 to 2004, of Fiberlink Communications Corporation, a provider of remote access VPN solutions for large enterprises; as the Chief Executive Officer, from 2000 to 2001, of Concellera Software, Inc., a developer of content management software; as the Chief Executive Officer, from 1999 to 2000, and Chief Financial Officer, from 1994 to 1998, of US Interactive, Inc. (at the time a public company), a provider of Internet strategy consulting, marketing and technology services (US Interactive filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code in January 2001); and, previously, with Deloitte & Touche from 1983 to 1994. Mr. Zarrilli is a director and Chairman of the Audit Committee of NutriSystem, Inc.

The Company will disclose the terms of financial arrangements with Mr. Boni promptly after they are finalized. Any changes to Mr. Zarrilli's compensation will also be disclosed as required.

**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: October 29, 2012

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