

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-K**

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2016

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

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)

170 North Radnor-Chester Road  
Suite 200  
Radnor, PA

(Address of principal executive offices)

23-1609753

(I.R.S. Employer Identification No.)

19087

(Zip Code)

(610) 293-0600

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u>     | <u>Name of each exchange on which registered</u> |
|--------------------------------|--------------------------------------------------|
| Common Stock (\$.10 par value) | New York Stock Exchange                          |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

|                         |                                                                        |                           |                                     |
|-------------------------|------------------------------------------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/>                                               | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/>            |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of June 30, 2016, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$249,387,693 based on the closing sale price as reported on the New York Stock Exchange.

The number of shares outstanding of the registrant's common stock as of February 28, 2017 was 20,364,488.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive proxy statement (the "Definitive Proxy Statement") to be filed with the Securities and Exchange Commission for the Company's 2017 Annual Meeting of Shareholders are incorporated by reference into Part III of this report.

**SAFEGUARD SCIENTIFICS, INC.**

**FORM 10-K**

**December 31, 2016**

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## PART I

### Cautionary Note Concerning Forward-Looking Statements

This Annual Report on Form 10-K 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,” “seeks,” “estimates,” “should,” “would,” “could,” “will,” “opportunity,” “potential” or “may,” variations of such words or other words that 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, our ability to make good decisions about the deployment of capital, the fact that our partner companies may vary from period to period, our substantial capital requirements and absence of liquidity from our partner company holdings, fluctuations in the market prices of our publicly traded partner company holdings, competition, our inability to obtain maximum value for our partner company holdings, our ability to attract and retain qualified employees, our ability to execute our strategy, market valuations in sectors in which our partner companies operate, our inability to control our partner companies, our need to manage our assets to avoid registration under the Investment Company Act of 1940, and risks associated with our partner companies and their performance, including the fact that most of our partner companies have a limited history and a history of operating losses, face intense competition and may never be profitable, the effect of economic conditions in the business sectors in which our partner companies operate, compliance with government regulation and legal liabilities, all of which are discussed in Item 1A. “Risk Factors.” 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.

### Item 1. *Business*

#### Business Overview

Safeguard’s charter is to be a nationally recognized leader with respect to entrepreneurship and innovation. Our vision is to provide capital and relevant expertise to fuel the growth of technology-driven businesses in healthcare, financial services and digital media. Throughout this document, we use the term “partner company” to generally refer to those companies in which we have an equity interest and in which we are actively involved, influencing development through board representation and management support, in addition to the influence we exert through our equity ownership. From time to time, in addition to these partner companies, we also hold relatively small equity interests in other enterprises where we do not exert significant influence and do not participate in management activities. In some cases, these interests relate to former partner companies and in some cases these interests relate to entities which may later become partner companies.

Safeguard targets technology-driven businesses in healthcare, financial services and digital media that are capitalizing on the next wave of enabling technologies with a particular focus, at present, on the Internet of Everything, enhanced security and predictive analytics. We strive to create long-term value for our shareholders by helping our partner companies to increase their market penetration, grow revenue and improve cash flow. Safeguard typically deploys between \$5 million and \$15 million of initial capital and \$5 million to \$10 million of follow-on funding with a total anticipated deployment of up to \$25 million in a company. We will occasionally provide certain early-stage seed round financings in amounts generally up to \$1 million to promising young companies with the goal to provide more capital once certain development milestones are achieved.

In 2016, our management team continued to focus on the following objectives:

- Deploy capital in companies within our strategic focus;
- Build value in partner companies by developing strong management teams, growing the companies organically and through acquisitions, and positioning the companies for liquidity at premium valuations;
- Realize the value of partner companies through selective, well-timed exits to maximize risk-adjusted value; and
- Provide the tools needed for investors to fully recognize the shareholder value that has been created by our efforts.

To meet our strategic objectives during 2017, Safeguard will continue to focus on:

- Deploying our capital in partner companies within our strategic focus;
- Helping partner companies achieve additional market penetration, revenue growth, cash flow improvement and growth in long-term value; and

- Realizing value in our partner companies if and when we believe doing so will maximize value for our shareholders.

We incorporated in the Commonwealth of Pennsylvania in 1953. Our corporate headquarters are located at 170 North Radnor-Chester Road, Suite 200, Radnor, Pennsylvania 19087.

## Significant 2016 Highlights

Here are some of our key developments from 2016 :

- During 2016, we deployed an aggregate of \$22.9 million of capital into four new partner companies. In addition, we deployed \$56.4 million of additional capital to support the growth of partner companies in which we already had an interest at December 31, 2015.
- In January 2016, we received \$4.1 million in connection with the expiration of the escrow period related to the December 2013 sale of former partner company ThingWorx, Inc. to PTC, Inc. In April 2016, we received \$3.3 million associated with the achievement of the final performance milestone related to the transaction bringing our total cash-on-cash return to 4.7x.
- In April 2016, we received \$1.1 million in cash proceeds from escrow related to the sale of our ownership interests in former partner company DriveFactor, Inc. in April 2015.
- In April 2016, we received initial cash proceeds of \$58.6 million from the sale of former partner company Putney, Inc. to Dechra Pharmaceuticals Plc. This excludes \$0.6 million, which will be held in escrow until April 2017.
- In June 2016, we sold our ownership interests in former partner company Bridgevine, Inc. We received cash proceeds of \$5.0 million.
- In June 2016, we deployed \$5.5 million as part of a \$17.5 million Series B financing for partner company Aktana, Inc. In October 2016, we deployed an additional \$2.7 million in Aktana. Aktana leverages big data and machine learning to enable pharmaceutical brands to dynamically optimize their strategy and enhance sales execution.
- In July 2016, we received \$0.6 million in cash proceeds from escrow related to the sale of our ownership interests in former partner company Quantia, Inc. in July 2015.
- In September 2016, we deployed \$4.5 million as part of a \$5.5 million Series A financing for partner company Moxe Health Corporation. Moxe Health connects payers to their provider networks, facilitating real-time data exchange through its electronic integration platform.
- In October 2016, we deployed \$4.2 million as part of a \$5.0 million Series A financing for partner company Brickwork. Brickwork helps retailers inform, target, convert and prepare for store shoppers online as the first scalable software-as-a-service ("SaaS") platform powering a seamless customer path between online and in-store shopping.
- In November 2016, we deployed \$6.0 million as part of a \$10.0 million Series B financing for partner company T-REX Group, Inc. T-REX is a financial services software technology company that specializes in valuation, risk analysis, and structuring tools to unlock investment opportunities for various asset classes.
- During the year ended December 31, 2016, we repurchased 0.4 million shares of the Company's common stock in open market transactions at prices ranging from \$11.69 to \$14.67 per share for an aggregate cost of \$5.4 million.

## Our Strategy

Founded in 1953, Safeguard has a distinguished track record of building market leaders by providing capital and operational support to entrepreneurs across an evolving and innovative spectrum of industries. Today, Safeguard provides capital and relevant expertise to fuel the growth of technology-driven businesses in healthcare, financial services and digital media. Safeguard targets companies that are capitalizing on the next wave of enabling technologies with a particular focus, at present, on the Internet of Everything, enhanced security and predictive analytics.

As a visionary for the development of early- and growth-stage technology-driven companies, Safeguard is a proven partner for entrepreneurs looking to accelerate growth and build long-term value in their businesses. Leveraging Safeguard's history of building market leaders, along with our team's collective operational expertise and successful entrepreneurial endeavors, Safeguard has built a powerful—and actionable—platform of resources to support our partner companies with the strategies and relationships that are most vital for success. We provide value that extends beyond capital and work as a team to foster growth.

Our corporate staff of 33 employees is dedicated to creating long-term value for our shareholders by helping our partner companies build value and by pursuing selective, well-timed exits of our partner companies.

### ***Identifying Partner Company Opportunities***

Safeguard's go-to-market strategy, marketing and sourcing activities are designed to generate a large volume of high-quality opportunities to acquire significant shareholder positions in partner companies. Our principal focus is to acquire positions in early- and growth-stage companies with attractive growth prospects. Generally, we prefer to deploy capital into companies:

- operating in large and/or growing markets;
- with barriers to entry by competitors, such as proprietary technology and intellectual property, or other competitive advantages;
- with initial capital requirements between \$5 million and \$15 million, and follow-on financing between \$5 million and \$10 million, with the total anticipated deployment of up to \$25 million from Safeguard; and
- with a compelling growth strategy.

Our sourcing efforts are targeted primarily in the eastern United States. However, in-bound deal leads generate opportunities throughout the United States, and we do not limit our sourcing to a particular geographic area within the United States. Leads come from a variety of sources, including investment bankers, syndication partners, existing partner companies and Safeguard's Advisor and Global Expert Network.

We believe there are many opportunities within these strategic focus areas, and our sourcing activities are focused on finding candidate companies and evaluating how well they align with our criteria. However, we recognize we may have difficulty identifying candidate companies and completing transactions on terms we believe appropriate. As a result, we cannot be certain how frequently we will enter into transactions with new or existing partner companies.

**Competition.** We face intense competition from other companies that acquire or provide capital to technology-driven businesses. Competitors include venture capital and, occasionally, private equity investors, as well as companies seeking to make strategic acquisitions. Many providers of growth capital also offer strategic guidance, networking access for recruiting and general advice. Nonetheless, we believe we are an attractive capital provider to potential partner companies because our strategy and capabilities offer:

- responsive operational assistance, including strategy design and execution, business development, corporate development, sales, marketing, finance, risk management, talent recruitment and legal support;
- the flexibility to structure transactions, with or without debt;
- occasional liquidity opportunities for founders and existing investors;
- a focus on maximizing risk-adjusted value growth, rather than absolute value growth within a narrow or predetermined time frame;
- interim C-level management support, as needed; and
- opportunities to leverage Safeguard's balance sheet for borrowing and stability.

### ***Helping Our Partner Companies Build Value***

We offer operational and management support to each of our partner companies through our deep domain expertise from our management team's careers as entrepreneurs, board members, financiers and operators. Our employees have expertise in business strategy, sales and marketing, operations, finance, legal and transactional support. We provide hands-on assistance to the management teams of our partner companies to support their growth. We believe our strengths include:

- applying our expertise to support a partner company's introduction of new products and services;
- leveraging our market knowledge to generate additional growth opportunities;
- leveraging our business contacts and relationships; and
- identifying and evaluating potential acquisitions and providing capital to pursue potential acquisitions to accelerate growth.

**Strategic Support.** By helping our partner companies' management teams remain focused on critical objectives through the provision of human, financial and strategic resources, we believe we are able to accelerate their development and success. We play an active role in developing the strategic direction of our partner companies, which include:

- defining short and long-term strategic goals;
- identifying and planning for the critical success factors to reach these goals;
- identifying and addressing the challenges and operational improvements required to achieve the critical success factors and, ultimately, the strategic goals;
- identifying and implementing the business measurements that we and others will apply to measure a company's success; and
- providing capital to drive growth.

**Management and Operational Support.** We provide management and operational support, as well as ongoing planning and development assessment. Our executives and Safeguard's Advisor and Global Expert Network members provide mentoring, advice and guidance to develop partner company management. Our executives serve on the boards of directors of our partner companies, working with them to develop and implement strategic and operating plans. We measure and monitor achievement of these plans through regular review of operational and financial performance measurements. We believe these services provide our partner companies with significant competitive advantages within their respective markets.

### ***Realizing Value***

In general, we will hold our position in a partner company as long as we believe the risk-adjusted value of that position is maximized by our continued ownership and effort. From time to time, we engage in discussions with other companies interested in our partner companies, either in response to inquiries or as part of a process we initiate. To the extent we believe that a partner company's further growth and development can best be supported by a different ownership structure or if we otherwise believe it is in our shareholders' best interests, we may seek to sell some or all of our position in the partner company. These sales may take the form of privately negotiated sales of stock or assets, mergers and acquisitions, public offerings of the partner company's securities and, in the case of publicly traded partner companies, sales of their securities in the open market. In the past, we have taken partner companies public through rights offerings and directed share subscription programs. We will continue to consider these (or similar) programs to maximize partner company value for our shareholders. We expect to use proceeds from these sales (and sales of other assets) primarily to pursue opportunities to deploy capital in new and existing partner companies, or for working capital purposes, either with existing partner companies or at Safeguard.

### **Our Partner Companies**

An understanding of our partner companies is important to understanding Safeguard and its value-building strategy. Following are descriptions of our partner companies in which we owned interests at December 31, 2016 .

We categorize our partner companies into four stages based upon revenue generation—Development Stage, Initial Revenue Stage, Expansion Stage, and High Traction Stage. The Development Stage is made up of those companies that are pre-revenue businesses. The Initial Revenue Stage is made up of businesses that have revenues of \$5 million or less. The Expansion Stage is made up of companies that have revenue in the range of \$5 million to \$20 million. The High Traction Stage is made up of companies that have revenue in excess of \$20 million per year.

The ownership percentages indicated below are presented as of December 31, 2016 and reflects the percentage of the vote we were entitled to cast at that date based on issued and outstanding voting securities (on a common stock equivalent basis), excluding the effect of options, warrants and convertible debt (primary ownership).

#### ***AdvantEdge Healthcare Solutions, Inc.***

#### ***High Traction***

***(Safeguard Ownership: 40.1%)***

Headquartered in Salem, New Hampshire, AdvantEdge Healthcare Solutions is a technology-enabled provider of healthcare revenue cycle and business management solutions that improve decision-making, maximize financial performance, streamline operations and mitigate compliance risks for healthcare providers. **www.ahsrcm.com**

#### ***Aktana, Inc.***

#### ***Initial Revenue***

***(Safeguard Ownership: 31.2%)***

Headquartered in San Francisco, California, Aktana is a pioneer in decision support for global life science sales teams. Aktana helps its customers improve their commercial effectiveness by delivering data-driven insights and suggestions directly to sales reps, coordinating multi-channel actions and providing insight regarding which strategies work best for which customers under which conditions. **www.aktana.com**

#### ***Apprenda, Inc.***

#### ***Expansion***

***(Safeguard Ownership: 29.4%)***

Headquartered in Troy, New York, Apprenda is an enterprise platform-as-a-service company powering the next generation of enterprise software development in public, private and hybrid clouds. As a foundational software layer and application run-time environment, Apprenda abstracts away the complexities of building and delivering modern software applications, enabling enterprises to turn ideas into innovations more quickly. With Apprenda, enterprises can securely deliver an entire ecosystem of data, services, applications and application programming interfaces to both internal and external customers across any infrastructure. **www.apprenda.com**

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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------|
| <b><i>Beyond.com, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b><i>High Traction</i></b>   | <b><i>(Safeguard Ownership: 38.2%)</i></b> |
| Headquartered in King of Prussia, Pennsylvania, Beyond helps millions of professionals find jobs and advance their careers while also serving as the premier destination for companies in need of top talent. This is achieved through more than 500 talent communities that use integrated social features to help members discover relevant jobs, career news, career advice and resources. <b>www.beyond.com</b>                                                                         |                               |                                            |
| <b><i>Brickwork</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b><i>Initial Revenue</i></b> | <b><i>(Safeguard Ownership: 20.3%)</i></b> |
| Headquartered in New York, New York, Brickwork helps retailers inform, target, convert and prepare for store shoppers online as the first scalable software-as-a-service platform powering a seamless customer path between online and in-store shopping. <b>www.brickworksoftware.com</b>                                                                                                                                                                                                  |                               |                                            |
| <b><i>Cask Data, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b><i>Initial Revenue</i></b> | <b><i>(Safeguard Ownership: 31.3%)</i></b> |
| Headquartered in Palo Alto, California, Cask Data is an open source software company that helps developers deliver enterprise-class Apache Hadoop™ solutions more quickly and effectively. Cask's flagship offering, the Cask Data Application Platform, provides an open source layer on top of the Hadoop ecosystem that adds enterprise-class governance, portability, security, scalability and transactional consistency. <b>www.cask.com</b>                                          |                               |                                            |
| <b><i>CloudMine, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b><i>Initial Revenue</i></b> | <b><i>(Safeguard Ownership: 30.1%)</i></b> |
| Headquartered in Philadelphia, Pennsylvania, CloudMine develops and markets the Connected Health Cloud, a HIPAA-compliant application platform for the healthcare industry. <b>www.cloudmine.me</b>                                                                                                                                                                                                                                                                                         |                               |                                            |
| <b><i>Clutch Holdings, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b><i>Expansion</i></b>       | <b><i>(Safeguard Ownership: 42.8%)</i></b> |
| Headquartered in Ambler, Pennsylvania, Clutch has revolutionized how marketing teams for premier brands develop and foster relationships with their customers. Clutch's advanced marketing platform serves as a customer hub, delivering deep intelligence derived from real-time behaviors and transactions across in-store, online, mobile and social channels. <b>www.clutch.com</b>                                                                                                     |                               |                                            |
| <b><i>Full Measure Education, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b><i>Initial Revenue</i></b> | <b><i>(Safeguard Ownership: 35.2%)</i></b> |
| Headquartered in Washington, D.C., Full Measure Education is a technology company dedicated to the higher education industry. Full Measure's mission is to help every student enroll, complete and attain a career that pays a family-sustaining wage by keeping students fully engaged, informed and motivated to persist through the entire student lifecycle-from initial admission, to completion, to career. <b>www.fullmeasured.com</b>                                               |                               |                                            |
| <b><i>Good Start Genetics, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b><i>High Traction</i></b>   | <b><i>(Safeguard Ownership: 29.6%)</i></b> |
| Headquartered in Cambridge, Massachusetts, Good Start Genetics is an information solutions company delivering best-in-class genetics offerings to growing families. Using advanced clinical sequencing, proprietary methods and information tailored to the individual, Good Start Genetics' suite of offerings arms clinicians and patients with insightful and actionable information to promote successful pregnancies and help build healthy families. <b>www.goodstartgenetics.com</b> |                               |                                            |
| <b><i>Hoopla Software, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b><i>Initial Revenue</i></b> | <b><i>(Safeguard Ownership: 25.5%)</i></b> |
| Headquartered in San Jose, California, Hoopla provides cloud-based software that helps sales organizations inspire and motivate sales team performance. Hoopla's Sales Motivation Platform combines modern game mechanics, data analytics and broadcast-quality video in a cloud application that makes it easy for managers to motivate team performance and score more wins. <b>www.hoopla.net</b>                                                                                        |                               |                                            |

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|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------------------|
| <b>InfoBionic, Inc.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Initial Revenue</b> | <b>(Safeguard Ownership: 39.7%)</b> |
| Headquartered in Lowell, Massachusetts, InfoBionic is an emerging digital health company focused on creating patient monitoring solutions for chronic disease management with an initial market focus on cardiac arrhythmias. InfoBionic's MoMe <sup>®</sup> Kardia cloud-based, remote patient monitoring platform delivers on-demand, actionable monitoring data and analytics directly to the physicians themselves. <b>www.infobionic.com</b>                                                                                                                                                  |                        |                                     |
| <b>Lumesis, Inc.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Initial Revenue</b> | <b>(Safeguard Ownership: 44.1%)</b> |
| Headquartered in Stamford, Connecticut, Lumesis is a financial technology company focused on providing business efficiency, data and regulatory solutions to the municipal bond marketplace. Lumesis' DIVER platform helps more than 500 firms with more than 43,000 users efficiently meet credit, regulatory and risk needs. <b>www.lumesis.com</b>                                                                                                                                                                                                                                              |                        |                                     |
| <b>MediaMath, Inc.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>High Traction</b>   | <b>(Safeguard Ownership: 20.5%)</b> |
| Headquartered in New York, New York, MediaMath is a global technology company that is leading the movement to revolutionize traditional marketing and drive transformative results for marketers through its TerminalOne Marketing Operating System <sup>®</sup> . MediaMath empowers marketers with an extensible, open platform that activates data, automates execution and optimizes interactions across all addressable media, delivering superior performance, transparency and control to all marketers and better, more individualized experiences for consumers. <b>www.mediamath.com</b> |                        |                                     |
| <b>meQuilibrium</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>Initial Revenue</b> | <b>(Safeguard Ownership: 31.5%)</b> |
| Headquartered in Boston, Massachusetts, meQuilibrium is a digital coaching platform that delivers clinically validated and highly personalized resilience solutions to employers, health plans, wellness providers and consumers increasing engagement, productivity and performance, as well as improving outcomes in managing stress, health and well-being. <b>www.mequilibrium.com</b>                                                                                                                                                                                                         |                        |                                     |
| <b>Moxe Health Corporation</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Initial Revenue</b> | <b>(Safeguard Ownership: 32.4%)</b> |
| Headquartered in Madison, Wisconsin, Moxe Health was founded with a vision to enable bi-directional data exchange through its key product, Substrate, directly linking payers and their provider networks. By integrating insurer data using industry standard processes, Moxe Health allows providers to incorporate claims, risk and other payer data into their own analytic efforts, allowing clinicians to better understand patient risks and deliver value-based care. <b>www.moxehealth.com</b>                                                                                            |                        |                                     |
| <b>NovaSom, Inc.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>High Traction</b>   | <b>(Safeguard Ownership: 31.7%)</b> |
| Headquartered in Glen Burnie, Maryland, NovaSom is a medical device company that markets an FDA-cleared wireless home sleep test for Obstructive Sleep Apnea ("OSA") called AccuSom <sup>®</sup> Home Sleep Test. The NovaSom home sleep test provides in-home, clinically equivalent diagnosis of OSA at a significantly reduced cost compared to in-facility testing for uncomplicated adult OSA. <b>www.novasom.com</b>                                                                                                                                                                         |                        |                                     |
| <b>Pneuron Corporation</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Initial Revenue</b> | <b>(Safeguard Ownership: 35.4%)</b> |
| Headquartered in Woburn, Massachusetts, Pneuron enables organizations to rapidly solve business problems through a distributed approach that cuts across data, applications and processes. By targeting the right information at the data source, companies are no longer faced with the complex integration and infrastructure requirements of traditional approaches. Pneuron's Distributed Solutions Platform enables customers to accelerate business value and develop reports, products and applications in half the time and cost of traditional methods. <b>www.pneuron.com</b>            |                        |                                     |
| <b>Prognos (formerly Medivo, Inc.)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>Expansion</b>       | <b>(Safeguard Ownership: 35.2%)</b> |
| Headquartered in New York, New York, Prognos uses advanced analytics and proprietary disease algorithms to provide unique targeting intelligence for life science companies; commercial effectiveness opportunities for diagnostic companies; and quality improvement and risk management solutions for payers. <b>www.prognos.ai</b>                                                                                                                                                                                                                                                              |                        |                                     |

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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------|
| <b><i>Propeller Health, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b><i>Initial Revenue</i></b> | <b><i>(Safeguard Ownership: 24.0%)</i></b> |
| Headquartered in Madison, Wisconsin, Propeller Health provides digital solutions to measurably improve respiratory health by combining sensors, mobile apps and predictive analytics to monitor and engage patients, increase adherence and encourage effective self-management. <b>www.propellerhealth.com</b>                                                                                                                                                                                                                                                                                                                     |                               |                                            |
| <b><i>QuanticMind, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b><i>Initial Revenue</i></b> | <b><i>(Safeguard Ownership: 23.2%)</i></b> |
| Headquartered in Redwood City, California, QuanticMind is a SaaS company that provides enterprise-level, predictive advertising management software for paid search, social and mobile. QuanticMind brings together machine learning, distributed cloud and in-memory processing technologies to provide the most intelligent, most scalable and fastest platform available. <b>www.quanticismind.com</b>                                                                                                                                                                                                                           |                               |                                            |
| <b><i>Sonobi, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b><i>Expansion</i></b>       | <b><i>(Safeguard Ownership: 21.6%)</i></b> |
| Headquartered in New York, New York, Sonobi is an advertising technology developer that creates data-driven tools and solutions to meet the evolving needs of demand- and sell-side organizations within the digital media marketplace. Sonobi helps its clients and strategic partners to forecast new market opportunities, enhance value delivery to clients, and create more profitable businesses through integration of progressive data procurement and user-centric sales management technologies. <b>www.sonobi.com</b>                                                                                                    |                               |                                            |
| <b><i>Spongecell, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b><i>Expansion</i></b>       | <b><i>(Safeguard Ownership: 23.0%)</i></b> |
| Headquartered in New York, New York, Spongecell is a creative technology company that allows brand advertisers to create personal connections on a global scale. Offering intelligent data integrations, decisioning tools and an easy, streamlined workflow, Spongecell's Creative Optimization and Relevance Engine ("CORE") allows advertisers, and their creative agencies, to make smarter creative decisions and build online campaigns that resonate with customers and respond to whatever the marketing need is. <b>www.spongecell.com</b>                                                                                 |                               |                                            |
| <b><i>Syapse, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b><i>Initial Revenue</i></b> | <b><i>(Safeguard Ownership: 26.2%)</i></b> |
| Headquartered in Palo Alto, California, Syapse drives healthcare transformation through precision medicine, enabling provider systems to improve clinical outcomes, streamline operations and shift to new payment models. Syapse Precision Medicine Platform is a comprehensive software suite used by leading health systems to support the clinical implementation of precision medicine in oncology and other service lines, enabling clinical and genomic data integration, decision support, care coordination and quality improvement at point of care. <b>www.syapse.com</b>                                                |                               |                                            |
| <b><i>T-REX Group, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b><i>Initial Revenue</i></b> | <b><i>(Safeguard Ownership: 23.6%)</i></b> |
| Headquartered in New York, New York, T-REX is a financial services software technology company that specializes in valuation, risk analysis, and structuring tools to unlock investment opportunities for various asset classes. T-REX's secure, enterprise SaaS-based analytics, risk, and portfolio management platform standardizes and provides transparency to the complex structured products evaluation process, increasing liquidity and creating significant investment opportunities for the hundreds of billions of dollars of capital across various esoteric, non-commoditized asset classes. <b>www.trexgroup.com</b> |                               |                                            |
| <b><i>Transactis, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b><i>Expansion</i></b>       | <b><i>(Safeguard Ownership: 24.2%)</i></b> |
| Headquartered in New York, New York, Transactis provides electronic billing and payment solutions. Transactis' cloud-based electronic bill presentment and payment platform, BillerIQ, is a white-labeled solution that is offered "as-a-service", enabling businesses to rapidly and securely deliver electronic bills, invoices and documents, as well as accept payments online, by phone and via mobile device. <b>www.transactis.com</b>                                                                                                                                                                                       |                               |                                            |
| <b><i>Trice Medical, Inc.</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b><i>Initial Revenue</i></b> | <b><i>(Safeguard Ownership: 27.6%)</i></b> |
| Headquartered in King of Prussia, Pennsylvania, Trice Medical was founded to fundamentally improve orthopedic diagnostics for the patient, physician and payor by providing instant, eyes-on, answers. Trice has pioneered fully integrated                                                                                                                                                                                                                                                                                                                                                                                         |                               |                                            |

camera-enabled technologies that provide a clinical solution that is optimized for the physician's office. Trice's mission is to provide more immediate and definitive patient care, eliminating the false reads associated with current indirect modalities and significantly reduce the overall cost to the healthcare system.

[www.tricemedical.com](http://www.tricemedical.com)

**WebLinc, Inc.**

**Expansion**

**(Safeguard Ownership: 38.0%)**

Headquartered in Philadelphia, Pennsylvania, WebLinc is a commerce platform provider for fast growing online retailers. WebLinc tailors its commerce platform to the needs and scale of mid to large retailers by leveraging extensive experience and success supporting clients' need for fast growth and system flexibility. [www.weblinc.com](http://www.weblinc.com)

**Zipnosis, Inc.**

**Initial Revenue**

**(Safeguard Ownership: 25.4%)**

Headquartered in Minneapolis, Minnesota, Zipnosis provides health systems with a white-labeled, fully integrated virtual care platform. Through Zipnosis' tech-enabled treatment and triage tools, clients can offer convenient access to care while improving clinician efficiency. Currently, patients may be treated for more than 90 conditions via such treatment and triage tools. [www.zipnosis.com](http://www.zipnosis.com)

**FINANCIAL INFORMATION ABOUT OPERATING SEGMENTS**

Previously, we presented our operating results in two reportable segments - Healthcare and Technology. Recently, we shifted our focus to providing capital to technology companies within the fields of healthcare, financial services and digital media. Beginning in the third quarter of 2016, we have determined we operate as one operating segment based upon the similar nature of our technology-driven partner companies, the functional alignment of the organizational structure and the reports that are regularly reviewed by the chief operating decision maker for the purpose of assessing performance and allocating resources.

**OTHER INFORMATION**

The operations of Safeguard and its partner companies are subject to environmental laws and regulations. Safeguard does not believe that expenditures relating to those laws and regulations will have a material adverse effect on the business, financial condition or results of operations of Safeguard.

**AVAILABLE INFORMATION**

Safeguard is subject to the informational requirements of the Securities Exchange Act of 1934, as amended. Therefore, we file our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and proxy statements and other information with, and furnish other reports to, the Securities and Exchange Commission ("SEC"). You can read and copy such documents at the SEC's public reference facilities in Washington, D.C., New York, New York and Chicago, Illinois. You may obtain information on the operation of the SEC's public reference facilities by calling the SEC at 1-800-SEC-0330. Such material may also be accessed electronically by means of the SEC's home page on the Internet at [www.sec.gov](http://www.sec.gov) or through Safeguard's website at [www.safeguard.com](http://www.safeguard.com). Such documents are available as soon as reasonably practicable after electronic filing of the material with the SEC. Copies of these reports (excluding exhibits) also may be obtained free of charge, upon written request to: Investor Relations, Safeguard Scientifics, Inc., 170 North Radnor-Chester Road, Suite 200, Radnor, Pennsylvania 19087.

The Internet website addresses for Safeguard and its partner companies are included in this report for identification purposes. The information contained therein or connected thereto is not intended to be incorporated into this Annual Report on Form 10-K.

The following corporate governance documents are available free of charge on Safeguard's website: the charters of our Audit, Compensation and Nominating & Corporate Governance Committees, our Corporate Governance Guidelines and our Code of Business Conduct and Ethics. We also will post on our website any amendments to or waivers of our Code of Business Conduct and Ethics that relate to our directors and executive officers.

## **Item 1A. Risk Factors**

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

***Our principal 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;
- that 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;
- the existence of government regulations and legal uncertainties may place financial burdens on the businesses of our partner companies; and
- the inability to plan for and manage catastrophic events.

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

***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 consolidated financial results also may vary significantly based upon which, if any, of our partner companies are included in our Consolidated Financial Statements.

***A significant amount of our deployed capital may be concentrated in partner companies operating in the same or similar industries, limiting the diversification of our capital deployments.***

We do not have fixed guidelines for diversification of capital deployments, and our capital deployments could be concentrated in several partner companies that operate in the same or similar industries. This may cause us to be more susceptible to any single economic, regulatory or other occurrence affecting those particular industries than we would otherwise be if our partner companies operated in more diversified industries.

***Our business model does not rely upon, or plan for, 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 raising 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.***

From time to time, we may hold equity interests in companies that are publicly traded. Fluctuations in the market prices of the common stock of publicly traded holdings may affect the price of our common stock. Historically, 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 capital providers for interests in companies could adversely affect our ability to deploy capital and result in higher valuations of partner company interests which 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. Competition from other capital providers could adversely affect our ability to deploy capital. In addition, 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. The trading volume and public float in the common stock of a publicly traded partner company may be small relative to our holdings. As a result, any significant open-market divestiture by us of our holdings in such a partner company, if possible at all, would likely have a material adverse effect on the market price of its 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 and contractual restrictions also may adversely affect our ability to dispose of our partner company holdings on a timely basis.

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

Our success is dependent on our senior management team's ability to execute our strategy. A loss of one or more of the members of our senior 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 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.

***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 incur 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 purposes 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 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 us.***

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

***We cannot provide assurance that material weaknesses in our internal control over financial reporting will not be identified in the future.***

We cannot assure you that material weaknesses in our internal control 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 a material weakness, or could result in material misstatements in our Consolidated Financial Statements. These misstatements could result in a restatement of our Consolidated 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.

## **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 and/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 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 technology or device, including, without limitation, technologies or devices used in healthcare, financial services or digital media. Despite all of our efforts to understand the research and development underlying the innovation or creation of such technologies and devices before we deploy capital into a partner company, sometimes the performance of the technology or device does not match our expectations or those of our 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 marketplaces 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.

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 retain 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. Further, if our partner companies do raise additional capital, either debt or equity, such capital may rank senior to our interests in such companies.***

We cannot be certain that our partner companies will be able to obtain additional financing on favorable terms when needed, 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 or a sale of the company, 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 capital 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. If our partner companies raise additional capital, either debt or equity, that ranks senior to the capital we have deployed, such capital may entitle its holders to receive returns of capital before the dates on which we are entitled to receive any return of our deployed capital. Also, in the event of any insolvency, liquidation, dissolution, reorganization or bankruptcy of a partner company, holders of such partner company's instruments that rank senior to our deployed capital will typically be entitled to receive payment in full before we receive any return of our deployed capital. After returning such senior capital, such partner company may not have any remaining assets to use for returning capital to us, causing us to lose some or all of our deployed capital in such partner company.

***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, negatively affect our ability to realize the value of our capital deployments in such partner 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 systemic 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 litigation and 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 on 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.

***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, 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. Although our current 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 some of our partner companies. If Medicare or private payers 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 may be subject to significant environmental, health and safety regulation.***

Some of our partner companies may be 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. Compliance with such regulations could increase operating costs at certain of our partner companies, and the failure to comply could negatively affect the operations and results of some of our partner companies.

***Catastrophic events may disrupt our partner companies' businesses.***

Some of our partner companies are highly automated businesses and rely on their network infrastructure, various software applications and many internal technology systems and data networks for their customer support, development, sales and marketing and accounting and finance functions. Further, some of our partner companies provide services to their customers from data center facilities in multiple locations. Some of these data centers are operated by third parties, and the partner companies have limited control over those facilities. A disruption or failure of these systems or data centers in the event of a natural disaster, telecommunications failure, power outage, cyber-attack, war, terrorist attack or other catastrophic event could cause system interruptions, reputational harm, delays in product development, breaches of data security and loss of critical data. Such an event could also prevent the partner companies from fulfilling customer orders or maintaining certain service level requirements, particularly in respect of their SaaS offerings. While certain of our partner companies have developed certain disaster recovery plans and maintain backup systems to reduce the potentially adverse effect of such events, a catastrophic event that resulted in the destruction or disruption of any of their data centers or their critical business or

information technology systems could severely affect their ability to conduct normal business operations and, as a result, their business, operating results and financial condition could be adversely affected.

We cannot provide assurance that our partner companies' disaster recovery plans will address all of the issues they may encounter in the event of a disaster or other unanticipated issue, and their business interruption insurance may not adequately compensate them for losses that may occur from any of the foregoing. In the event that a natural disaster, terrorist attack or other catastrophic event were to destroy any part of their facilities or interrupt their operations for any extended period of time, or if harsh weather or health conditions prevent them from delivering products in a timely manner, their business, financial condition and operating results could be adversely affected.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

Our corporate headquarters and administrative offices in Radnor, Pennsylvania contain approximately 15,600 square feet of office space in one building. We currently lease our corporate headquarters under a lease expiring in April 2026.

**Item 3. Legal Proceedings**

We, as well as our partner companies, are involved in various claims and legal actions arising in the ordinary course of business. While in the current opinion of management, the ultimate disposition of these matters will not have a material adverse effect on our consolidated financial position or results of operations, no assurance can be given as to the outcome of these lawsuits, and one or more adverse dispositions could have a material adverse effect on our consolidated financial position and results of operations, or that of our partner companies. See Note 12 to the Consolidated Financial Statements for a discussion of ongoing claims and legal actions.

**Item 4. Mine Safety Disclosures**

Not applicable.

**ANNEX TO PART I — EXECUTIVE OFFICERS OF THE REGISTRANT**

| Name                 | Age | Position                                                                | Executive Officer Since |
|----------------------|-----|-------------------------------------------------------------------------|-------------------------|
| Stephen T. Zarrilli  | 55  | President, Chief Executive Officer and Director                         | 2008                    |
| Jeffrey B. McGroarty | 47  | Senior Vice President and Chief Financial Officer                       | 2012                    |
| Brian J. Sisko       | 56  | Chief Operating Officer, Executive Vice President and Managing Director | 2007                    |

Mr. Zarrilli joined Safeguard as Senior Vice President and Chief Financial Officer in June 2008 and became President and Chief Executive Officer in November 2012. Prior to joining Safeguard, 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. 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 mobile access 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; and, previously, with Deloitte & Touche from 1983 to 1994. Mr. Zarrilli is a director of Virtus Investment Partners, Inc. and currently serves as Chair of the Audit Committee and, until June 2015, was a director and Chairman of the Audit Committee of NutriSystem, Inc.

Mr. McGroarty joined Safeguard as Vice President and Corporate Controller in December 2005, subsequently became Vice President - Finance and Corporate Controller, and served as Senior Vice President - Finance from November 2012 until his promotion to Senior Vice President and Chief Financial Officer in April 2013. Prior to joining Safeguard, Mr. McGroarty served as Interim Controller of Cephalon, Inc. from October 2005 to December 2005; Vice President-Financial Planning & Analysis and previously Assistant Controller at Exide Technologies from March 2002 to September 2005; and, previously, with PricewaterhouseCoopers from 1991 to 2001.

Mr. Sisko joined Safeguard as Senior Vice President and General Counsel in August 2007 and served as Executive Vice President and Managing Director from November 2012 until his promotion to Chief Operating Officer, Executive Vice President and Managing Director in January 2014. Prior to joining Safeguard, Mr. Sisko served as Chief Legal Officer, Senior Vice President and General Counsel of Traffic.com (at the time, a public company), a former partner company of Safeguard, from February 2006 until June 2007 (following its acquisition by NAVTEQ Corporation in March 2007); Chief Operating Officer from February 2005 to January 2006 of Halo Technology Holdings, Inc., a public holding company for enterprise software businesses (Halo Technology Holdings filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code in August 2007); ran B/T Business and Technology, an advisor and strategic management consultant to a variety of public and private companies, from January 2002 to February 2005; and was a Managing Director from April 2000 to January 2002, of Katalyst, LLC, a venture capital and consulting firm. Mr. Sisko also previously served as Senior Vice President-Corporate Development and General Counsel of National Media Corporation, at the time a New York Stock Exchange-listed multi-media marketing company with operations in 70 countries, and as a partner in the corporate finance, mergers and acquisitions practice group of the Philadelphia-based law firm, Klehr, Harrison, Harvey, Branzburg LLP.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock is listed on the New York Stock Exchange (Symbol: SFE). The high and low sale prices reported within each quarter of 2016 and 2015 were as follows:

|                          | High     | Low      |
|--------------------------|----------|----------|
| <b>Fiscal year 2016:</b> |          |          |
| First quarter            | \$ 14.23 | \$ 11.40 |
| Second quarter           | 14.75    | 11.55    |
| Third quarter            | 14.38    | 12.01    |
| Fourth quarter           | 14.10    | 10.60    |
| <b>Fiscal year 2015:</b> |          |          |
| First quarter            | \$ 20.09 | \$ 19.24 |
| Second quarter           | 19.94    | 17.28    |
| Third quarter            | 19.85    | 15.51    |
| Fourth quarter           | 18.07    | 13.75    |

The high and low sale prices reported in the first quarter of 2017 through February 28, 2017 were \$13.97 and \$11.80 respectively, and the last sale price reported on February 28, 2017, was \$12.65. No cash dividends have been declared in any of the years presented, and we have no present intention to declare cash dividends. As of February 28, 2017, there were approximately 14,700 beneficial holders of our common stock.

#### *Issuer Purchases of Equity Securities*

The following table provides information about our purchases of equity securities during the quarter ended December 31, 2016 registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"):

| Period                                 | Total Number of Shares Purchased (a) | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plan (b) | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plan (b) |
|----------------------------------------|--------------------------------------|------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| October 1, 2016 - October 31, 2016 (c) | 2,494                                | \$ 12.0406                   | —                                                                       | \$ 14,636,135                                                                                       |
| November 1, 2016 - November 30, 2016   | 332                                  | \$ 11.6255                   | —                                                                       | \$ 14,636,135                                                                                       |
| December 1, 2016 - December 31, 2016   | 1,166                                | \$ 12.2995                   | —                                                                       | \$ 14,636,135                                                                                       |
| Total                                  | 3,992                                | \$ 12.0817                   | —                                                                       |                                                                                                     |

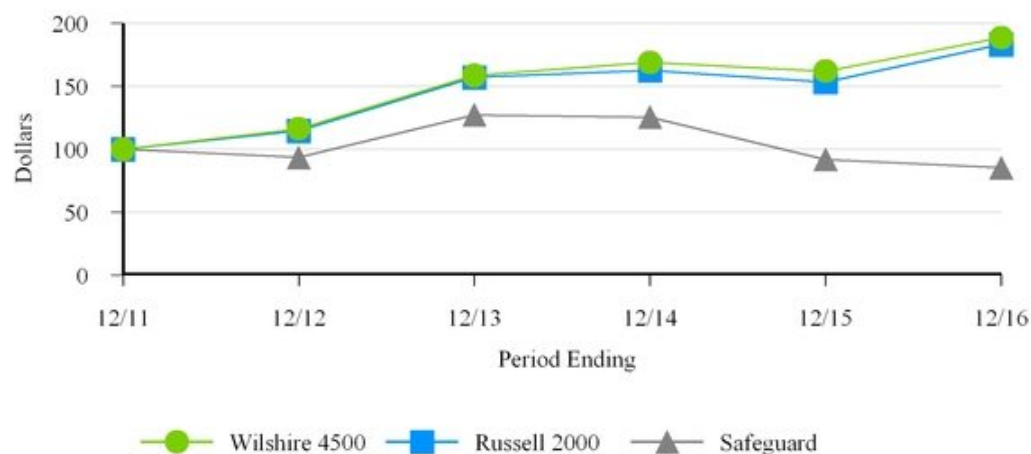
(a) During the fourth quarter of 2016, we repurchased an aggregate of approximately 2 thousand shares of our common stock initially issued as restricted stock awards to employees and subsequently withheld from employees to satisfy the statutory withholding tax liability upon the vesting of such restricted stock awards.

(b) In July 2015, our Board of Directors authorized us to repurchase shares of our outstanding common stock with an aggregate value of up to \$25.0 million. These repurchases may be made in open market or privately negotiated transactions, including under plans complying with Rule 10b5-1 of the Exchange Act, based on market conditions, stock price, and other factors. The share repurchase program does not obligate us to acquire any specific number of shares.

(c) Included in this period are approximately 2 thousand shares that were open market purchases made at an average share price of \$11.8445 by an individual who may be considered an affiliated purchaser of the Company under Rule 10b-18 of the Exchange Act.

The following graph compares the cumulative total return on \$100 invested in our common stock for the period from December 31, 2011 through December 31, 2016 with the cumulative total return on \$100 invested for the same period in the Russell 2000 Index and the Wilshire 4500 Index. In light of the diverse nature of Safeguard's business and based on our assessment of available published industry or line-of-business indexes, we determined that no single industry or line-of-business index would provide a meaningful comparison to Safeguard. Further, we did not believe that we could readily identify an appropriate group of industry peer companies for this comparison. Accordingly, under SEC rules, we selected the Wilshire 4500 Index, a published market index in which the median market capitalization of the included companies is similar to our own. Safeguard's common stock is included as a component of the Russell 2000 and Wilshire 4500 indexes.

### Comparison of Cumulative Total Returns



- Assumes reinvestment of dividends. We have not distributed cash dividends during this period.
- Assumes an investment of \$100 on December 31, 2011 .

**Item 6. Selected Consolidated Financial Data**

The following table sets forth our selected consolidated financial data for the five-year period ended December 31, 2016. The selected consolidated financial data presented below should be read in conjunction with Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 8. Financial Statements and Supplementary Data included in this report. The historical results presented herein may not be indicative of future results.

|                                                               | December 31,                             |             |            |             |             |
|---------------------------------------------------------------|------------------------------------------|-------------|------------|-------------|-------------|
|                                                               | 2016                                     | 2015        | 2014       | 2013        | 2012        |
|                                                               | (In thousands)                           |             |            |             |             |
| <b>Consolidated Balance Sheet Data:</b>                       |                                          |             |            |             |             |
| Cash and cash equivalents                                     | \$ 22,058                                | \$ 32,838   | \$ 111,897 | \$ 139,318  | \$ 66,029   |
| Cash held in escrow                                           | —                                        | —           | —          | —           | 6,434       |
| Short-term marketable securities                              | 8,384                                    | 31,020      | 25,263     | 38,250      | 110,957     |
| Long-term marketable securities                               | 7,302                                    | 9,743       | 19,365     | 6,088       | 29,059      |
| Long-term restricted cash equivalents                         | 6,336                                    | —           | —          | —           | —           |
| Working capital                                               | 26,690                                   | 63,251      | 132,287    | 170,956     | 178,577     |
| Total assets                                                  | 231,828                                  | 256,843     | 317,375    | 344,653     | 372,559     |
| Convertible senior debentures                                 | 52,560                                   | 50,956      | 49,484     | 48,135      | 47,406      |
| Other long-term liabilities                                   | 3,630                                    | 3,965       | 3,507      | 3,683       | 3,921       |
| Total equity                                                  | 169,777                                  | 195,505     | 257,827    | 284,661     | 313,971     |
| <b>Year Ended December 31,</b>                                |                                          |             |            |             |             |
|                                                               | 2016                                     | 2015        | 2014       | 2013        | 2012        |
|                                                               | (In thousands, except per share amounts) |             |            |             |             |
| <b>Consolidated Statements of Operations Data:</b>            |                                          |             |            |             |             |
| General and administrative expense                            | \$ 18,692                                | \$ 17,554   | \$ 18,970  | \$ 21,644   | \$ 19,473   |
| Operating loss                                                | (18,692)                                 | (17,554)    | (18,970)   | (21,644)    | (19,473)    |
| Other income (loss), net                                      | (1,682)                                  | 217         | 31,657     | 383         | 9,338       |
| Interest income                                               | 2,075                                    | 1,935       | 1,901      | 2,646       | 2,926       |
| Interest expense                                              | (4,634)                                  | (4,523)     | (4,402)    | (4,303)     | (5,636)     |
| Equity income (loss)                                          | 671                                      | (39,599)    | (15,335)   | (12,607)    | (26,517)    |
| Net loss before income taxes                                  | (22,262)                                 | (59,524)    | (5,149)    | (35,525)    | (39,362)    |
| Income tax benefit (expense)                                  | —                                        | —           | —          | —           | —           |
| Net loss                                                      | \$ (22,262)                              | \$ (59,524) | \$ (5,149) | \$ (35,525) | \$ (39,362) |
| Net loss per share:                                           |                                          |             |            |             |             |
| Basic                                                         | \$ (1.09)                                | \$ (2.85)   | \$ (0.25)  | \$ (1.66)   | \$ (1.88)   |
| Diluted                                                       | \$ (1.09)                                | \$ (2.85)   | \$ (0.25)  | \$ (1.66)   | \$ (1.88)   |
| Weighted average shares used in computing net loss per share: |                                          |             |            |             |             |
| Basic                                                         | 20,343                                   | 20,874      | 20,975     | 21,362      | 20,974      |
| Diluted                                                       | 20,343                                   | 20,874      | 20,975     | 21,362      | 20,974      |

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations****Cautionary Note Concerning Forward-Looking Statements**

This Annual Report on Form 10-K 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," "seeks," "estimates," "should," "would," "could," "will," "opportunity," "potential" or "may," variations of such words or other words that 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, our ability to make good decisions about the deployment of capital, the fact that our partner companies may vary from period to period, our substantial capital requirements and absence of liquidity from our partner company holdings, fluctuations in the market prices of our publicly traded partner company holdings, competition, our inability to obtain maximum value for our partner company holdings, our ability to attract and retain qualified employees, our ability to execute our strategy, market valuations in sectors in which our partner companies operate, our inability to control our partner companies, our need to manage our assets to avoid registration under the Investment Company Act of 1940, and risks associated with our partner companies and their performance, including the fact that most of our partner companies have a limited history and a history of operating losses, face intense competition and may never be profitable, the effect of economic conditions in the business sectors in which our partner companies operate, compliance with government regulation and legal liabilities, all of which are discussed in Item 1A. "Risk Factors." 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.

**Overview**

Safeguard's charter is to be a nationally recognized leader with respect to entrepreneurship and innovation. Our vision is to provide capital and relevant expertise to fuel the growth of technology-driven businesses in healthcare, financial services and digital media. Throughout this document, we use the term "partner company" to generally refer to those companies in which we have an equity interest and in which we are actively involved, influencing development through board representation and management support, in addition to the influence we exert through our equity ownership. From time to time, in addition to these partner companies, we also hold relatively small equity interests in other enterprises where we do not exert significant influence and do not participate in management activities. In some cases, these interests relate to former partner companies and in some cases they relate to entities which may later become partner companies.

Safeguard targets technology-driven businesses in healthcare, financial services and digital media that are capitalizing on the next wave of enabling technologies with a particular focus at present on the Internet of Everything, enhanced security and predictive analytics. We strive to create long-term value for our shareholders by helping our partner companies increase their market penetration, grow revenue and improve cash flow. Safeguard typically deploys between \$5 million and \$15 million of initial capital and \$5 million to \$10 million of follow-on funding with a total anticipated deployment of up to \$25 million in a company. We will occasionally provide certain early-stage financing in amounts generally up to \$1 million to promising young companies with the goal to provide more capital once certain development milestones are achieved.

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

We account for our interests in our partner companies using one of the following methods: consolidation, fair value, equity or cost. 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 non-controlling interest in the Consolidated Balance Sheet. The non-controlling interest is presented within equity, separately from the equity of the parent company. Losses attributable to the parent company and the non-controlling interest may exceed their interest in the subsidiary's equity. As a result, the non-controlling interest shall continue to be attributed its share of losses even if that attribution results in a deficit non-controlling

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 non-controlling interest. As of December 31, 2016, we did not hold a controlling interest in any of our partner companies.

*Fair Value Method.* Unrealized gains and losses on the mark-to-market of our holdings in fair value method companies and realized gains and losses on the sale of any holdings in fair value method companies are recognized in Other income (loss), net in the Consolidated Statements of Operations. As of December 31, 2016, we did not account for any of our partner companies under the fair value method.

*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 partner company is reflected in Equity income (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. We include the carrying value of equity method partner companies in Ownership interests in and advances to partner companies on the Consolidated Balance Sheets.

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 our Consolidated Statements of Operations. We include the carrying value of cost method partner companies in Ownership interests in and advances to partner companies on the Consolidated Balance Sheets.

### **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 as described in Note 1 to our Consolidated 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 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. For our equity and cost method partner companies, impairment to be recognized is measured as the amount by which the carrying value of an asset exceeds its fair value. The adjusted carrying value of a partner company is not increased if circumstances suggest the value of the partner company has subsequently recovered.

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.

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 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.

Total impairment charges related to ownership interests in and advances to our equity and cost method partner companies were as follows:

| Accounting Method | Year Ended December 31, |           |       |
|-------------------|-------------------------|-----------|-------|
|                   | 2016                    | 2015      | 2014  |
|                   | (In thousands)          |           |       |
| Equity            | \$ 5,357                | \$ 9,690  | \$ —  |
| Cost              | 45                      | 2,754     | 54    |
| Total             | \$ 5,402                | \$ 12,444 | \$ 54 |

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

In addition to ownership interests in our partner companies, we also maintain an interest in the management company and general partner of Penn Mezzanine, a mezzanine lender focused on lower middle-market, Mid-Atlantic companies. Through our relationship with Penn Mezzanine, we acquired participating interests in mezzanine loans and related equity interests of the borrowers. Penn Mezzanine is not making any new loans and we have no remaining loans in which we have participating interests. We recognized a loss on impairment of our Penn Mezzanine debt and equity participations of \$2.4 million which is included in Other income (loss), net in the Consolidated Statements of Operations for the year ended December 31, 2016.

### 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 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 ("clawback"). We are also a guarantor of a third-party obligation and are subject to the possibility of various loss contingencies arising in the ordinary course of business (see Note 12 to our Consolidated Financial Statements). 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 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 in any one period.

## **Results of Operations**

Previously, we presented our operating results in two reportable segments - Healthcare and Technology. Recently, we shifted our focus to providing capital to technology companies within the fields of healthcare, financial services and digital media. Beginning in the third quarter of 2016, we have determined we operate as one operating segment based upon the similar nature of our technology-driven partner companies, the functional alignment of the organizational structure, and the reports that are regularly reviewed by the chief operating decision maker for the purpose of assessing performance and allocating resources.

There is intense competition in the markets in which our partner companies operate. 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 market.

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

The following listing of our partner companies only include entities which were considered partner companies as of December 31, 2016 . Certain entities which may have been partner companies in previous periods are omitted if, as of December 31, 2016 , they had been sold or are no longer considered a partner company.

| Partner Company                       | Safeguard Primary Ownership<br>as of December 31, |       |       | Accounting Method |
|---------------------------------------|---------------------------------------------------|-------|-------|-------------------|
|                                       | 2016                                              | 2015  | 2014  |                   |
| AdvantEdge Healthcare Solutions, Inc. | 40.1%                                             | 40.1% | 40.1% | Equity            |
| Aktana, Inc.                          | 31.2%                                             | NA    | NA    | Equity            |
| Appenda, Inc.                         | 29.4%                                             | 29.5% | 21.6% | Equity            |
| Beyond.com, Inc.                      | 38.2%                                             | 38.2% | 38.2% | Equity            |
| Brickwork                             | 20.3%                                             | NA    | NA    | Equity            |
| Cask Data, Inc.                       | 31.3%                                             | 34.2% | NA    | Equity            |
| CloudMine, Inc.                       | 30.1%                                             | 30.1% | NA    | Equity            |
| Clutch Holdings, Inc.                 | 42.8%                                             | 39.3% | 29.6% | Equity            |
| Full Measure Education, Inc.          | 35.2%                                             | 25.4% | NA    | Equity            |
| Good Start Genetics, Inc.             | 29.6%                                             | 29.6% | 29.9% | Equity            |
| Hoopla Software, Inc.                 | 25.5%                                             | 25.6% | 25.6% | Equity            |
| InfoBionic, Inc.                      | 39.7%                                             | 38.5% | 27.8% | Equity            |
| Lumesis, Inc.                         | 44.1%                                             | 44.7% | 45.7% | Equity            |
| MediaMath, Inc.                       | 20.5%                                             | 20.6% | 20.7% | Equity            |
| meQuilibrium                          | 31.5%                                             | 31.5% | NA    | Equity            |
| Moxe Health Corporation               | 32.4%                                             | NA    | NA    | Equity            |
| NovaSom, Inc.                         | 31.7%                                             | 31.7% | 31.7% | Equity            |
| Pneuron Corporation                   | 35.4%                                             | 35.4% | 27.6% | Equity            |
| Prognos (formerly Medivo)             | 35.2%                                             | 34.5% | 34.5% | Equity            |
| Propeller Health, Inc.                | 24.0%                                             | 24.6% | 24.6% | Equity            |
| QuanticMind, Inc.                     | 23.2%                                             | 23.6% | NA    | Equity            |
| Sonobi, Inc.                          | 21.6%                                             | 22.6% | NA    | Equity            |
| Spongecell, Inc.                      | 23.0%                                             | 23.0% | 23.0% | Equity            |
| Syapse, Inc.                          | 26.2%                                             | 24.4% | 27.0% | Equity            |
| T-REX Group, Inc.                     | 23.6%                                             | NA    | NA    | Equity            |
| Transactis, Inc.                      | 24.2%                                             | 24.5% | 24.8% | Equity            |
| Trice Medical, Inc.                   | 27.6%                                             | 27.7% | 31.9% | Equity            |
| WebLinc, Inc.                         | 38.0%                                             | 29.2% | 29.2% | Equity            |
| Zipnosis, Inc                         | 25.4%                                             | 26.3% | NA    | Equity            |

Year ended December 31, 2016 versus year ended December 31, 2015

|                                    | Year Ended December 31, |                    |                  |
|------------------------------------|-------------------------|--------------------|------------------|
|                                    | 2016                    | 2015               | Variance         |
|                                    | (In thousands)          |                    |                  |
| General and administrative expense | \$ (18,692)             | \$ (17,554)        | \$ (1,138)       |
| Other income (loss), net           | (1,682)                 | 217                | (1,899)          |
| Interest income                    | 2,075                   | 1,935              | 140              |
| Interest expense                   | (4,634)                 | (4,523)            | (111)            |
| Equity income (loss)               | 671                     | (39,599)           | 40,270           |
| Net loss                           | <u>\$ (22,262)</u>      | <u>\$ (59,524)</u> | <u>\$ 37,262</u> |

**General and Administrative Expense.** Our general and administrative expenses consist primarily of employee compensation, insurance, travel-related costs, depreciation, office rent and professional services such as consulting, legal, and accounting. General and administrative expense also includes stock-based compensation expense which consists primarily of expense related to grants of stock options, restricted stock and deferred stock units to our employees and directors. General and administrative expense increased \$1.1 million for the year ended December 31, 2016 compared to the prior year primarily due

to an increase of \$0.8 million in stock-based compensation for performance-based awards and an increase of \$0.3 million in employee costs.

*Other Income (Loss), Net.* Other income (loss), net decreased \$1.9 million for the year ended December 31, 2016, compared to the prior year. The components of other income (loss) for the years ended December 31, 2016 and 2015 were as follows:

**Year ended December 31, 2016:**

|                                                                     |                   |
|---------------------------------------------------------------------|-------------------|
| Loss on impairment of Penn Mezzanine debt and equity participations | \$ (2,360)        |
| Gain on sale of Bridgevine                                          | 424               |
| Other                                                               | 254               |
|                                                                     | <u>\$ (1,682)</u> |

**Year ended December 31, 2015:**

|                                                                    |               |
|--------------------------------------------------------------------|---------------|
| Gain on proceeds received from escrow related to sale of Crescendo | \$ 2,914      |
| Loss on impairment of Dabo Health                                  | (2,356)       |
| Loss on impairment of legacy private equity fund                   | (398)         |
| Other                                                              | 57            |
|                                                                    | <u>\$ 217</u> |

*Interest Income.* Interest income includes all interest earned on available cash and marketable security balances as well as interest earned on notes receivable from our partner companies. Interest income remained relatively consistent compared to the prior year.

*Interest Expense.* Interest expense is primarily related to our convertible senior debentures. Interest expense remained relatively consistent compared to the prior year.

*Equity Income (Loss).* Equity income (loss) fluctuates with 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. We recognize our share of losses to the extent we have cost basis in the equity of the 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 income (loss) increased \$40.3 million for the year ended December 31, 2016 compared to the prior year. The components of equity income (loss) for the years ended December 31, 2016 and 2015 were as follows:

**Year ended December 31, 2016:**

|                                                                                           |               |
|-------------------------------------------------------------------------------------------|---------------|
| Gain on sale of Putney                                                                    | \$ 55,638     |
| Gain on performance milestone proceeds related to sale of Thingworx                       | 3,264         |
| Unrealized dilution gain on the decrease of our ownership percentage in partner companies | 2,038         |
| Gain on proceeds received from escrow related to sale of DriveFactor                      | 1,100         |
| Gain on proceeds received from escrow related to sale of Quantia                          | 600           |
| Loss on impairment of AppFirst                                                            | (1,731)       |
| Loss on impairment of Aventura                                                            | (3,626)       |
| Share of net loss of our equity method partner companies                                  | (56,612)      |
|                                                                                           | <u>\$ 671</u> |

**Year ended December 31, 2015:**

|                                                                                           |    |                 |
|-------------------------------------------------------------------------------------------|----|-----------------|
| Gain on sale of DriveFactor                                                               | \$ | 6,095           |
| Gain on proceeds received from escrow related to sale of Thingworx                        |    | 4,080           |
| Gain on performance milestone proceeds related to sale of Thingworx                       |    | 3,264           |
| Gain on proceeds received from escrow related to sale of Alverix                          |    | 1,741           |
| Unrealized dilution loss on the decrease of our percentage ownership in partner companies |    | (492)           |
| Loss on impairment of Quantia                                                             |    | (2,920)         |
| Loss on impairment of InfoBionic                                                          |    | (3,162)         |
| Loss on impairment of AppFirst                                                            |    | (3,608)         |
| Share of net loss of our equity method partner companies                                  |    | (44,597)        |
|                                                                                           | \$ | <u>(39,599)</u> |

The change in our share of net loss of our equity method partner companies for the year ended December 31, 2016 compared to the prior year was due to an increase in losses associated with our partner companies.

*Year ended December 31, 2015 versus year ended December 31, 2014*

|                                    | Year Ended December 31, |                   |                    |
|------------------------------------|-------------------------|-------------------|--------------------|
|                                    | 2015                    | 2014              | Variance           |
|                                    | (In thousands)          |                   |                    |
| General and administrative expense | \$ (17,554)             | \$ (18,970)       | \$ 1,416           |
| Other income (loss), net           | 217                     | 31,657            | (31,440)           |
| Interest income                    | 1,935                   | 1,901             | 34                 |
| Interest expense                   | (4,523)                 | (4,402)           | (121)              |
| Equity loss                        | (39,599)                | (15,335)          | (24,264)           |
| Net loss                           | <u>\$ (59,524)</u>      | <u>\$ (5,149)</u> | <u>\$ (54,375)</u> |

*General and Administrative Expense.* General and administrative expense decreased \$1.4 million for the year ended December 31, 2015, compared to the prior year primarily due to a decrease of \$0.7 million in employee costs, a decrease of \$0.4 million in professional service fees, and a decrease of \$0.3 million in stock-based compensation primarily for performance-based awards.

*Other Income (Loss), Net.* Other income (loss), net decreased \$31.4 million for the year ended December 31, 2015, compared to the prior year. The components of other income (loss) for the years ended December 31, 2015 and 2014 were as follows:

**Year ended December 31, 2015:**

|                                                                    |    |            |
|--------------------------------------------------------------------|----|------------|
| Gain on proceeds received from escrow related to sale of Crescendo | \$ | 2,914      |
| Loss on impairment of Dabo Health                                  |    | (2,356)    |
| Loss on impairment of legacy private equity fund                   |    | (398)      |
| Other                                                              |    | 57         |
|                                                                    | \$ | <u>217</u> |

**Year ended December 31, 2014:**

|                                                     |    |               |
|-----------------------------------------------------|----|---------------|
| Gain on sale of Crescendo Bioscience                | \$ | 27,365        |
| Gain on sale of NuPathe                             |    | 3,017         |
| Gain on sale of Sotera Wireless                     |    | 1,453         |
| Loss on sale of Penn Mezzanine equity participation |    | (255)         |
| Other                                               |    | 77            |
|                                                     | \$ | <u>31,657</u> |

*Interest Income.* Interest income remained relatively consistent compared to the prior year.

*Interest Expense.* Interest expense remained relatively consistent compared to the prior year.

*Equity Loss.* Equity loss increased \$24.3 million for the year ended December 31, 2015 compared to the prior year. The components of equity loss for the years ended December 31, 2015 and 2014 were as follows:

**Year ended December 31, 2015:**

|                                                                                           |                    |
|-------------------------------------------------------------------------------------------|--------------------|
| Gain on sale of DriveFactor                                                               | \$ 6,095           |
| Gain on proceeds from escrow related to sale of Thingworx                                 | 4,080              |
| Gain on performance milestone proceeds related to sale of Thingworx                       | 3,264              |
| Gain on proceeds received from escrow related to sale of Alverix                          | 1,741              |
| Unrealized dilution loss on the decrease of our percentage ownership in partner companies | (492)              |
| Loss on impairment of Quantia                                                             | (2,920)            |
| Loss on impairment of InfoBionic                                                          | (3,162)            |
| Loss on impairment of AppFirst                                                            | (3,608)            |
| Share of net loss of our equity method partner companies                                  | (44,597)           |
|                                                                                           | <u>\$ (39,599)</u> |

**Year ended December 31, 2014:**

|                                                                                           |                    |
|-------------------------------------------------------------------------------------------|--------------------|
| Gain on sale of Alverix                                                                   | \$ 15,687          |
| Unrealized dilution gain on the decrease of our percentage ownership in partner companies | 6,692              |
| Share of net loss of our equity method partner companies                                  | (37,714)           |
|                                                                                           | <u>\$ (15,335)</u> |

The change in our share of net loss of our equity method partner companies for the year ended December 31, 2015 compared to the prior year was due to an increase in losses associated with our partner companies.

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

Income tax benefit (expense) was \$0.0 million for the three years ended December 31, 2016, 2015 and 2014. 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 benefit of the net operating loss that would have been recognized in each year was offset by changes in the valuation allowance.

***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 the 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 December 31, 2016, we had \$22.1 million of cash and cash equivalents and \$15.7 million of marketable securities for a total of \$37.8 million.

In March 2017, we sold our interest in partner company Beyond.com back to Beyond.com for \$26.0 million. We received \$15.5 million in cash and a three-year, \$10.5 million note for the balance due, which will accrue interest at a rate of 9.5% per annum.

In April 2016, Putney, Inc. was acquired by Dechra Pharmaceuticals Plc. We received cash proceeds of \$58.6 million in cash proceeds in connection with the transaction, excluding \$0.6 million which will be held in escrow until April 2017.

In June 2016, we sold our ownership interests in Bridgevine, Inc. and received cash proceeds of \$5.0 million in connection with the transaction.

In June 2016, AppFirst shutdown its operations and sold its assets resulting in proceeds to us of \$0.9 million.

In July 2015, Quantia was acquired by Physicians Interactive. We received \$7.8 million in initial cash proceeds in connection with the transaction, excluding \$0.6 million which was released from escrow in July 2016 and an additional \$0.6 million which was released from escrow in January 2017.

In April 2015, DriveFactor was acquired by CCC Information Services Inc. We received \$9.1 million in initial cash proceeds in connection with the transaction. In April 2016, we received an additional \$1.1 million which was released from escrow.

In December 2013, ThingWorx was acquired by PTC Inc. We received \$36.4 million in initial cash proceeds in connection with the transaction. In July 2015, we received \$3.3 million associated with the achievement of the initial performance milestones related to the sale. In January 2016, we received \$4.1 million in connection with the expiration of the escrow period related to the sale. In April 2016, we received \$3.3 million associated with the achievement of the final performance milestones related to the sale.

In July 2015, the Company's Board of Directors authorized us, from time to time and depending on market conditions, to repurchase up to \$25.0 million of our outstanding common stock. During the year ended December 31, 2016, we repurchased 0.4 million shares at an aggregate cost of \$5.4 million with \$14.6 million remaining for repurchase under the existing authorization.

We have outstanding \$55.0 million in face amount of our 5.25% convertible senior debentures due on May 15, 2018 (the "2018 Debentures"). Interest on the 2018 Debentures is payable semi-annually. At the debentures holders' option, the 2018 Debentures are convertible into our common stock prior to November 15, 2017 subject to certain conditions, and at any time after November 15, 2017. The conversion rate of the 2018 Debentures is 55.17 shares of common stock per \$1,000 principal amount of debentures, equivalent to a conversion price of approximately \$18.13 per share of common stock. The closing price per share of our common stock at December 31, 2016 was \$13.45. The 2018 Debentures holders have the right to require us to repurchase the 2018 Debentures if we undergo a fundamental change as defined in the debenture agreement, including the sale of all or substantially all of our common stock or assets, liquidation, or dissolution; a change in control; the delisting of our common stock from the New York Stock Exchange or the NASDAQ Global Market (or any of their respective successors); or a substantial change in the composition of our board of directors as defined in the agreement. On or after November 15, 2016, we may redeem for cash some or all of the debentures, subject to certain conditions. Upon any redemption of the 2018 Debentures, we will pay a redemption price of 100% of their principal amount, plus accrued and unpaid interest. Upon the conversion of the 2018 Debentures, we have the right to settle the conversion in stock, cash or a combination thereof. We anticipate refinancing all or a portion of the outstanding convertible senior debentures before the maturity date of May 15, 2018.

We were party to a loan agreement with a commercial bank which provided us with a revolving credit facility in the maximum aggregate amount of \$25.0 million in the form of borrowings, guarantees and issuances of letters of credit. The credit facility expired by its terms on December 19, 2016. Under the credit facility, we had 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. Pursuant to the terms of the credit facility, upon its expiration, the letter of credit is now secured by cash which is classified as Long-term restricted cash equivalents on the Consolidated Balance Sheet. The restriction on the cash will lapse when the related letter of credit expires on March 19, 2019.

In May 2001, we entered into a \$26.5 million loan agreement with Warren V. Musser, a former Chairman and Chief Executive Officer of the Company. Since 2001 and through December 31, 2016, we have received a total of \$17.1 million in payments on the loan. The carrying value of the loan at December 31, 2016 was zero. We received payments of \$0.1 million on this loan agreement in the years ended December 31, 2016 and 2014 and did not receive any payments on this loan agreement in the year ended December 31, 2015.

We are required to return a portion or all the distributions we received as a general partner of a private equity 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 \$1.3 million, of which \$1.0 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 at December 31, 2016. Our ownership in the fund is 19%. The clawback liability is joint and several, such that we may be required to fund the clawback for other general partners should they default. We believe our potential liability due to the possibility of default by other general partners is remote. We have been notified by the fund's manager that the fund is being dissolved and \$1.0 million of our clawback liability is due in the first quarter of 2017.

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 new partner 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.

For the reasons we have presented above, we believe our cash and cash equivalents at December 31, 2016 and other internal sources of cash flow will be sufficient to fund our cash requirements for at least the next 12 months, including interest payments, commitments to our existing partner 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.

### ***Analysis of Consolidated Cash Flows***

Cash flow activity was as follows:

|                                                     | Year Ended December 31, |                    |                    |
|-----------------------------------------------------|-------------------------|--------------------|--------------------|
|                                                     | 2016                    | 2015               | 2014               |
|                                                     | (In thousands)          |                    |                    |
| Net cash used in operating activities               | \$ (18,661)             | \$ (17,749)        | \$ (20,189)        |
| Net cash provided by (used in) investing activities | 20,061                  | (56,989)           | 16,956             |
| Net cash used in financing activities               | (5,844)                 | (4,321)            | (24,188)           |
|                                                     | <u>\$ (4,444)</u>       | <u>\$ (79,059)</u> | <u>\$ (27,421)</u> |

### ***Net Cash Used In Operating Activities***

*Year ended December 31, 2016 versus year ended December 31, 2015.* Net cash used in operating activities increased \$0.9 million in 2016 compared to the prior year. The increase was primarily related to an increase of \$0.4 million in employee costs, an increase of \$0.2 million in cash used for professional fees, and an increase of \$0.1 million in cash paid for office rent.

*Year ended December 31, 2015 versus year ended December 31, 2014.* Net cash used in operating activities decreased \$2.4 million in 2015 compared to the prior year. The decrease was related to \$1.1 million of final payments associated with a transitional services agreement with our previous Chief Executive Officer in 2014, a decrease of \$1.0 million in cash used for professional fees and a decrease of \$0.1 million in cash paid for office rent.

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

*Year ended December 31, 2016 versus year ended December 31, 2015.* Net cash provided by (used in) investing activities increased by \$77.1 million for the year ended December 31, 2016 compared to the prior year. The increase primarily related to a \$48.9 million increase in proceeds from the sales of and distributions from companies. Cash proceeds from the sale of and distributions from companies was \$74.0 million for the year ended December 31, 2016 which related to the sale of our interests in Putney and Bridgevine, proceeds received from AppFirst from the sale of its assets, cash received from escrow associated with the sale of our interests in DriveFactor, Thingworx, and Quantia and cash received associated with the achievement of performance milestones related to the sale of our interest in Thingworx. Cash proceeds from the sale of and distributions from companies was \$25.1 million for the year ended December 31, 2015 which related to the sale of our interests in DriveFactor and Quantia, cash received from escrow associated with the sale of our interests in Crescendo Bioscience and Alverix, and cash received associated with the achievement of performance milestones related to the sale of our interest in Thingworx. The increase in cash provided by (used in) investing activities also related to a \$21.2 million increase in cash proceeds from the net change in marketable securities, a \$17.8 million decrease in acquisitions of ownership interests in companies, a \$1.4 million decrease in capital expenditures, and a \$0.4 million increase in repayments of advances and loans to companies which were partially offset by \$12.8 million increase in advances and loans to companies.

*Year ended December 31, 2015 versus year ended December 31, 2014.* Net cash provided by (used in) investing activities decreased by \$73.9 million for the year ended December 31, 2015 compared to the prior year. The decrease primarily related to a \$57.8 million decrease in proceeds from the sales of and distributions from companies. Cash proceeds from the sales of and distributions from companies was \$25.1 million for the year ended December 31, 2015 which related to the sale of our interests in DriveFactor and Quantia, cash received from escrow associated with the sale of our interests in Crescendo Bioscience and Alverix, and cash received associated with the achievement of performance milestones related to the sale of our interest in Thingworx. Cash proceeds from the sales of and distributions from companies was \$82.8 million for the year ended December 31, 2014 which related to the sales of our interests in Crescendo Bioscience, Alverix, NuPathe and Sotera Wireless. The decrease in cash provided by investing activities also related to a \$10.7 million increase in acquisitions of ownership interests in companies, an increase of \$4.2 million in advances and loans to companies, a \$3.4 million decrease in repayments of advances and loans to companies, and a \$1.8 million increase in capital expenditures which were partially offset by a \$4.1 million increase in cash proceeds from the net change in marketable securities.

### Net Cash Used In Financing Activities

Year ended December 31, 2016 versus year ended December 31, 2015. Net cash used in financing activities increased \$1.5 million in 2016 compared to the prior year. The increase related to a decrease of \$0.7 million in proceeds received from the exercise of stock options, an increase of \$0.5 million in tax withholdings related to share-based payment awards and an increase of \$0.4 million in repurchases of our common stock.

Year ended December 31, 2015 versus year ended December 31, 2014. Net cash used in financing activities decreased \$19.9 million in 2015 compared to the prior year. The decrease related to a decrease of \$20.0 million in repurchases of our common stock and a decrease of \$0.6 million in the proceeds received from the exercise of stock options, partially offset by the repurchase of \$0.4 million of our 2024 Debentures in 2014.

### Contractual Cash Obligations and Other Commercial Commitments

The following table summarizes our contractual obligations and other commercial commitments as of December 31, 2016, by period due or expiration of the commitment.

|                                     | Payments Due by Period                    |               |                |               |               |
|-------------------------------------|-------------------------------------------|---------------|----------------|---------------|---------------|
|                                     | Total                                     | 2017          | 2018 and 2019  | 2020 and 2021 | After 2021    |
|                                     | (In millions)                             |               |                |               |               |
| Contractual Cash Obligations:       |                                           |               |                |               |               |
| Convertible senior debentures (a)   | \$ 55.0                                   | \$ —          | \$ 55.0        | \$ —          | \$ —          |
| Interest payments on long-term debt | 4.3                                       | 2.9           | 1.4            | —             | —             |
| Operating leases (b)                | 5.6                                       | 0.6           | 1.2            | 1.2           | 2.6           |
| Potential clawback liabilities (c)  | 1.3                                       | 1.0           | 0.3            | —             | —             |
| Other long-term obligations (d)     | 2.7                                       | 0.8           | 1.6            | 0.3           | —             |
| Total Contractual Cash Obligations  | <u>\$ 68.9</u>                            | <u>\$ 5.3</u> | <u>\$ 59.5</u> | <u>\$ 1.5</u> | <u>\$ 2.6</u> |
|                                     |                                           |               |                |               |               |
|                                     | Amount of Commitment Expiration by Period |               |                |               |               |
|                                     | Total                                     | 2017          | 2018 and 2019  | 2020 and 2021 | After 2021    |
|                                     | (In millions)                             |               |                |               |               |
| Other Commitments:                  |                                           |               |                |               |               |
| Letters of credit (e)               | <u>\$ 6.3</u>                             | <u>\$ —</u>   | <u>\$ 6.3</u>  | <u>\$ —</u>   | <u>\$ —</u>   |

(a) We have outstanding \$55.0 million of our 5.25% convertible senior debentures due May 15, 2018.

(b) In 2015, we entered into an agreement for the lease of our principal executive offices which will extend through April 2026.

(c) We are required to return a portion or all the distributions we received as a general partner of a private equity 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 \$1.3 million, of which \$1.0 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 at December 31, 2016. We have been notified by the fund's manager that the fund is being dissolved and \$1.0 million of our clawback liability is due in the first quarter of 2017.

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

(e) A \$6.3 million letter of credit is provided to the landlord of CompuCom Systems' Dallas headquarters lease as required in connection with our sale of CompuCom Systems in 2004. The letter of credit is now secured by cash which is classified as Long-term restricted cash equivalents on the Consolidated Balance Sheet.

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 \$3.0 million at December 31, 2016.

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 our consolidated financial position or results of operations.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

At December 31, 2016, we had \$55.0 million outstanding of our 5.25% convertible senior debentures due May 15, 2018.

| Liabilities                                  | 2017  | 2018    | 2019 | 2020 | 2021 | Thereafter | Total   | Fair<br>Value at December 31,<br>2016 |
|----------------------------------------------|-------|---------|------|------|------|------------|---------|---------------------------------------|
| 2018 Debentures due by year (in<br>millions) | \$ —  | \$ 55.0 | \$ — | \$ — | \$ — | \$ —       | \$ 55.0 | \$ 57.7                               |
| Fixed interest rate                          | 5.25% | 5.25%   |      |      |      |            | 5.25%   |                                       |

**Item 8. *Financial Statements and Supplementary Data***

The following Consolidated Financial Statements, and the related Notes thereto, of Safeguard Scientifics, Inc. and the Reports of Independent Registered Public Accounting Firm are filed as a part of this Form 10-K.

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| <a href="#">Report of Independent Registered Public Accounting Firm</a>                                            | <a href="#">36</a> |
| <a href="#">Consolidated Balance Sheets as of December 31, 2016 and 2015</a>                                       | <a href="#">37</a> |
| <a href="#">Consolidated Statements of Operations for the years ended December 31, 2016, 2015 and 2014</a>         | <a href="#">38</a> |
| <a href="#">Consolidated Statements of Comprehensive Loss for the years ended December 31, 2016, 2015 and 2014</a> | <a href="#">39</a> |
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## Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
Safeguard Scientifics, Inc.:

We have audited Safeguard Scientifics, Inc.'s (the Company) internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Safeguard Scientifics, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting (Item 9A.(b)). Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Safeguard Scientifics, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Safeguard Scientifics, Inc. and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, changes in equity and cash flows for each of the years in the three-year period ended December 31, 2016, and our report dated March 3, 2017 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Philadelphia, Pennsylvania  
March 3, 2017

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
Safeguard Scientifics, Inc.:

We have audited the accompanying consolidated balance sheets of Safeguard Scientifics, Inc. (the Company) and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, changes in equity and cash flows for each of the years in the three-year period ended December 31, 2016. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Safeguard Scientifics, Inc. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Safeguard Scientifics, Inc.'s internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 3, 2017 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Philadelphia, Pennsylvania  
March 3, 2017

**SAFEGUARD SCIENTIFICS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except per share data)

|                                                                                                                     | As of December 31, |                   |
|---------------------------------------------------------------------------------------------------------------------|--------------------|-------------------|
|                                                                                                                     | 2016               | 2015              |
| <b>ASSETS</b>                                                                                                       |                    |                   |
| Current Assets:                                                                                                     |                    |                   |
| Cash and cash equivalents                                                                                           | \$ 22,058          | \$ 32,838         |
| Marketable securities                                                                                               | 8,384              | 31,020            |
| Prepaid expenses and other current assets                                                                           | 2,109              | 5,810             |
| Total current assets                                                                                                | 32,551             | 69,668            |
| Property and equipment, net                                                                                         | 1,873              | 2,145             |
| Ownership interests in and advances to partner companies                                                            | 183,470            | 171,601           |
| Loan participations receivable                                                                                      | —                  | 2,649             |
| Long-term marketable securities                                                                                     | 7,302              | 9,743             |
| Long-term restricted cash equivalents                                                                               | 6,336              | —                 |
| Other assets                                                                                                        | 296                | 1,037             |
| Total Assets                                                                                                        | <u>\$ 231,828</u>  | <u>\$ 256,843</u> |
| <b>LIABILITIES AND EQUITY</b>                                                                                       |                    |                   |
| Current Liabilities:                                                                                                |                    |                   |
| Accounts payable                                                                                                    | \$ 140             | \$ 290            |
| Accrued compensation and benefits                                                                                   | 3,498              | 3,338             |
| Accrued expenses and other current liabilities                                                                      | 2,223              | 2,789             |
| Total current liabilities                                                                                           | 5,861              | 6,417             |
| Other long-term liabilities                                                                                         | 3,630              | 3,965             |
| Convertible senior debentures—non-current                                                                           | 52,560             | 50,956            |
| Total Liabilities                                                                                                   | 62,051             | 61,338            |
| Commitments and contingencies                                                                                       |                    |                   |
| Equity:                                                                                                             |                    |                   |
| Preferred stock, \$0.10 par value; 1,000 shares authorized                                                          | —                  | —                 |
| Common stock, \$0.10 par value; 83,333 shares authorized; 21,573 issued at December 31, 2016 and 2015, respectively | 2,157              | 2,157             |
| Additional paid-in capital                                                                                          | 816,016            | 817,434           |
| Treasury stock, at cost; 1,209 and 993 shares at December 31, 2016 and 2015, respectively                           | (21,061)           | (19,570)          |
| Accumulated deficit                                                                                                 | (626,904)          | (604,270)         |
| Accumulated other comprehensive loss                                                                                | (431)              | (246)             |
| Total Equity                                                                                                        | 169,777            | 195,505           |
| Total Liabilities and Equity                                                                                        | <u>\$ 231,828</u>  | <u>\$ 256,843</u> |

See Notes to Consolidated Financial Statements.

**SAFEGUARD SCIENTIFICS, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share data)

|                                                               | Year Ended December 31, |             |            |
|---------------------------------------------------------------|-------------------------|-------------|------------|
|                                                               | 2016                    | 2015        | 2014       |
| General and administrative expense                            | \$ 18,692               | \$ 17,554   | \$ 18,970  |
| Operating loss                                                | (18,692)                | (17,554)    | (18,970)   |
| Other income (loss), net                                      | (1,682)                 | 217         | 31,657     |
| Interest income                                               | 2,075                   | 1,935       | 1,901      |
| Interest expense                                              | (4,634)                 | (4,523)     | (4,402)    |
| Equity income (loss)                                          | 671                     | (39,599)    | (15,335)   |
| Net loss before income taxes                                  | (22,262)                | (59,524)    | (5,149)    |
| Income tax benefit (expense)                                  | —                       | —           | —          |
| Net loss                                                      | \$ (22,262)             | \$ (59,524) | \$ (5,149) |
| Net loss per share:                                           |                         |             |            |
| Basic                                                         | \$ (1.09)               | \$ (2.85)   | \$ (0.25)  |
| Diluted                                                       | \$ (1.09)               | \$ (2.85)   | \$ (0.25)  |
| Weighted average shares used in computing net loss per share: |                         |             |            |
| Basic                                                         | 20,343                  | 20,874      | 20,975     |
| Diluted                                                       | 20,343                  | 20,874      | 20,975     |

See Notes to Consolidated Financial Statements.

**SAFEGUARD SCIENTIFICS, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
(In thousands)

|                                                                | Year Ended December 31, |                    |                   |
|----------------------------------------------------------------|-------------------------|--------------------|-------------------|
|                                                                | 2016                    | 2015               | 2014              |
| Net loss                                                       | \$ (22,262)             | \$ (59,524)        | \$ (5,149)        |
| Other comprehensive loss:                                      |                         |                    |                   |
| Share of other comprehensive loss of equity method investments | (185)                   | (246)              | —                 |
| Total comprehensive loss                                       | <u>\$ (22,447)</u>      | <u>\$ (59,770)</u> | <u>\$ (5,149)</u> |

See Notes to Consolidated Financial Statements.

**SAFEGUARD SCIENTIFICS, INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(In thousands)

|                                                             | Total             | Accumulated Deficit | Accumulated Other Comprehensive Loss | Common Stock  |                 | Additional Paid-In Capital | Treasury Stock |                    |
|-------------------------------------------------------------|-------------------|---------------------|--------------------------------------|---------------|-----------------|----------------------------|----------------|--------------------|
|                                                             |                   |                     |                                      | Shares        | Amount          |                            | Shares         | Amount             |
| <b>Balance — December 31, 2013</b>                          | \$ 284,661        | \$ (539,597)        | \$ —                                 | 21,553        | \$ 2,155        | \$ 822,103                 | 4              | \$ —               |
| Net loss                                                    | (5,149)           | (5,149)             | —                                    | —             | —               | —                          | —              | —                  |
| Stock options exercised, net                                | 1,289             | —                   | —                                    | 18            | 2               | (2,716)                    | (198)          | 4,003              |
| Issuance of restricted stock, net                           | 98                | —                   | —                                    | —             | —               | (1,594)                    | (79)           | 1,692              |
| Stock-based compensation expense                            | 1,935             | —                   | —                                    | —             | —               | 1,935                      | —              | —                  |
| Repurchase of common stock                                  | (25,036)          | —                   | —                                    | —             | —               | —                          | 1,194          | (25,036)           |
| Conversion of convertible senior debentures to common stock | 29                | —                   | —                                    | 2             | —               | 29                         | —              | —                  |
| <b>Balance — December 31, 2014</b>                          | 257,827           | (544,746)           | —                                    | 21,573        | 2,157           | 819,757                    | 921            | (19,341)           |
| Net loss                                                    | (59,524)          | (59,524)            | —                                    | —             | —               | —                          | —              | —                  |
| Stock options exercised, net                                | 676               | —                   | —                                    | —             | —               | (1,051)                    | (83)           | 1,727              |
| Issuance of restricted stock, net                           | 158               | —                   | —                                    | —             | —               | (2,883)                    | (149)          | 3,041              |
| Stock-based compensation expense                            | 1,611             | —                   | —                                    | —             | —               | 1,611                      | —              | —                  |
| Repurchase of common stock                                  | (4,997)           | —                   | —                                    | —             | —               | —                          | 304            | (4,997)            |
| Other comprehensive loss                                    | (246)             | —                   | (246)                                | —             | —               | —                          | —              | —                  |
| <b>Balance — December 31, 2015</b>                          | 195,505           | (604,270)           | (246)                                | 21,573        | 2,157           | 817,434                    | 993            | (19,570)           |
| Net loss                                                    | (22,262)          | (22,262)            | —                                    | —             | —               | —                          | —              | —                  |
| Stock options exercised, net of tax withholdings            | (318)             | —                   | —                                    | —             | —               | (1,117)                    | (46)           | 799                |
| Issuance of restricted stock, net of tax withholdings       | 32                | —                   | —                                    | —             | —               | (3,067)                    | (162)          | 3,099              |
| Stock-based compensation expense                            | 2,394             | —                   | —                                    | —             | —               | 2,394                      | —              | —                  |
| Repurchase of common stock                                  | (5,389)           | —                   | —                                    | —             | —               | —                          | 424            | (5,389)            |
| Cumulative effect adjustment (1)                            | —                 | (372)               | —                                    | —             | —               | 372                        | —              | —                  |
| Other comprehensive loss                                    | (185)             | —                   | (185)                                | —             | —               | —                          | —              | —                  |
| <b>Balance — December 31, 2016</b>                          | <u>\$ 169,777</u> | <u>\$ (626,904)</u> | <u>\$ (431)</u>                      | <u>21,573</u> | <u>\$ 2,157</u> | <u>\$ 816,016</u>          | <u>1,209</u>   | <u>\$ (21,061)</u> |

(1) Cumulative effect adjustment reflects adoption of ASU 2016-09 as of January 1, 2016.

See Notes to Consolidated Financial Statements.

**SAFEGUARD SCIENTIFICS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

|                                                                               | Year Ended December 31, |             |            |
|-------------------------------------------------------------------------------|-------------------------|-------------|------------|
|                                                                               | 2016                    | 2015        | 2014       |
| <b>Cash Flows from Operating Activities:</b>                                  |                         |             |            |
| Net loss                                                                      | \$ (22,262)             | \$ (59,524) | \$ (5,149) |
| Adjustments to reconcile to net cash used in operating activities:            |                         |             |            |
| Depreciation                                                                  | 328                     | 190         | 74         |
| Amortization of debt discount                                                 | 1,604                   | 1,472       | 1,349      |
| Equity (income) loss                                                          | (671)                   | 39,599      | 15,335     |
| Other (income) loss, net                                                      | 1,682                   | (217)       | (31,657)   |
| Stock-based compensation expense                                              | 2,394                   | 1,611       | 1,935      |
| Changes in assets and liabilities:                                            |                         |             |            |
| Accounts receivable, net                                                      | (1,521)                 | (923)       | (369)      |
| Accounts payable, accrued expenses, and other                                 | (215)                   | 43          | (1,707)    |
| Net cash used in operating activities                                         | (18,661)                | (17,749)    | (20,189)   |
| <b>Cash Flows from Investing Activities:</b>                                  |                         |             |            |
| Acquisitions of ownership interests in companies                              | (52,431)                | (70,186)    | (59,476)   |
| Proceeds from sales of and distributions from companies                       | 73,965                  | 25,058      | 82,822     |
| Advances and loans to companies                                               | (27,967)                | (15,208)    | (10,968)   |
| Repayment of advances and loans to companies                                  | 1,741                   | 1,318       | 4,684      |
| Increase in marketable securities                                             | (21,194)                | (29,755)    | (55,594)   |
| Decrease in marketable securities                                             | 46,315                  | 33,640      | 55,410     |
| Capital expenditures                                                          | (432)                   | (1,856)     | (59)       |
| Other, net                                                                    | 64                      | —           | 137        |
| Net cash provided by (used in) investing activities                           | 20,061                  | (56,989)    | 16,956     |
| <b>Cash Flows from Financing Activities:</b>                                  |                         |             |            |
| Repurchase of convertible senior debentures                                   | —                       | —           | (441)      |
| Tax withholdings related to equity-based awards                               | (460)                   | —           | —          |
| Issuance of Company common stock, net                                         | 5                       | 676         | 1,289      |
| Repurchase of Company common stock                                            | (5,389)                 | (4,997)     | (25,036)   |
| Net cash used in financing activities                                         | (5,844)                 | (4,321)     | (24,188)   |
| Net change in cash, cash equivalents and restricted cash equivalents          | (4,444)                 | (79,059)    | (27,421)   |
| Cash, cash equivalents and restricted cash equivalents at beginning of period | 32,838                  | 111,897     | 139,318    |
| Cash, cash equivalents and restricted cash equivalents at end of period       | \$ 28,394               | \$ 32,838   | \$ 111,897 |

See Notes to Consolidated Financial Statements.

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

## **1. Significant Accounting Policies**

### ***Principles of Consolidation***

The consolidated financial statements include the accounts of Safeguard (the "Company") and all of its subsidiaries in which a controlling financial interest is maintained. All intercompany accounts and transactions are eliminated in consolidation.

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

The Company accounts for its interests in its partner companies using one of the following methods: consolidation, fair value, equity or cost. The accounting method applied is generally determined by the degree of the Company's influence over the entity, primarily determined by our voting interest in the entity.

In addition to holding voting and non-voting equity and debt securities, the Company also periodically makes advances to its partner companies in the form of promissory notes which are included in the Ownership interests in and advances to partner companies line item in the Consolidated Balance Sheets.

**Consolidation Method.** The Company generally accounts for partner companies in which it directly or indirectly owns more than 50% of the outstanding voting securities under the consolidation method of accounting. Under this method, the Company includes the partner companies' financial statements within the Company's Consolidated Financial Statements, and all significant intercompany accounts and transactions are eliminated. The Company reflects participation of other stockholders in the net assets and in the income or losses of these consolidated partner companies in Equity in the Consolidated Balance Sheets and in Net income (loss) attributable to non-controlling interest in the Statements of Operations. Net income (loss) attributable to non-controlling interest adjusts the Company's consolidated operating results to reflect only the Company's share of the earnings or losses of the consolidated partner company. The Company accounts for results of operations and cash flows of a consolidated partner company through the latest date in which it holds a controlling interest. If the Company subsequently relinquishes control but retains an interest in the partner company, the accounting method is adjusted to the equity, cost or fair value method of accounting, as appropriate. As of December 31, 2016, the Company did not hold a controlling interest in any of its partner companies.

**Fair Value Method.** Unrealized gains and losses on the mark-to-market of the Company's holdings in fair value method companies and realized gains and losses on the sale of any holdings in fair value method companies are recognized in Other income (loss), net in the Consolidated Statements of Operations. As of December 31, 2016, the Company did not account for any of its partner companies under the fair value method.

**Equity Method.** The Company accounts for partner companies whose results are not consolidated, but over which it exercises significant influence, under the equity method of accounting. Whether or not the Company exercises significant influence with respect to a partner company depends on an evaluation of several factors including, among others, representation of the Company on the partner company's board of directors and the Company's ownership level, which is generally a 20% to 50% interest in the voting securities of a partner company, including voting rights associated with the Company's holdings in common, preferred and other convertible instruments in the company. Under the equity method of accounting, the Company does not reflect a partner company's financial statements within the Company's Consolidated Financial Statements; however, the Company's share of the income or loss of such partner company is reflected in Equity income (loss) in the Consolidated Statements of Operations. The Company includes the carrying value of equity method partner companies in Ownership interests in and advances to partner companies on the Consolidated Balance Sheets. Any excess of the Company's cost over its underlying interest in the net assets of equity method partner companies that is allocated to intangible assets is amortized over the estimated useful lives of the related intangible assets. The Company reflects its share of the income or loss of the equity method partner companies on a one quarter lag. This reporting lag could result in a delay in recognition of the impact of changes in the business or operations of these partner companies.

When the Company's carrying value in an equity method partner company is reduced to zero, the Company records no further losses in its Consolidated Statements of Operations unless the Company has an outstanding guarantee obligation or has committed additional funding to such equity method partner company. When such equity method partner company subsequently reports income, the Company will not record its share of such income until it exceeds the amount of the Company's share of losses not previously recognized.

**Cost Method.** The Company accounts for partner companies not consolidated or accounted for under the equity method or fair value method under the cost method of accounting. Under the cost method, the Company does not include its share of the

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

income or losses of partner companies 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.

***Accounting Estimates***

The preparation of the Consolidated Financial Statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and judgments that affect amounts reported in the financial statements and accompanying notes. Actual results may differ from these estimates. These estimates include the evaluation of the recoverability of the Company's ownership interests in and advances to partner companies, income taxes, stock-based compensation and commitments and contingencies. Management evaluates its estimates on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances.

Certain amounts recorded to reflect the Company's share of income or losses of partner companies accounted for under the equity method are based on unaudited results of operations of those companies and may require adjustments in the future when audits of these entities' financial statements are completed.

It is reasonably possible that the Company's accounting estimates with respect to the ultimate recoverability of the carrying value of the Company's ownership interests in and advances to partner companies could change in the near term and that the effect of such changes on the financial statements could be material. At December 31, 2016, the Company believes the carrying value of the Company's ownership interests in and advances to partner companies is not impaired, although there can be no assurance that the Company's future results will confirm this assessment, that a significant write-down or write-off will not be required in the future or that a significant loss will not be recorded in the future upon the sale of a company.

***Cash and Cash Equivalents and Marketable Securities***

The Company considers all highly liquid instruments with an original maturity of 90 days or less at the time of purchase to be cash equivalents. Cash and cash equivalents consist of deposits that are readily convertible into cash. The Company determines the appropriate classification of marketable securities at the time of purchase and reevaluates such designation as of each balance sheet date. Held-to-maturity securities are carried at amortized cost, which approximates fair value. Marketable securities consist of held-to-maturity securities, primarily consisting of government agency bonds, commercial paper and certificates of deposits. Marketable securities with a maturity date greater than one year from the balance sheet date are considered long-term. The Company has not experienced any significant losses on cash equivalents and does not believe it is exposed to any significant credit risk on cash and cash equivalents.

***Restricted Cash Equivalents***

Restricted cash equivalents consist of certificates of deposit with various maturity dates. Amounts included in restricted cash equivalents represent those required to be set aside by a contractual agreement with a bank as collateral for a letter of credit. The restriction on the cash will lapse when the related letter of credit expires on March 19, 2019. The following table provides a reconciliation of cash, cash equivalents and restricted cash equivalents reported within the Consolidated Balance Sheets that sum to the total of the same such amounts shown in the Consolidated Statements of Cash Flows:

|                                                              | December 31, 2016 | December 31, 2015 |
|--------------------------------------------------------------|-------------------|-------------------|
|                                                              | (In thousands)    |                   |
| Cash and cash equivalents                                    | \$ 22,058         | \$ 32,838         |
| Long-term restricted cash equivalents                        | 6,336             | —                 |
| Total cash, cash equivalents and restricted cash equivalents | <u>\$ 28,394</u>  | <u>\$ 32,838</u>  |

***Financial Instruments***

The Company's financial instruments (principally cash and cash equivalents, marketable securities, accounts receivable, notes receivable, accounts payable and accrued expenses) are carried at cost, which approximates fair value due to the short-term maturity of these instruments. The Company's long-term debt is carried at cost.

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

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

On a periodic basis, but no less frequently than quarterly, the Company evaluates the carrying value of its equity and cost method partner companies for possible impairment based on achievement of business plan objectives and milestones, the fair value of each partner company relative to its carrying value, the financial condition and prospects of the partner company and other relevant factors. The business plan objectives and milestones the Company considers 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. Management then determines whether there has been an other than temporary decline in the value of its ownership interest in the company. Impairment is measured as the amount by which the carrying value of an asset exceeds its fair value.

The fair value of privately held 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, valuation of comparable public companies and the valuation of acquisitions of similar companies.

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

The reduced cost basis of a previously impaired partner company is not written-up if circumstances suggest the value of the company has subsequently recovered.

***Income Taxes***

The Company accounts for income taxes under the asset and liability method whereby deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The Company measures deferred tax assets and liabilities using enacted tax rates in effect for the year in which the temporary differences are expected to be recovered or settled. The Company recognizes the effect on deferred tax assets and liabilities of a change in tax rates in income in the period of the enactment date. The Company provides a valuation allowance against the net deferred tax asset for amounts which are not considered more likely than not to be realized.

***Net Income (Loss) Per Share***

The Company computes net income (loss) per share using the weighted average number of common shares outstanding during each year. The Company includes in diluted net income (loss) per share common stock equivalents (unless anti-dilutive) which would arise from the exercise of stock options and conversion of other convertible securities and adjusted, if applicable, for the effect on net income (loss) of such transactions. Diluted net income (loss) per share calculations adjust net income (loss) for the dilutive effect of common stock equivalents and convertible securities issued by the Company's consolidated or equity method partner companies.

***Segment Information***

Previously, the Company presented its operating results in two reportable segments - Healthcare and Technology. Recently, the Company shifted its focus to providing capital to technology companies within the fields of healthcare, financial services and digital media. Beginning in the third quarter of 2016, the Company has determined it operates as one operating segment based upon the similar nature of its technology-driven partner companies, the functional alignment of the organizational structure, and the reports that are regularly reviewed by the chief operating decision maker for the purpose of assessing performance and allocating resources.

***Recent Accounting Pronouncements***

**Adoption of Accounting Standards Update No. 2016-18**

In November 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash* ("ASU 2016-18"). While the effective date of ASU 2016-18 is for fiscal years beginning after December 15, 2017, earlier adoption is permitted and the Company adopted the amendments in ASU 2016-18 during the fourth quarter of 2016. This standard requires that the Consolidated Statements of Cash Flows explain the change during the period in the total cash, cash equivalents, and amounts generally described as restricted cash and restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash

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

equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the Consolidated Statements of Cash Flows. The amendments in this update were applied using a retrospective transition method to each period presented. There were no material impacts to the Company's results of operations or liquidity as a result of adopting ASU 2016-18.

**Adoption of Accounting Standards Update No. 2016-09**

In March 2016, the FASB issued ASU No. 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* ("ASU 2016-09"). While the effective date of ASU 2016-09 is for fiscal years beginning after December 15, 2016, earlier adoption is permitted and the Company adopted the amendments in ASU 2016-09 during the second quarter of 2016. This standard simplifies or clarifies several aspects of the accounting for equity-based payment awards, including the income tax consequences, classification of awards as either equity or liabilities, and classification in the Consolidated Statements of Cash Flows. Certain of these changes are required to be applied retrospectively, while other changes are required to be applied prospectively. The impact of early adoption resulted in the following:

- The Company recognizes share-based payment forfeitures as they occur. Prior to adoption, forfeitures were estimated in order to arrive at current period expense. There was a cumulative effect adjustment of \$0.4 million to Accumulated deficit on the Consolidated Balance Sheet as of January 1, 2016 as a result of the adoption of this amendment on a modified retrospective basis.
- The Company, upon election by an employee, withholds award shares with a fair value up to the amount of tax owed upon vesting or exercise using the maximum statutory tax rate in the employee's applicable jurisdiction while still qualifying for equity classification. Prior to adoption, the Company was only able to withhold award shares with a fair value up to the minimum statutory tax rate. There was no cumulative effect adjustment as a result of the adoption of this amendment on a modified retrospective basis.
- The Company presents employee taxes paid by the Company through the withholding of award shares as a financing activity in the Consolidated Statements of Cash Flows. The effect of this retrospective change on the Company's Consolidated Statements of Cash Flows was not significant.

There were no other material impacts to the Company's results of operations or liquidity as a result of adopting ASU 2016-09.

**Retrospective Adoption of Accounting Guidance**

In the first quarter of 2016, the Company adopted accounting guidance that required retrospective adjustment to previously issued financial statements. All prior period data presented in the Company's Consolidated Financial Statements reflect the retrospective adoption of this guidance.

In April 2015, the FASB issued ASU No. 2015-03, *Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs* ("ASU 2015-03"). ASU 2015-03 specifies that debt issuance costs related to a note shall be reported in the balance sheet as a direct reduction from the face amount of the note. As a result of the adoption of ASU 2015-03, the Company reclassified its capitalized debt issuance costs previously recorded within Other assets to a contra-liability reducing Convertible senior debentures on the Consolidated Balance Sheets. The reclassification was \$0.8 million as of December 31, 2015. ASU 2015-03 had no effect on the Company's results of operations or liquidity.

**Adoption of Accounting Standards Update No. 2014-15**

In August 2014, the FASB issued ASU No. 2014-15, *Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern* ("ASU 2014-15"). ASU 2014-15 requires management to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern for a period of one year following the date its financial statements are issued. If such conditions or events exist, management should consider whether its plans that are intended to mitigate those relevant conditions or events will alleviate the substantial doubt. If conditions or events raise substantial doubt about an entity's ability to continue as a going concern, and substantial doubt is not alleviated after consideration of management's plans, an entity should disclose that there is substantial doubt about the entity's ability to continue as a going concern for a period of one year following the date its financial statements are issued. Disclosure should include the principal conditions or events that raise substantial doubt, management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations, and management's plans that are intended to mitigate those conditions or events. The Company adopted ASU 2014-15 effective December 31, 2016. The adoption had no impact on the Company's Consolidated Financial Statements.

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

**Evaluation of Accounting Standards Update No. 2014-09**

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09"). ASU 2014-09 and related subsequent amendments outlines a single comprehensive model to use to account for revenue arising from contracts with customers and supersedes most current revenue recognition guidance. For public companies, the guidance is effective for annual periods beginning after December 15, 2017 and any interim periods that fall within that reporting period. For nonpublic companies, the guidance is effective for annual periods beginning after December 15, 2018 and interim periods within annual periods beginning after December 15, 2019 with early adoption permitted. As the new standard will supersede most existing revenue guidance, it could impact revenue and cost recognition for partner companies. Any change in revenue or cost recognition for partner companies could affect the Company's recognition of its share of the results of its equity method partner companies. The Company has been closely monitoring the FASB activity related to the new standard and has begun work to conclude on specific interpretative issues.

**2. 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.

|                               | December 31, 2016 | December 31, 2015 |
|-------------------------------|-------------------|-------------------|
|                               | (In thousands)    |                   |
| Equity Method:                |                   |                   |
| Partner companies             | \$ 154,219        | \$ 150,898        |
| Private equity funds          | 447               | 942               |
|                               | 154,666           | 151,840           |
| Cost Method:                  |                   |                   |
| Partner companies             | 2,112             | 5,024             |
| Private equity funds          | 1,550             | 1,966             |
|                               | 3,662             | 6,990             |
| Advances to partner companies | 25,142            | 12,771            |
|                               | \$ 183,470        | \$ 171,601        |

In April 2016, Putney, Inc. was acquired by Dechra Pharmaceuticals Plc. The Company received \$58.6 million in cash proceeds in connection with the transaction, excluding \$0.6 million which will be held in escrow until April 2017. The Company recognized a gain of \$55.6 million on the transaction, which was included in Equity income (loss) in the Consolidated Statements of Operations for the year ended December 31, 2016.

The Company recognized an impairment charge of \$3.6 million related to Aventura, Inc. which is reflected in Equity income (loss) in the Consolidated Statements of Operations for the year ended December 31, 2016. The impairment was based on the decision of the Company and other shareholders of Aventura not to continue to fund Aventura's operations. The adjusted carrying value of the Company's interest in Aventura was \$0.0 million at December 31, 2016.

The Company recognized an impairment charge of \$2.4 million related to its Penn Mezzanine debt and equity participations which is reflected in Other income (loss), net in the Consolidated Statements of Operations for the year ended December 31, 2016. The amount of the impairment was determined based on the difference between the carrying value of the Company's debt and equity participations and their estimated fair values. The Company has no remaining Penn Mezzanine debt participations and the adjusted carrying value of the Company's remaining Penn Mezzanine equity participation was \$0.2 million at December 31, 2016.

The Company recognized an impairment charge of \$1.7 million related to AppFirst, Inc. which is reflected in Equity income (loss) in the Consolidated Statements of Operations for the year ended December 31, 2016. The impairment was due to the shutdown of AppFirst's operations and the sale of its assets. The amount of the impairment was determined based on the difference between the carrying value of the Company's holdings in AppFirst and the proceeds received by the Company on the sale of AppFirst's assets in June 2016. The Company also recognized an impairment charge of \$3.6 million related to AppFirst in the fourth quarter of 2015 which is reflected in Equity income (loss) in the Consolidated Statements of Operations for the year ended December 31, 2015. The impairment was due to lack of revenue growth.

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

In June 2016, the Company sold its ownership interests in Bridgevine, Inc. The Company received cash proceeds of \$5.0 million and recognized a gain of \$0.4 million on the transaction which is included in Other income (loss), net in the Consolidated Statements of Operations for the year ended December 31, 2016.

In April 2015, DriveFactor, Inc. was acquired by CCC Information Services, Inc. The Company received \$9.1 million in initial cash proceeds in connection with the transaction. The Company recognized a gain of \$6.1 million on the transaction, which is included in Equity income (loss) in the Consolidated Statements of Operations for the year ended December 31, 2015. In April 2016, the Company received an additional \$1.1 million which was released from escrow resulting in a gain of \$1.1 million which is included in Equity income (loss) in the Consolidated Statements of Operations for the year ended December 31, 2016.

In April 2016, the Company received \$3.3 million associated with the achievement of the final performance milestone related to the December 2013 sale of ThingWorx, Inc. to PTC, Inc., resulting in a gain of \$3.3 million which is included in Equity income (loss) in the Consolidated Statements of Operations for the year ended December 31, 2016. In January 2016, the Company received \$4.1 million which was released from escrow resulting in a gain of \$4.1 million which is included in Equity income (loss), net in the Consolidated Statements of Operations for the year ended December 31, 2015. In July 2015, the Company received \$3.3 million associated with the achievement of performance milestones, resulting in a gain of \$3.3 million which is included in Equity income (loss), net in the Consolidated Statements of Operations for the year ended December 31, 2015.

In July 2015, Quantia, Inc. was acquired by Physicians Interactive. The Company received \$7.8 million in initial cash proceeds in connection with the transaction. In July 2016, the Company received an additional \$0.6 million which was released from escrow resulting in a gain of \$0.6 million which is included in Equity income (loss) in the Consolidated Statements of Operations for the year ended December 31, 2016. The Company also recognized an impairment charge of \$2.9 million related to Quantia in the second quarter of 2015 which is reflected in Equity income (loss) in the Consolidated Statements of Operations for the year ended December 31, 2015. The impairment was based on the difference between the Company's carrying value in Quantia and the initial net proceeds received in July 2015.

In July 2015, the Company received \$1.7 million in connection with the expiration of the escrow period related to the January 2014 sale of Alverix, Inc. to Becton, Dickinson and Company, resulting in a gain of \$1.7 million which is included in Equity income (loss), net in the Consolidated Statements of Operations for the year ended December 31, 2015. The Company received \$15.7 million in initial cash proceeds in connection with the transaction resulting in a gain of \$15.7 million, which is included in Equity income (loss) in the Consolidated Statements of Operations for the year ended December 31, 2014.

In July and March 2015, the Company received an aggregate \$2.9 million in connection with the expiration of the escrow period related to the February 2014 sale of Crescendo Bioscience, Inc. to Myriad Genetics, Inc., resulting in a gain of \$2.9 million which is included in Other income (loss), net in the Consolidated Statements of Operations for the year ended December 31, 2015. The Company received \$38.4 million in initial cash proceeds in connection with the transaction resulting in a gain of \$27.4 million, which is included in Other income (loss), net in the Consolidated Statements of Operations for the year ended December 31, 2014.

The Company recognized an impairment charge of \$3.2 million related to InfoBionic, Inc. in the second quarter of 2015 which is reflected in Equity income (loss) in the Consolidated Statements of Operations for the year ended December 31, 2015. The impairment was due to discontinuation of InfoBionic's first-generation product. The amount of the impairment was determined based on the value at which InfoBionic raised additional equity financing in July 2015 from the Company and other existing capital providers.

The Company recognized an impairment charge of \$2.3 million related to Dabo Health, Inc. in the first quarter of 2015 which is reflected in Other income (loss), net in the Consolidated Statements of Operations for the year ended December 31, 2015. The impairment was based on the decision of the Company and other shareholders not to continue to fund Dabo Health's operations.

In April 2014, the Company sold its ownership interests in Sotera Wireless, Inc. The Company received \$4.2 million in cash proceeds in connection with the transaction and recognized a gain of \$1.5 million, which is included in Other income (loss), net in the Consolidated Statements of Operations for the year ended December 31, 2014.

In February 2014, NuPath was acquired by Teva Pharmaceutical Industries Ltd. for \$3.65 per share in cash. The Company received initial net cash proceeds of \$23.1 million as a result of the transaction. The Company recognized a gain of \$3.0 million, which is included in Other income (loss), net in the Consolidated Statements of Operations for the year ended December 31, 2014.

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

**Summarized Financial Information for Partner Companies**

The Company categorizes its partner companies into four stages based upon revenue generation—Development Stage, Initial Revenue Stage, Expansion Stage and, High Traction Stage. The Development Stage is made up of those companies that are pre-revenue businesses. The Company currently has no partner companies in the Development Stage. The Initial Revenue Stage is made up of businesses that have revenues of \$5 million or less. The Expansion Stage is made up of companies that have revenue in the range of \$5 million to \$20 million. The High Traction Stage is made up of companies that have revenue in excess of \$20 million per year. See Note 14 to the Consolidated Financial Statements for a listing of partner companies in which the Company held an ownership interest as of December 31, 2016 and their respective revenue stages.

The following summarized financial information by revenue stage for partner companies accounted for under the equity method for the periods presented has been compiled from respective partner company financial statements, reflect certain historical adjustments, and are reported on a one quarter lag. Results of operations of the partner companies are excluded for periods prior to their acquisition and subsequent to their disposition. Historical results are not adjusted when the Company exits or writes-off a partner company.

**High Traction Stage**

|                                            | As of December 31, |                   |
|--------------------------------------------|--------------------|-------------------|
|                                            | 2016               | 2015              |
|                                            | (In thousands)     |                   |
| <b>Balance Sheets:</b>                     |                    |                   |
| Current assets                             | \$ 229,756         | \$ 213,884        |
| Non-current assets                         | 106,555            | 89,987            |
| Total assets                               | <u>\$ 336,311</u>  | <u>\$ 303,871</u> |
| Current liabilities                        | \$ 215,622         | \$ 192,025        |
| Non-current liabilities                    | 110,315            | 74,208            |
| Shareholders' equity                       | 10,374             | 37,638            |
| Total liabilities and shareholders' equity | <u>\$ 336,311</u>  | <u>\$ 303,871</u> |
| Number of partner companies                | 5                  | 6                 |

|                               | Year Ended December 31, |                    |                    |
|-------------------------------|-------------------------|--------------------|--------------------|
|                               | 2016                    | 2015               | 2014               |
|                               | (In thousands)          |                    |                    |
| <b>Results of Operations:</b> |                         |                    |                    |
| Revenue                       | \$ 272,216              | \$ 301,132         | \$ 249,157         |
| Gross profit                  | <u>\$ 200,811</u>       | <u>\$ 208,883</u>  | <u>\$ 164,514</u>  |
| Net loss                      | <u>\$ (40,815)</u>      | <u>\$ (46,558)</u> | <u>\$ (55,394)</u> |

**Expansion Stage**

|                                            | As of December 31, |                   |
|--------------------------------------------|--------------------|-------------------|
|                                            | 2016               | 2015              |
|                                            | (In thousands)     |                   |
| <b>Balance Sheets:</b>                     |                    |                   |
| Current assets                             | \$ 66,204          | \$ 84,041         |
| Non-current assets                         | 17,756             | 16,762            |
| Total assets                               | <u>\$ 83,960</u>   | <u>\$ 100,803</u> |
| Current liabilities                        | \$ 40,660          | \$ 40,268         |
| Non-current liabilities                    | 14,851             | 27,449            |
| Shareholders' equity                       | 28,449             | 33,086            |
| Total liabilities and shareholders' equity | <u>\$ 83,960</u>   | <u>\$ 100,803</u> |
| Number of partner companies                | 7                  | 7                 |

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

|                               | Year Ended December 31, |             |             |
|-------------------------------|-------------------------|-------------|-------------|
|                               | 2016                    | 2015        | 2014        |
|                               | (In thousands)          |             |             |
| <b>Results of Operations:</b> |                         |             |             |
| Revenue                       | \$ 61,293               | \$ 53,002   | \$ 39,391   |
| Gross profit                  | \$ 34,682               | \$ 30,928   | \$ 26,158   |
| Net loss                      | \$ (52,111)             | \$ (34,064) | \$ (30,012) |

**Initial Revenue Stage**

|                                            | As of December 31, |           |
|--------------------------------------------|--------------------|-----------|
|                                            | 2016               | 2015      |
|                                            | (In thousands)     |           |
| <b>Balance Sheets:</b>                     |                    |           |
| Current assets                             | \$ 73,698          | \$ 59,738 |
| Non-current assets                         | 4,915              | 2,705     |
| Total assets                               | \$ 78,613          | \$ 62,443 |
| Current liabilities                        | \$ 29,431          | \$ 21,399 |
| Non-current liabilities                    | 33,385             | 9,172     |
| Shareholders' equity                       | 15,797             | 31,872    |
| Total liabilities and shareholders' equity | \$ 78,613          | \$ 62,443 |
| Number of partner companies                | 17                 | 15        |

|                               | Year Ended December 31, |             |             |
|-------------------------------|-------------------------|-------------|-------------|
|                               | 2016                    | 2015        | 2014        |
|                               | (In thousands)          |             |             |
| <b>Results of Operations:</b> |                         |             |             |
| Revenue                       | \$ 31,172               | \$ 15,071   | \$ 9,661    |
| Gross profit                  | \$ 18,777               | \$ 10,234   | \$ 6,008    |
| Net loss                      | \$ (93,440)             | \$ (57,762) | \$ (23,588) |

As of December 31, 2016, the Company's carrying value in equity method partner companies, in the aggregate, exceeded the Company's share of the net assets of such companies by approximately \$119.0 million. Of this excess, \$98.2 million was allocated to goodwill and \$20.8 million was allocated to intangible assets.

**3. Acquisitions of Ownership Interests in Partner Companies**

In December 2016, the Company funded \$1.9 million of a convertible bridge loan to Trice Medical, Inc. The Company had previously deployed an aggregate of \$6.1 million in Trice Medical. Trice Medical is a diagnostics company focused on micro invasive technologies. The Company accounts for its interest in Trice Medical under the equity method.

In December 2016, the Company funded \$1.5 million of a convertible bridge loan to meQuilibrium. The Company had previously deployed \$6.5 million in meQuilibrium. meQuilibrium is a digital coaching platform that delivers clinically validated and highly personalized resilience solutions to employers, health plans, wellness providers, and consumers increasing engagement, productivity and performance, as well as improving outcomes in managing stress, health and well-being. The Company accounts for its interest in meQuilibrium under the equity method.

In December, July and April 2016, the Company funded an aggregate of \$5.2 million of convertible bridge loans to Good Start Genetics, Inc. The Company had previously deployed an aggregate of \$12.0 million in Good Start Genetics. Good Start Genetics is an information solutions company delivering genetics offerings to growing families, including advanced clinical sequencing and individualized actionable information to promote successful pregnancies. The Company accounts for its interest in Good Start Genetics under the equity method.

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

In December and January 2016, the Company deployed an aggregate of \$5.4 million into WebLinc, Inc. The Company had previously deployed an aggregate of \$6.6 million in WebLinc. WebLinc is a commerce platform provider for fast growing online retailers. The Company accounts for its interest in WebLinc under the equity method.

In December, November, March and January 2016, the Company deployed an aggregate of \$4.6 million into Full Measure Education, Inc. The Company had previously deployed \$4.0 million in Full Measure. Full Measure designs next-generation, mobile-first technologies for community colleges throughout the United States. The Company accounts for its interest in Full Measure under the equity method.

In December, September and June 2016, the Company funded an aggregate of \$0.7 million of convertible loans to Lumesis, Inc. The Company had previously deployed an aggregate of \$5.6 million in Lumesis. Lumesis is a financial technology company focused on providing business efficiency, regulatory and data solutions to the municipal bond marketplace. The Company accounts for its interest in Lumesis under the equity method.

In November 2016, the Company acquired a 23.6% interest in T-REX Group, Inc. for \$6.0 million. T-REX Group is a financial services software technology company that specializes in valuation, risk analysis, and structuring tools to unlock investment opportunities for various asset classes. The Company accounts for its interest in T-REX Group under the equity method.

In November 2016, the Company funded \$0.6 million of a convertible bridge loan to CloudMine, Inc. The Company had previously deployed an aggregate of \$4.9 million in CloudMine. CloudMine empowers payers, providers, and pharmaceutical organizations to mobilize patient information by building robust applications and driving actionable insights. The Company accounts for its interest in CloudMine under the equity method.

In November 2016, the Company funded \$0.3 million of a convertible bridge loan to Aventura, Inc. The Company had previously deployed \$6.0 million in Aventura. The Company impaired all of the carrying value of Aventura in the fourth quarter of 2016. The Company accounted for its interest in Aventura under the equity method.

In October 2016, the Company acquired a 20.3% interest in Brickwork for \$4.2 million. Brickwork helps retailers inform, target, convert, and prepare for store shoppers online as the first scalable software-as-a-service platform powering a seamless customer path between online and in-store shopping. The Company accounts for its interest in Brickwork under the equity method.

In October 2016, the Company deployed an additional \$5.0 million in Propeller Health, Inc. The Company had previously deployed \$9.0 million in Propeller Health. Propeller Health provides digital solutions to measurably improve respiratory health. The Company accounts for its interest in Propeller Health under the equity method.

In October 2016, the Company funded \$2.8 million of a convertible bridge loan to QuanticMind, Inc. The Company had previously deployed \$7.0 million in QuanticMind. QuanticMind is a software-as-a-service company that provides enterprise-level predictive advertising management software for paid search, social and mobile. The Company accounts for its interest in QuanticMind under the equity method.

In October 2016, the Company deployed \$2.7 million into Aktana, Inc. The Company had previously acquired a 23.4% interest in Aktana for \$5.5 million in June 2016. Aktana leverages big data and machine learning to enable pharmaceutical brands to dynamically optimize their strategy and enhance sales execution. The Company accounts for its interest in Aktana under the equity method.

In September 2016, the Company acquired a 32.6% interest in Moxe Health Corporation for \$4.5 million. Moxe Health connects payers to their provider networks, facilitating real-time data exchange through its electronic integration platform. The Company accounts for its interest in Moxe Health under the equity method.

In September, June and January 2016, the Company deployed an aggregate of \$5.0 million into InfoBionic, Inc. The Company had previously deployed an aggregate of \$9.5 million in InfoBionic. InfoBionic is an emerging digital health company focused on creating patient monitoring solutions for chronic disease management with an initial market focus on cardiac arrhythmias. The Company accounts for its interest in InfoBionic under the equity method.

In July and January 2016, the Company deployed an aggregate of \$4.0 million into Clutch Holdings, Inc. The Company had previously deployed an aggregate of \$12.3 million in Clutch. Clutch provides customer intelligence and personalized engagements that empower consumer-focused businesses to identify, understand and motivate each segment of their customer base. The Company accounts for its interest in Clutch under the equity method.

In July and January 2016, the Company funded an aggregate of \$4.0 million of convertible loans to Spongecell, Inc. The Company had previously deployed an aggregate of \$14.0 million in Spongecell. Spongecell helps advertisers enhance the power of digital brand creative by leveraging customer data and brand content to personalize ads for maximum relevance. The Company accounts for its interest in Spongecell under the equity method.

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

In June and January 2016, the Company funded an aggregate of \$1.2 million of convertible bridge loans to AppFirst, Inc. The Company had previously deployed an aggregate of \$11.6 million in AppFirst. The Company impaired its ownership interest in AppFirst in June 2016 due to the shutdown of AppFirst's operations and sale of its assets in June 2016, which generated cash proceeds to the Company of \$0.9 million. The Company accounted for its interest in AppFirst under the equity method.

In April and March 2016, the Company funded an aggregate of \$1.0 million of convertible loans to NovaSom, Inc. The Company had previously deployed an aggregate of \$21.0 million in NovaSom. NovaSom is a medical device company focused on obstructive sleep apnea, specifically home testing with its FDA-cleared wireless device called AccuSom<sup>®</sup> Home Sleep Test. The Company accounts for its interest in NovaSom under the equity method.

In April 2016, the Company deployed an additional \$5.0 million into Transactis, Inc. The Company had previously deployed \$9.5 million in Transactis. Transactis provides electronic billing and payment solutions. The Company accounts for its interest in Transactis under the equity method.

In March 2016, the Company funded \$1.0 million of a convertible bridge loan to Hoopla Software, Inc. The Company had previously deployed an aggregate of \$3.8 million in Hoopla. Hoopla provides cloud-based software that helps sales organizations inspire and motivate sales team performance. The Company accounts for its interest in Hoopla under the equity method.

In January 2016, the Company deployed an additional \$7.5 million into Syapse, Inc. The Company had previously deployed \$5.8 million in Syapse. Syapse drives healthcare transformation through precision medicine, enabling provider systems to improve clinical outcomes, streamline operations, and shift to new payment models. The Company accounts for its interest in Syapse under the equity method.

In December 2015, the Company acquired a 26.3% interest in Zipnosis, Inc. for \$7.0 million. Zipnosis provides health systems with a white-labeled, fully integrated virtual care platform. The Company accounts for its interest in Zipnosis under the equity method.

In October 2015, the Company acquired a 34.2% interest in Cask Data, Inc. for \$11.0 million. Cask Data accelerates the development and deployment of production Hadoop applications. The Company accounts for its interest in Cask under the equity method.

In July 2015, the Company deployed an additional \$10.0 million into Apprenda, Inc. The Company had previously deployed \$12.1 million in Apprenda. Apprenda is an enterprise platform-as-a-service company powering the next generation of enterprise software development in public, private and hybrid clouds. The Company accounts for its interest in Apprenda under the equity method.

During the six months ended June 30, 2015, the Company funded an aggregate of \$2.8 million of convertible bridge loans to Quantia, Inc. The Company had previously deployed an aggregate of \$12.5 million in Quantia. The Company accounted for its interest in Quantia under the equity method. In July 2015, Quantia was acquired by Physicians Interactive.

In May 2015, the Company deployed an additional \$3.5 million into Pneuron Corporation. The Company had previously deployed \$5.0 million in Pneuron. Pneuron enables organizations to rapidly solve business problems through a distributed approach that cuts across data, applications and processes. The Company accounts for its interest in Pneuron under the equity method.

In May 2015, the Company acquired a 22.6% interest in Sonobi, Inc. for \$5.4 million. Sonobi is an advertising technology developer that creates data-driven tools and solutions to meet the evolving needs of demand- and sell-side organizations within the digital media marketplace. The Company accounts for its interest in Sonobi under the equity method.

In April and March 2015, the Company funded an aggregate \$1.0 million convertible bridge loan to AdvantEdge Healthcare Solutions, Inc. The Company had previously deployed an aggregate of \$15.3 million in AdvantEdge. AdvantEdge is a technology-enabled provider of healthcare revenue cycle and business management solutions that improve decision-making, maximize financial performance, streamline operations and mitigate compliance risks for healthcare providers. The Company accounts for its interest in AdvantEdge under the equity method.

In March 2015, the Company deployed an additional \$0.3 million into Dabo Health, Inc. The Company had previously deployed \$2.0 million in Dabo Health. The Company impaired all of the carrying value of Dabo Health in the first quarter of 2015. The Company accounted for its interest in Dabo Health under the cost method.

In June and April 2014, the Company deployed an aggregate of \$5.0 million into Putney, Inc. The Company had previously deployed \$10.0 million in Putney. The Company accounted for its interest in Putney under the equity method. In April 2016, Putney was acquired by Dechra Pharmaceuticals Plc.

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

In May 2014, the Company deployed an additional \$7.0 million into MediaMath, Inc. In connection with the May 2014 financing, the Company's primary ownership interest decreased from 22.5% to 20.6% . As a result, the Company recognized an unrealized gain of \$7.0 million which is reflected in Equity income (loss) in the Consolidated Statements of Operations for the year ended December 31, 2014. The Company had previously deployed an aggregate of \$18.6 million in MediaMath. MediaMath is a global technology company that is leading the movement to revolutionize traditional marketing and drive transformative results for marketers through its TerminalOne Marketing Operating System™. The Company accounts for its interest in MediaMath under the equity method.

In March 2014, the Company funded \$0.2 million of a convertible bridge loan to Sotera Wireless, Inc. The Company previously deployed \$1.3 million into Sotera Wireless and acquired additional shares from a previous investor for \$1.2 million . In April 2014, the Company sold its equity and debt interests in Sotera Wireless for \$4.2 million . The Company accounted for its interest in Sotera Wireless under the cost method.

#### 4. 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. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets (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.

The following table provides the carrying value and fair value of certain financial assets of the Company measured at fair value on a recurring basis as of December 31, 2016 and 2015 :

|                                         | Carrying<br>Value | Fair Value Measurement at December 31, 2016 |         |         |  |
|-----------------------------------------|-------------------|---------------------------------------------|---------|---------|--|
|                                         |                   | Level 1                                     | Level 2 | Level 3 |  |
|                                         |                   | (in thousands)                              |         |         |  |
| Cash and cash equivalents               | \$ 22,058         | \$ 22,058                                   | \$ —    | \$ —    |  |
| Long-term restricted cash equivalents   | 6,336             | 6,336                                       | —       | —       |  |
| Marketable securities—held-to-maturity: |                   |                                             |         |         |  |
| Certificates of deposit                 | \$ 15,686         | \$ 15,686                                   | \$ —    | \$ —    |  |
| Total marketable securities             | \$ 15,686         | \$ 15,686                                   | \$ —    | \$ —    |  |

|                                         | Carrying<br>Value | Fair Value Measurement at December 31, 2015 |         |         |  |
|-----------------------------------------|-------------------|---------------------------------------------|---------|---------|--|
|                                         |                   | Level 1                                     | Level 2 | Level 3 |  |
|                                         |                   | (In thousands)                              |         |         |  |
| Cash and cash equivalents               | \$ 32,838         | \$ 32,838                                   | \$ —    | \$ —    |  |
| Marketable securities—held-to-maturity: |                   |                                             |         |         |  |
| Government agency bonds                 | \$ 1,329          | \$ 1,329                                    | \$ —    | \$ —    |  |
| Certificates of deposit                 | 39,434            | 39,434                                      | —       | —       |  |
| Total marketable securities             | \$ 40,763         | \$ 40,763                                   | \$ —    | \$ —    |  |

As of December 31, 2016 , \$8.4 million of marketable securities had contractual maturities which were less than one year and \$7.3 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.

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

## **5. Convertible Debentures and Credit Arrangements**

### ***Convertible Senior Debentures***

In November 2012, the Company issued \$55.0 million principal amount of its 5.25% convertible senior debentures due on May 15, 2018 (the “2018 Debentures”). Interest on the 2018 Debentures is payable semi-annually on May 15 and November 15. Holders of the 2018 Debentures may convert their notes prior to November 15, 2017 at their option only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on December 31, 2012, if the last reported sale price of the common stock for at least 20 trading days during the period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five business day period after any five consecutive trading day period in which the trading price per \$1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on such trading day;
- if the notes have been called for redemption; or
- upon the occurrence of specified corporate events.

On or after November 15, 2017 until the close of business on the second business day immediately preceding the maturity date, holders may convert their notes at any time, regardless of whether any of the foregoing conditions have been met. Upon conversion, the Company will satisfy its conversion obligation by paying or delivering, as the case may be, cash, shares of our common stock or a combination of cash and shares of our common stock, at the Company’s election.

The conversion rate of the 2018 Debentures is 55.17 shares of common stock per \$1,000 principal amount of debentures, equivalent to a conversion price of approximately \$18.13 per share of common stock. The closing price of the Company’s common stock at December 31, 2016 was \$13.45 .

On or after November 15, 2016, the Company may redeem for cash any of the 2018 Debentures if the last reported sale price of the Company’s common stock exceeds 140% of the conversion price for at least 20 trading days during the period of 30 consecutive trading days ending on the trading day before the date that notice of redemption is given, including the last trading day of such period. Upon any redemption of the 2018 Debentures, the Company will pay a redemption price of 100% of their principal amount, plus accrued and unpaid interest to, but excluding, the date of redemption, and additional interest, if any.

The 2018 Debentures holders have the right to require the Company to repurchase the 2018 Debentures if the Company undergoes a fundamental change, which includes the sale of all or substantially all of the Company’s common stock or assets; liquidation; dissolution; a greater than 50% change in control; the delisting of the Company’s common stock from the New York Stock Exchange or the NASDAQ Global Market (or any of their respective successors); or a substantial change in the composition of the Company’s board of directors as defined in the governing agreement. Holders may require that the Company repurchase for cash all or part of their debentures at a fundamental change repurchase price equal to 100% of the principal amount of the debentures to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

Because the 2018 Debentures may be settled in cash or partially in cash upon conversion, the Company separately accounts for the liability and equity components of the 2018 Debentures. The carrying amount of the liability component was determined at the transaction 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 initial proceeds of the 2018 Debentures as a whole. At December 31, 2016 , the fair value of the \$55.0 million outstanding 2018 Debentures was approximately \$57.7 million , based on the midpoint of the bid and ask prices as of such date. At December 31, 2016 , the carrying amount of the equity component was \$6.4 million , the principal amount of the liability component was \$55.0 million , the unamortized discount was \$2.0 million , unamortized debt issuance costs were \$0.5 million , and the net carrying value of the liability component was \$52.6 million . The Company is amortizing the excess of the face value of the 2018 Debentures over their carrying value over their term as additional interest expense using the effective interest method and recorded \$1.6 million , \$1.5 million and \$1.3 million of such expense for the years ended December 31, 2016 , 2015 and 2014 , respectively. The effective interest rate on the 2018

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

Debentures is 8.7% . The Company anticipates refinancing all or a portion of the outstanding 2018 Debentures before the maturity date of May 15, 2018.

***Credit Arrangements***

The Company was party to a loan agreement with a commercial bank which provided it with a revolving credit facility in the maximum aggregate amount of \$25.0 million in the form of borrowings, guarantees and issuances of letters of credit. The credit facility, as amended December 29, 2015, expired by its terms on December 19, 2016 . Under the credit facility, the Company had 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. Pursuant to the terms of the credit facility, upon its expiration, the letter of credit is now secured by cash which is classified as Long-term restricted cash equivalents on the Consolidated Balance Sheet. The restriction on the cash will lapse when the related letter of credit expires on March 19, 2019 .

**6. Equity**

In July 2015, the Company's Board of Directors authorized the Company, from time to time and depending on market conditions, to repurchase up to \$25.0 million of the Company's outstanding common stock. During the year ended December 31, 2016, the Company repurchased 0.4 million shares at an aggregate cost of \$5.4 million with \$14.6 million remaining for repurchase under the existing authorization.

**7. Stock-Based Compensation**

***Equity Compensation Plans***

The 2014 Equity Compensation Plan has 4.1 million shares authorized for issuance. During 2016, the Company issued 46 thousand stock-based awards outside of existing plans as inducement awards in accordance with New York Stock Exchange rules. To the extent allowable, service-based options are incentive stock options. Options granted under the plans are at prices equal to or greater than the fair market value at the date of grant. Upon exercise of stock options, the Company issues shares first from treasury stock, if available, then from authorized but unissued shares. At December 31, 2016 , the Company had reserved 3.7 million shares of common stock for possible future issuance under its 2014 Equity Compensation Plan, and other previously expired equity compensation plans.

***Classification of Stock-Based Compensation Expense***

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

|                                    | Year Ended December 31, |          |          |
|------------------------------------|-------------------------|----------|----------|
|                                    | 2016                    | 2015     | 2014     |
|                                    | (In thousands)          |          |          |
| General and administrative expense | \$ 2,394                | \$ 1,611 | \$ 1,935 |
|                                    | \$ 2,394                | \$ 1,611 | \$ 1,935 |

At December 31, 2016 , the Company had outstanding options that vest based on two different types of vesting schedules:

- 1) performance-based; and
- 2) service-based.

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 upon 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. 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. During the year ended December 31, 2014 , the Company issued 8 thousand performance-based options to employees. No performance-based options were issued during the years ended December 31, 2016 or 2015. During the years ended December 31, 2016 and 2014, respectively, 4 thousand and 7 thousand performance-based options vested. No performance-based options vested during the year ended December 31, 2015. During the years ended December 31, 2016 , 2015 and 2014 , respectively, 106 thousand , 9 thousand and 16 thousand performance-based options were canceled or forfeited. The Company recorded compensation expense related to performance-

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

based options of \$0.2 million , \$0.0 million and \$0.1 million for the years ended December 31, 2016 , 2015 and 2014 , respectively. The maximum number of unvested options at December 31, 2016 attainable under these grants was 344 thousand shares.

Service-based awards 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 years ended December 31, 2016 , 2015 and 2014 , respectively, the Company issued 27 thousand , 31 thousand and 23 thousand service-based options to employees. During the years ended December 31, 2016 , 2015 and 2014 , respectively, 22 thousand , 8 thousand and 8 thousand service-based options were canceled or forfeited. The Company recorded compensation expense related to these options of \$0.2 million , \$0.3 million and \$0.3 million during the years ended December 31, 2016 , 2015 and 2014 , respectively.

Market-based awards entitled 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. During the years ended December 31, 2016 , 2015 and 2014 , the Company did not issue any market-based awards to employees. During the year ended December 31, 2014 , 22 thousand market-based options vested. No market-based options vested during the years ended December 31, 2016 or 2015 . During the years ended December 31, 2016 , 2015 and 2014 , respectively, 136 thousand , 91 thousand and 155 thousand market-based options were canceled or forfeited. The Company recorded compensation expense related to market-based options of \$0.0 million during the years ended December 31, 2016 , 2015 and 2014 . There is no further expense to be recognized related to market-based options and there are no further unvested options attainable under these grants at December 31, 2016.

The fair value of the Company's option awards to employees was estimated at the date of grant using the Black-Scholes option-pricing model. The risk-free rate is 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. Assumptions used in the valuation of options granted in each period were as follows:

|                                  | <b>Year Ended December 31,</b> |             |                                |
|----------------------------------|--------------------------------|-------------|--------------------------------|
|                                  | <b>2016</b>                    | <b>2015</b> | <b>2014</b>                    |
| <b>Service-Based Options</b>     |                                |             |                                |
| Dividend yield                   | 0%                             | 0%          | 0%                             |
| Expected volatility              | 25%                            | 26%         | 32%                            |
| Average expected option life     | 5 years                        | 5 years     | 5 years                        |
| Risk-free interest rate          | 1.5%                           | 1.5%        | 1.7%                           |
|                                  |                                |             | <b>Year Ended December 31,</b> |
|                                  |                                |             | <b>2014</b>                    |
| <b>Performance-Based Options</b> |                                |             |                                |
| Dividend yield                   |                                |             | 0%                             |
| Expected volatility              |                                |             | 32%                            |
| Average expected option life     |                                |             | 4.8 years                      |
| Risk-free interest rate          |                                |             | 1.7%                           |

The weighted-average grant date fair value of options issued by the Company during the years ended December 31, 2016 , 2015 and 2014 was \$3.29 , \$4.25 and \$7.02 per share, respectively.

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

Option activity of the Company is summarized below:

|                                                          | Shares         | Weighted<br>Average<br>Exercise Price | Weighted Average<br>Remaining<br>Contractual Life | Aggregate<br>Intrinsic<br>Value |
|----------------------------------------------------------|----------------|---------------------------------------|---------------------------------------------------|---------------------------------|
|                                                          | (In thousands) |                                       | (In years)                                        | (In thousands)                  |
| Outstanding at December 31, 2013                         | 1,828          | \$ 12.51                              |                                                   |                                 |
| Options granted                                          | 31             | 19.38                                 |                                                   |                                 |
| Options exercised                                        | (365)          | 11.48                                 |                                                   |                                 |
| Options canceled/forfeited                               | (178)          | 13.58                                 |                                                   |                                 |
| Outstanding at December 31, 2014                         | 1,316          | 12.81                                 |                                                   |                                 |
| Options granted                                          | 31             | 17.26                                 |                                                   |                                 |
| Options exercised                                        | (155)          | 13.12                                 |                                                   |                                 |
| Options canceled/forfeited                               | (107)          | 13.06                                 |                                                   |                                 |
| Outstanding at December 31, 2015                         | 1,085          | 12.86                                 |                                                   |                                 |
| Options granted                                          | 27             | 13.03                                 |                                                   |                                 |
| Options exercised                                        | (170)          | 7.56                                  |                                                   |                                 |
| Options canceled/forfeited                               | (264)          | 11.06                                 |                                                   |                                 |
| Outstanding at December 31, 2016                         | 678            | 14.90                                 | 4.37                                              | \$ 314                          |
| Options exercisable at December 31, 2016                 | 279            | 15.37                                 | 3.01                                              | 122                             |
| Options vested and expected to vest at December 31, 2016 | 678            | 14.90                                 | 4.37                                              | 314                             |
| Shares available for future grant                        | 2,077          |                                       |                                                   |                                 |

The total intrinsic value of options exercised for the years ended December 31, 2016 , 2015 and 2014 was \$0.9 million , \$0.9 million and \$2.4 million , respectively.

At December 31, 2016 , total unrecognized compensation cost related to non-vested service-based options was \$0.2 million . That cost is expected to be recognized over a weighted-average period of 2.7 years. At December 31, 2016 , total unrecognized compensation cost related to non-vested performance-based options was \$0.7 million . That cost is expected to be recognized over a weighted-average period of 1.9 years but would be accelerated if performance targets are achieved earlier than estimated.

Performance-based stock units 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 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 years ended December 31, 2016 , 2015 and 2014 , respectively, the Company issued 226 thousand , 153 thousand and 119 thousand performance-based stock units to employees. Under the terms of the 2016, 2015 and 2014 performance-based awards, once performance-based stock units are fully vested, participants are entitled to receive cash payments based on their initial performance grant values as target capital returns described above are exceeded. At December 31, 2016 , the liability associated with such potential cash payments was \$0.0 million .

During the years ended December 31, 2016 , 2015 and 2014 , respectively, the Company issued 130 thousand , 81 thousand and 59 thousand restricted shares to employees. Restricted shares generally vest over a period of approximately four years.

During the years ended December 31, 2016 , 2015 , and 2014 , respectively, the Company issued 47 thousand , 44 thousand and 46 thousand deferred stock units to non-employee directors for annual service grants or fees earned during the preceding quarter. Deferred stock units issued to directors 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.

During the years ended December 31, 2016 , 2015 and 2014 , the Company granted 10 thousand , 9 thousand and 8 thousand shares, respectively, to members of its advisory board, now referred to as Safeguard's Advisor and Global Expert Network, and recorded compensation expense of \$0.1 million in each year related to these awards.

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

Total compensation expense for deferred stock units, performance-based stock units and restricted stock was \$1.9 million , \$1.3 million and \$1.5 million for the years ended December 31, 2016 , 2015 and 2014 , respectively. Unrecognized compensation expense related to deferred stock units, performance stock units and restricted stock at December 31, 2016 was \$7.8 million . The total fair value of deferred stock units, performance stock units and restricted stock vested during the years ended December 31, 2016 , 2015 and 2014 was \$1.2 million , \$1.1 million and \$1.4 million , respectively.

Deferred stock unit, performance-based stock unit and restricted stock activity are summarized below:

|                               | <b>Shares</b>         | <b>Weighted Average<br/>Grant Date Fair<br/>Value</b> |
|-------------------------------|-----------------------|-------------------------------------------------------|
|                               | <b>(In thousands)</b> |                                                       |
| Unvested at December 31, 2014 | 455                   | \$ 17.09                                              |
| Granted                       | 286                   | 15.02                                                 |
| Vested                        | (64)                  | 17.42                                                 |
| Forfeited                     | (7)                   | 18.76                                                 |
| Unvested at December 31, 2015 | 670                   | 16.16                                                 |
| Granted                       | 413                   | 13.27                                                 |
| Vested                        | (89)                  | 16.46                                                 |
| Forfeited                     | (61)                  | 17.08                                                 |
| Unvested at December 31, 2016 | 933                   | 14.79                                                 |

**8. Other Income (Loss), Net**

**Year ended December 31, 2016:**

|                                                                     |                   |
|---------------------------------------------------------------------|-------------------|
| Loss on impairment of Penn Mezzanine debt and equity participations | \$ (2,360)        |
| Gain on sale of Bridgevine                                          | 424               |
| Other                                                               | 254               |
|                                                                     | <u>\$ (1,682)</u> |

**Year ended December 31, 2015:**

|                                                                    |               |
|--------------------------------------------------------------------|---------------|
| Gain on proceeds received from escrow related to sale of Crescendo | \$ 2,914      |
| Loss on impairment of Dabo Health                                  | (2,356)       |
| Loss on impairment of legacy private equity fund                   | (398)         |
| Other                                                              | 57            |
|                                                                    | <u>\$ 217</u> |

**Year ended December 31, 2014:**

|                                                     |                  |
|-----------------------------------------------------|------------------|
| Gain on sale of Crescendo Bioscience                | \$ 27,365        |
| Gain on sale of NuPathe                             | 3,017            |
| Gain on sale of Sotera Wireless                     | 1,453            |
| Loss on sale of Penn Mezzanine equity participation | (255)            |
| Other                                               | 77               |
|                                                     | <u>\$ 31,657</u> |

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

**9. Income Taxes**

The federal and state provision (benefit) for income taxes was \$0.0 million for the years ended December 31, 2016, 2015 and 2014.

The total income tax provision (benefit) differed from the amounts computed by applying the U.S. federal income tax rate of 35.0% to net income (loss) before income taxes as a result of the following:

|                                   | Year Ended December 31, |         |         |
|-----------------------------------|-------------------------|---------|---------|
|                                   | 2016                    | 2015    | 2014    |
| Statutory tax (benefit) expense   | (35.0)%                 | (35.0)% | (35.0)% |
| Increase in taxes resulting from: |                         |         |         |
| Stock-based compensation          | 0.2                     | 0.1     | 1.5     |
| Nondeductible expenses            | 0.4                     | 0.2     | 2.9     |
| Valuation allowance               | 34.4                    | 34.7    | 30.6    |
|                                   | 0.0 %                   | 0.0 %   | 0.0 %   |

The tax effects of temporary differences that gave rise to significant portions of the deferred tax assets were as follows:

|                                                         | As of December 31, |           |
|---------------------------------------------------------|--------------------|-----------|
|                                                         | 2016               | 2015      |
|                                                         | (In thousands)     |           |
| Deferred tax asset:                                     |                    |           |
| Carrying values of partner companies and other holdings | \$ 95,134          | \$ 83,042 |
| Tax loss and credit carryforwards                       | 82,775             | 84,493    |
| Accrued expenses                                        | 1,183              | 1,391     |
| Stock-based compensation                                | 1,763              | 1,655     |
| Other                                                   | 1,310              | 1,369     |
|                                                         | 182,165            | 171,950   |
| Valuation allowance                                     | (182,165)          | (171,950) |
| Net deferred tax asset                                  | \$ —               | \$ —      |

As of December 31, 2016, the Company and its subsidiaries consolidated for tax purposes had federal net operating loss carryforwards of approximately \$225.4 million. These carryforwards expire as follows:

|                     | Total          |
|---------------------|----------------|
|                     | (In thousands) |
| 2017                | \$ —           |
| 2018                | —              |
| 2019                | —              |
| 2020                | —              |
| 2021 and thereafter | 225,369        |
|                     | \$ 225,369     |

In assessing the recoverability of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company has determined that it is more likely than not that certain future tax benefits may not be realized as a result of current and future income. Accordingly, a valuation allowance has been recorded against substantially all of the Company's deferred tax assets.

The Company recognizes in its Consolidated Financial Statements the impact of a tax position if that position is more likely than not to be sustained upon examination, based on the technical merits of the position. All uncertain tax positions relate to unrecognized tax benefits that would impact the effective tax rate when recognized.

The Company does not expect any material increase or decrease in its income tax expense, in the next twelve months, related to examinations or changes in uncertain tax positions.

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

There were no changes in the Company's uncertain tax positions for the years ended December 31, 2016 , 2015 and 2014 .

The Company files income tax returns in the U.S. federal jurisdiction, and various state jurisdictions. Tax years 2013 and forward remain open for examination for federal tax purposes and the Company's more significant state tax jurisdictions. To the extent utilized in future years' tax returns, net operating loss carryforwards at December 31, 2016 will remain subject to examination until the respective tax year is closed. The Company recognizes penalties and interest accrued related to income tax liabilities in income tax benefit (expense) in the Consolidated Statements of Operations.

# **10. Net Loss Per Share**

The calculations of net loss per share were:

|                                            | Year Ended December 31,               |                  |                  |
|--------------------------------------------|---------------------------------------|------------------|------------------|
|                                            | 2016                                  | 2015             | 2014             |
|                                            | (In thousands, except per share data) |                  |                  |
| <b>Basic:</b>                              |                                       |                  |                  |
| Net loss                                   | \$ (22,262)                           | \$ (59,524)      | \$ (5,149)       |
| Weighted average common shares outstanding | 20,343                                | 20,874           | 20,975           |
| Net loss per share                         | <u>\$ (1.09)</u>                      | <u>\$ (2.85)</u> | <u>\$ (0.25)</u> |
| <b>Diluted:</b>                            |                                       |                  |                  |
| Net loss                                   | \$ (22,262)                           | \$ (59,524)      | \$ (5,149)       |
| Weighted average common shares outstanding | 20,343                                | 20,874           | 20,975           |
| Net loss per share                         | <u>\$ (1.09)</u>                      | <u>\$ (2.85)</u> | <u>\$ (0.25)</u> |

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, or warrants, 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 partner company from net income (loss). Any impact is shown as an adjustment to net income (loss) for purposes of calculating diluted net income (loss) per share.

Diluted loss per share for the years ended December 31, 2016 , 2015 and 2014 do not reflect the following potential shares of common stock that would have an anti-dilutive effect or have unsatisfied performance or market conditions:

- At December 31, 2016 , 2015 and 2014 , options to purchase 0.7 million , 1.1 million and 1.3 million shares of common stock, respectively, at prices ranging from \$9.83 to \$19.95 per share, \$7.14 to \$19.95 per share and \$7.14 to \$19.95 per share, respectively, were excluded from the calculation.
- At December 31, 2016 , 2015 and 2014 unvested restricted stock, performance-based stock units and DSUs convertible into 0.9 million , 0.7 million and 0.5 million shares of stock, respectively, were excluded from the calculations.
- For the years ended December 31, 2016 , 2015 , and 2014 , 3.0 million shares of common stock representing the effect of assumed conversion of the 2018 Debentures were excluded from the calculations.

# **11. Related Party Transactions**

In May 2001, the Company entered into a \$26.5 million loan agreement with Warren V. Musser, a former Chairman and Chief Executive Officer of the Company. Through December 31, 2016 , the Company recognized impairment charges against the loan of \$15.7 million . Since 2001 and through December 31, 2016 , the Company has received a total of \$17.1 million in payments on the loan. The carrying value of the loan at December 31, 2016 was zero . The Company received payments of \$0.1 million on this loan agreement in the years ended December 31, 2016 and 2014 and did not receive any payments on this loan agreement in the year ended December 31, 2015.

In the normal course of business, the Company's officers and employees hold board positions with partner and other companies in which the Company has a direct or indirect ownership interest.

**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. 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, however, 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. The Company records costs associated with legal fees as such services are rendered.

The Company leases its corporate headquarters under a lease expiring in 2026 and office equipment under leases expiring at various dates to 2020. Total rental expense under operating leases was \$0.5 million, \$0.5 million and \$0.6 million for the years ended December 31, 2016, 2015 and 2014, respectively. At December 31, 2016, future minimum lease payments under non-cancelable operating leases with initial or remaining terms of one year or more are as follows:

|                     | <b>Total</b>          |
|---------------------|-----------------------|
|                     | <b>(In thousands)</b> |
| 2017                | \$ 584                |
| 2018                | 591                   |
| 2019                | 602                   |
| 2020                | 601                   |
| 2021 and thereafter | 3,242                 |
|                     | <u>\$ 5,620</u>       |

The Company had outstanding guarantees of \$3.8 million at December 31, 2016 which related to one of the Company's private equity holdings.

The Company is required to return a portion or all the distributions it received as a general partner of a private equity fund for further distribution to such fund's limited partners ("clawback"). The maximum clawback the Company could be required to return related to its general partner interest is \$1.3 million, of which \$1.0 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 at December 31, 2016. The Company's ownership in the fund is 19%. 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 Company believes its potential liability due to the possibility of default by other general partners is remote. The Company has been notified by the fund's manager that the fund is being dissolved and \$1.0 million of the Company's clawback liability is due in the first quarter of 2017.

In October 2001, the Company entered into an agreement with a former Chairman and Chief Executive Officer of the Company, to provide for annual payments of \$0.65 million 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 \$1.9 million was included in Other long-term liabilities on the Consolidated Balance Sheet at December 31, 2016.

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 letter of credit is now secured by cash which is classified as Long-term restricted cash equivalents on the Consolidated Balance Sheet.

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 \$3.0 million at December 31, 2016.

In June 2011, the Company's former partner company, Advanced BioHealing, Inc. ("ABH") was acquired by Shire plc ("Shire"). Prior to the expiration of the escrow period in March 2012, Shire filed a claim against all amounts held in escrow related to the sale based principally upon a United States Department of Justice ("DOJ") false claims act investigation relating to ABH (the "Investigation"). In connection with the above-referenced investigation, in July 2015 the Company received a Civil Investigation Demand-Documentary Material ("CID") from the DOJ regarding ABH and Safeguard's relationship with ABH. Pursuant to the CID, the Company provided the requested materials and information. To the Company's knowledge, the CID was related to multiple qui tam ("whistleblower") actions, one of which was filed in 2014 by an ex-employee of ABH that named the Company and one of the Company's employees along with other entities and individuals as defendants. At this time, the DOJ has declined to pursue the qui tam action as it relates to the Company and such Company employee. In addition, in

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

connection with the above matters, the Company and other former equity holders in ABH recently entered into a settlement and release with Shire, which resulted in the release to Shire of all amounts held in escrow related to the sale of ABH.

**13. Supplemental Cash Flow Information**

During the years ended December 31, 2016 and 2015 , the Company converted \$3.9 million and \$1.0 million , respectively, of advances to partner companies into ownership interests in partner companies. Cash paid for interest in each of the years ended December 31, 2016 , 2015 and 2014 was \$2.9 million . Cash paid for taxes in each of the years ended December 31, 2016 , 2015 and 2014 was \$0.0 million .

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

#### 14. Segment Reporting

Previously, the Company presented its operating results in two reportable segments - Healthcare and Technology. Recently, the Company shifted its focus to providing capital to technology companies within the fields of healthcare, financial services and digital media. Beginning in the third quarter of 2016, the Company has determined it operates as one operating segment based upon the similar nature of its technology-driven partner companies, the functional alignment of the organizational structure, and the reports that are regularly reviewed by the chief operating decision maker for the purpose of assessing performance and allocating resources.

As of December 31, 2016, the Company held interests in 29 non-consolidated partner companies. The Company's active partner companies as of December 31, 2016 were as follows for the years ended December 31, 2016, 2015 and 2014:

| Partner Company                       | Revenue Stage   | Safeguard Primary Ownership<br>as of December 31, |       |       | Accounting Method |
|---------------------------------------|-----------------|---------------------------------------------------|-------|-------|-------------------|
|                                       |                 | 2016                                              | 2015  | 2014  |                   |
| AdvantEdge Healthcare Solutions, Inc. | High Traction   | 40.1%                                             | 40.1% | 40.1% | Equity            |
| Aktana, Inc.                          | Initial Revenue | 31.2%                                             | NA    | NA    | Equity            |
| Apprenda, Inc.                        | Expansion       | 29.4%                                             | 29.5% | 21.6% | Equity            |
| Beyond.com, Inc.                      | High Traction   | 38.2%                                             | 38.2% | 38.2% | Equity            |
| Brickwork                             | Initial Revenue | 20.3%                                             | NA    | NA    | Equity            |
| Cask Data, Inc.                       | Initial Revenue | 31.3%                                             | 34.2% | NA    | Equity            |
| CloudMine, Inc.                       | Initial Revenue | 30.1%                                             | 30.1% | NA    | Equity            |
| Clutch Holdings, Inc.                 | Expansion       | 42.8%                                             | 39.3% | 29.6% | Equity            |
| Full Measure Education, Inc.          | Initial Revenue | 35.2%                                             | 25.4% | NA    | Equity            |
| Good Start Genetics, Inc.             | High Traction   | 29.6%                                             | 29.6% | 29.9% | Equity            |
| Hoopla Software, Inc.                 | Initial Revenue | 25.5%                                             | 25.6% | 25.6% | Equity            |
| InfoBionic, Inc.                      | Initial Revenue | 39.7%                                             | 38.5% | 27.8% | Equity            |
| Lumesis, Inc.                         | Initial Revenue | 44.1%                                             | 44.7% | 45.7% | Equity            |
| MediaMath, Inc.                       | High Traction   | 20.5%                                             | 20.6% | 20.7% | Equity            |
| meQuilibrium                          | Initial Revenue | 31.5%                                             | 31.5% | NA    | Equity            |
| Moxe Health Corporation               | Initial Revenue | 32.4%                                             | NA    | NA    | Equity            |
| NovaSom, Inc.                         | High Traction   | 31.7%                                             | 31.7% | 31.7% | Equity            |
| Pneuron Corporation                   | Initial Revenue | 35.4%                                             | 35.4% | 27.6% | Equity            |
| Prognos (formerly Medivo)             | Expansion       | 35.2%                                             | 34.5% | 34.5% | Equity            |
| Propeller Health, Inc.                | Initial Revenue | 24.0%                                             | 24.6% | 24.6% | Equity            |
| QuanticMind, Inc.                     | Initial Revenue | 23.2%                                             | 23.6% | NA    | Equity            |
| Sonobi, Inc.                          | Expansion       | 21.6%                                             | 22.6% | NA    | Equity            |
| Spongecell, Inc.                      | Expansion       | 23.0%                                             | 23.0% | 23.0% | Equity            |
| Syapse, Inc.                          | Initial Revenue | 26.2%                                             | 24.4% | 27.0% | Equity            |
| T-REX Group, Inc.                     | Initial Revenue | 23.6%                                             | NA    | NA    | Equity            |
| Transactis, Inc.                      | Expansion       | 24.2%                                             | 24.5% | 24.8% | Equity            |
| Trice Medical, Inc.                   | Initial Revenue | 27.6%                                             | 27.7% | 31.9% | Equity            |
| WebLinc, Inc.                         | Expansion       | 38.0%                                             | 29.2% | 29.2% | Equity            |
| Zipnosis, Inc.                        | Initial Revenue | 25.4%                                             | 26.3% | NA    | Equity            |

As of December 31, 2016 and 2015, all of the Company's assets were located in the United States.

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

**15. Selected Quarterly Financial Information (Unaudited)**

|                                       | Three Months Ended                    |             |              |             |
|---------------------------------------|---------------------------------------|-------------|--------------|-------------|
|                                       | March 31                              | June 30     | September 30 | December 31 |
|                                       | (In thousands, except per share data) |             |              |             |
| <b>2016:</b>                          |                                       |             |              |             |
| General and administrative expense    | \$ 5,228                              | \$ 4,849    | \$ 4,687     | \$ 3,928    |
| Operating loss                        | (5,228)                               | (4,849)     | (4,687)      | (3,928)     |
| Other income (loss), net              | —                                     | 659         | (2,405)      | 64          |
| Interest income                       | 420                                   | 527         | 513          | 615         |
| Interest expense                      | (1,149)                               | (1,155)     | (1,161)      | (1,169)     |
| Equity income (loss)                  | (9,495)                               | 43,794      | (16,345)     | (17,283)    |
| Net income (loss) before income taxes | (15,452)                              | 38,976      | (24,085)     | (21,701)    |
| Income tax benefit (expense)          | —                                     | —           | —            | —           |
| Net income (loss)                     | \$ (15,452)                           | \$ 38,976   | \$ (24,085)  | \$ (21,701) |
| Net income (loss) per share (a)       |                                       |             |              |             |
| Basic                                 | \$ (0.76)                             | \$ 1.92     | \$ (1.18)    | \$ (1.07)   |
| Diluted                               | \$ (0.76)                             | \$ 1.70     | \$ (1.18)    | \$ (1.07)   |
| <b>2015:</b>                          |                                       |             |              |             |
| General and administrative expense    | \$ 4,880                              | \$ 4,754    | \$ 3,962     | \$ 3,958    |
| Operating loss                        | (4,880)                               | (4,754)     | (3,962)      | (3,958)     |
| Other income (loss), net              | (388)                                 | (15)        | 704          | (84)        |
| Interest income                       | 449                                   | 640         | 398          | 448         |
| Interest expense                      | (1,122)                               | (1,128)     | (1,133)      | (1,140)     |
| Equity loss                           | (8,662)                               | (13,765)    | (7,635)      | (9,537)     |
| Net loss before income taxes          | (14,603)                              | (19,022)    | (11,628)     | (14,271)    |
| Income tax benefit (expense)          | —                                     | —           | —            | —           |
| Net loss                              | \$ (14,603)                           | \$ (19,022) | \$ (11,628)  | \$ (14,271) |
| Net loss per share (a)                |                                       |             |              |             |
| Basic                                 | \$ (0.70)                             | \$ (0.91)   | \$ (0.56)    | \$ (0.69)   |
| Diluted                               | \$ (0.70)                             | \$ (0.91)   | \$ (0.56)    | \$ (0.69)   |

(a) Per share amounts for the quarters have each been calculated separately. Accordingly, quarterly amounts may not add to the annual amounts because of differences in the average common shares outstanding during each period. Additionally, in regard to diluted per share amounts only, quarterly amounts may not add to the annual amounts because of the inclusion of the effect of potentially dilutive securities only in the periods in which such effect would have been dilutive, and because of the adjustments to net income (loss) for the dilutive effect of partner company common stock equivalents and convertible securities.

**16. Subsequent Events**

In March 2017, the Company sold its interest in partner company Beyond.com back to Beyond.com for \$26.0 million. The Company received \$15.5 million in cash and a three -year, \$10.5 million note for the balance due, which will accrue interest at a rate of 9.5% per annum.

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

**(a) Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the “Exchange Act”), that are designed to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Exchange Act 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 Principal Executive Officer and Principal 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. Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2016. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures as of December 31, 2016 are functioning effectively.

Our business strategy involves the acquisition of new businesses on an ongoing basis, most of which are young, growing companies. Typically, these companies historically have not had all of the controls and procedures they would need to comply with the requirements of the Exchange Act and the rules promulgated thereunder. These companies also frequently develop new products and services. Following an acquisition, or the launch of a new product or service, we work with the company’s management to implement necessary controls and procedures.

**(b) Management’s Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2016. In making this assessment, management used the framework established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). As a result of this assessment and based on the criteria in the COSO framework, management has concluded that, as of December 31, 2016, the Company’s internal control over financial reporting was effective.

Our independent registered public accounting firm, KPMG LLP, has audited the effectiveness of our internal control over financial reporting as of December 31, 2016. Their opinion on the effectiveness of our internal control over financial reporting and their opinion on our Consolidated Financial Statements are included in Item 8 in this Form 10-K.

**(c) 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.

**Item 9B. Other Information**

None.

### PART III

#### **Item 10. *Directors, Executive Officers and Corporate Governance***

Incorporated by reference to the portions of our Definitive Proxy Statement entitled “Election of Directors,” “Corporate Governance and Board Matters” and “Section 16(a) Beneficial Ownership Reporting Compliance.” Information about our Executive Officers is included in Annex to Part I above.

#### **Item 11. *Executive Compensation***

Incorporated by reference to the portions of our Definitive Proxy Statement entitled “Compensation Discussion and Analysis,” “Compensation Committee Report” and “Executive Compensation.”

#### **Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

Security ownership of certain beneficial owners is incorporated by reference to the portion of our Definitive Proxy Statement entitled “Stock Ownership of Certain Beneficial Owners, Directors and Officers.”

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

Our equity compensation plans provide a broad-based program designed to attract and retain talent while creating alignment with the long-term interests of our shareholders. Employees at all levels participate in our equity compensation plans. In addition, members of our Board and members of Safeguard's Advisor and Global Expert Network receive equity grants for their service on our Board and in Safeguard's Advisor and Global Expert Network, respectively. Members of our Board also receive deferred stock unit ("DSU") awards and are eligible to defer directors' fees and receive DSUs with a value equal to the directors' fees deferred and matching DSUs equal to 25% of the directors' fees deferred.

Our 2001 Associates Equity Compensation Plan ("2001 Plan") provided for the grant of nonqualified stock options, stock appreciation rights, restricted stock, performance units, and other stock-based awards to employees, consultants or advisors of Safeguard and its subsidiaries, provided that no grants could be made under this plan to executive officers or directors of Safeguard. Under the NYSE rules that were in effect at the time this plan was adopted in 2001, shareholder approval of the plan was not required. Except for the persons eligible to participate in the 2001 Plan and the inability to grant incentive stock options under the 2001 Plan, the terms of the 2001 Plan are substantially the same as the other equity compensation plans approved by our shareholders (which are described herein or have been described in previous filings).

A total of 900,000 shares of our common stock were authorized for issuance under the 2001 Plan. At December 31, 2016, 145,222 shares were subject to outstanding options and performance stock units ("PSUs"), no shares were available for future issuance, and 569,452 shares had been issued under the 2001 Plan. The 2001 Plan expired by its terms on February 21, 2011. Equity grants previously awarded under this plan that remained outstanding at December 31, 2016, continue to be administered in accordance with the terms of the grants. Any portions of outstanding equity grants under the 2001 Plan that expire or become unexercisable for any reason shall be canceled and shall be unavailable for future issuance.

During 2008, 2011, 2013 and 2016, the Compensation Committee granted “employee inducement” awards to five newly hired executives. The awards were granted outside of Safeguard's existing equity compensation plans in accordance with NYSE rules. The employee inducement awards consisted of: (i) options that were outstanding at January 1, 2016 to purchase up to an aggregate of 405,000 shares of Safeguard common stock and (ii) 23,083 shares of restricted stock and 23,083 performance stock units that were granted as inducement awards during 2016. All of the “employee inducement” awards that were granted as stock options have a per share exercise price equal to the average of the high and low prices of Safeguard common stock on the grant date. 288,750 of such stock options were granted with an eight-year term, 116,250 of such stock options and 23,083 performance stock units were granted with a 10-year term.

During 2016, 114,166 of the shares underlying certain inducement stock options were exercised, 980 of the shares underlying certain inducement awards vested, 135,834 of the shares underlying certain inducement awards expired and 62,770 of the shares underlying certain inducement awards were forfeited.

Of the shares underlying the “employee inducement” awards that were outstanding at December 31, 2016, 61,833 shares are subject to time-based vesting, with an aggregate of: (i) 7,501 shares vesting on the first anniversary of the grant date and 22,499 shares vesting in 36 equal monthly installments thereafter, and (ii) 2,188 shares vesting on the second anniversary of the grant date and 6,562 shares vesting in 36 equal monthly installments thereafter, and (iii) 5,771 shares vesting on the first anniversary of the fifteen day of the first month following the quarter in which the employee began his or her employment and 17,312 shares vesting in 12 quarterly installments thereafter. Of the remaining shares underlying the “employee inducement”

awards that were outstanding at December 31, 2016, 75,583 vest based on the aggregate cash produced as a result of monetizations involving certain of our partner companies relative to the amount of cash deployed in connection with such partner companies. With the exception of the capital-return based vesting provisions, the terms and provisions of the employee inducement awards are substantially the same as equity grants previously awarded to other executives under Safeguard's equity compensation plans.

The following table provides information as of December 31, 2016 about the securities authorized for issuance under our equity compensation plans. The material features of our equity compensation plans are described in Note 7 to the Consolidated Financial Statements filed as part of our Annual Report on Form 10-K for the year ended December 31, 2016.

| Equity Compensation Plan Information                           |                                                                                                 |                                                                                 |                                                                                                                                             |
|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| Plan Category                                                  | Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights (1) | Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (2) | Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) |
|                                                                | (a)                                                                                             | (b)                                                                             | (c)                                                                                                                                         |
| Equity compensation plans approved by security holders (3)     | 1,354,272                                                                                       | \$15.0200                                                                       | 2,076,734                                                                                                                                   |
| Equity compensation plans not approved by security holders (4) | 260,535                                                                                         | \$14.6035                                                                       | —                                                                                                                                           |
| Total                                                          | 1,614,807                                                                                       | \$14.9013                                                                       | 2,076,734                                                                                                                                   |

- (1) Includes a total of 895,528 shares underlying PSUs and DSUs awarded for no consideration and 86,151 shares underlying DSUs awarded to directors in lieu of all or a portion of directors' fees.
- (2) The weighted average exercise price calculation excludes 981,679 shares underlying outstanding DSUs and PSUs included in column (a) which are payable in stock, on a one-for-one basis.
- (3) Represents awards granted under the 1999 Equity Compensation Plan and the 2014 Plan and shares available for issuance under the 2014 Plan.
- (4) Includes awards granted under the 2001 Plan and 114,333 "employee inducement" awards.

#### **Item 13. *Certain Relationships and Related Transactions, and Director Independence***

Incorporated by reference to the portions of the Definitive Proxy Statement entitled "Corporate Governance Principles and Board Matters – 'Board Independence' and 'Review and Approval of Transactions with Related Persons.'"

#### **Item 14. *Principal Accountant Fees and Services***

Incorporated by reference to the portion of the Definitive Proxy Statement entitled "Independent Public Accountant – Audit Fees."

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

#### (a) Consolidated Financial Statements and Schedules

Incorporated by reference to Item 8 of this Report on Form 10-K.

#### (b) Exhibits

The exhibits required to be filed as part of this Report are listed in the exhibit index below.

#### (c) Financial Statement Schedules

None.

### 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 footnotes to this table.

| <u>Exhibit<br/>Number</u> | <u>Description</u>                                                                                                                             | <u>Incorporated Filing Reference</u>   |                                    |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|------------------------------------|
|                           |                                                                                                                                                | <u>Form Type &amp; Filing<br/>Date</u> | <u>Original<br/>Exhibit Number</u> |
| 3.1.1                     | Seconded Amended and Restated Articles of Incorporation of Safeguard Scientifics, Inc.                                                         | Form 8-K<br>10/25/07                   | 3.1                                |
| 3.1.2                     | Amendment to Seconded Amended and Restated Articles of Incorporation of Safeguard Scientifics, Inc.                                            | Form 8-K<br>8/27/09                    | 3.1                                |
| 3.1.3                     | Statement with Respect to Shares                                                                                                               | Form 10-Q<br>4/25/14                   | 3.1                                |
| 3.2                       | Second Amended and Restated By-laws of Safeguard Scientifics, Inc.                                                                             | Form 8-K<br>10/20/16                   | 3.1                                |
| 4.1                       | Indenture, dated as of November 19, 2012, between Safeguard Scientifics, Inc. and U.S. Bank National Association, as trustee                   | Form 8-K<br>11/20/12                   | 4.1                                |
| 10.1*                     | Safeguard Scientifics, Inc. 1999 Equity Compensation Plan, as amended and restated on October 21, 2008                                         | Form 10-Q<br>11/6/08                   | 10.4                               |
| 10.2                      | Safeguard Scientifics, Inc. 2001 Associates Equity Compensation Plan, as amended and restated on October 21, 2008                              | Form 10-Q<br>11/6/08                   | 10.5                               |
| 10.3*                     | Safeguard Scientifics, Inc. 2014 Equity Compensation Plan, as amended and restated on March 5, 2014                                            | Form 10-Q<br>7/25/14                   | 10.1                               |
| 10.4*                     | Safeguard Scientifics, Inc. Executive Deferred Compensation Plan (amended and restated as of January 1, 2009)                                  | Form 10-K<br>3/19/09                   | 10.4                               |
| 10.5*                     | Management Incentive Plan                                                                                                                      | Form 8-K<br>4/25/08                    | 10.1                               |
| 10.6*                     | Compensation Summary — Non-employee Directors                                                                                                  | Form 10-Q<br>4/24/15                   | 10.2                               |
| 10.7.1*                   | Agreement by and between Safeguard Scientifics, Inc. and Stephen Zarrilli dated as of May 28, 2008                                             | Form 8-K<br>5/29/08                    | 10.1                               |
| 10.7.2*                   | Letter Amendment dated December 9, 2008, to Agreement by and between Safeguard Scientifics, Inc. and Stephen Zarrilli dated as of May 28, 2008 | Form 10-K<br>3/19/09                   | 10.9.2                             |
| 10.7.3*                   | Compensation Agreement by and between Safeguard Scientifics, Inc. and Stephen T. Zarrilli dated December 28, 2012                              | Form 10-K<br>3/11/13                   | 10.9.3                             |
| 10.8.1*                   | Amended and Restated Letter Agreement by and between Safeguard Scientifics, Inc. and Brian J. Sisko dated December 3, 2008                     | Form 10-K<br>3/19/09                   | 10.12                              |
| 10.8.2*                   | Compensation Agreement by and between Safeguard Scientifics, Inc. and Brian J. Sisko dated December 14, 2009                                   | Form 10-K<br>3/16/10                   | 10.11.2                            |
| 10.8.3*                   | Compensation Agreement by and between Safeguard Scientifics, Inc. and Brian J. Sisko dated December 28, 2012                                   | Form 10-K<br>3/11/13                   | 10.10.3                            |
| 10.9.1*                   | Compensation Agreement by and between Safeguard Scientifics, Inc. and Jeffrey B. McGroarty dated January 6, 2014                               | Form 8-K<br>1/7/14                     | 10.1                               |

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|          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                      |       |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|-------|
| 10.10.1* | Key Employee Compensation Recoupment Policy                                                                                                                                                                                                                                                                                                                                                                                                                                | Form 10-Q<br>7/26/13 | 10.2  |
| 10.11.1  | Amended and Restated Loan and Security Agreement dated as of May 27, 2009, by and among Silicon Valley Bank, Safeguard Scientifics, Inc., Safeguard Delaware, Inc. and Safeguard Scientifics (Delaware), Inc.                                                                                                                                                                                                                                                              | Form 8-K<br>5/28/09  | 10.1  |
| 10.11.2  | Joinder and First Loan Modification Agreement dated as of December 31, 2010, by and among Silicon Valley Bank, Safeguard Scientifics, Inc., Safeguard Delaware, Inc., Safeguard Scientifics (Delaware), Inc. and Safeguard Delaware II, Inc.                                                                                                                                                                                                                               | Form 8-K<br>1/4/11   | 10.1  |
| 10.11.3  | Second Loan Modification Agreement dated as of April 29, 2011, by and among Silicon Valley Bank, Safeguard Scientifics, Inc., Safeguard Delaware, Inc., Safeguard Scientifics (Delaware), Inc. and Safeguard Delaware II, Inc.                                                                                                                                                                                                                                             | Form 10-Q<br>7/28/11 | 10.2  |
| 10.11.4  | Third Loan Modification Agreement dated as of December 21, 2012, by and among Silicon Valley Bank, Safeguard Scientifics, Inc., Safeguard Delaware, Inc., Safeguard Delaware II, Inc. and Safeguard Scientifics (Delaware), Inc.                                                                                                                                                                                                                                           | Form 8-K<br>12/27/12 | 10.1  |
| 10.11.5  | Fourth Loan Modification Agreement dated as of December 22, 2014, by and among Silicon Valley Bank, Safeguard Scientifics, Inc., Safeguard Delaware, Inc., Safeguard Delaware II, Inc. and Safeguard Scientifics (Delaware), Inc.                                                                                                                                                                                                                                          | Form 8-K<br>12/23/14 | 10.1  |
| 10.11.6  | Fifth Loan Modification Agreement dated as of December 29, 2015, by and among Silicon Valley Bank, Safeguard Scientifics, Inc., Safeguard Delaware, Inc., Safeguard Delaware II, Inc. and Safeguard Scientifics (Delaware), Inc.                                                                                                                                                                                                                                           | Form 8-K<br>12/29/15 | 10.1  |
| 10.12    | Purchase and Sale Agreement dated as of December 9, 2005 by and among HarbourVest VII Venture Ltd., Dover Street VI L.P. and several subsidiaries and affiliated limited partnerships of Safeguard Scientifics, Inc.                                                                                                                                                                                                                                                       | Form 10-K<br>3/13/06 | 10.36 |
| 10.13    | Consent Agreement, dated as of May 17, 2011, by and among Shire Pharmaceuticals, Inc. and certain stockholders of Advanced BioHealing, Inc.                                                                                                                                                                                                                                                                                                                                | Form 8-K<br>5/18/11  | 10.1  |
| 10.14    | Lease Agreement, Effective February 2, 2015, Between Safeguard Scientifics, Inc., a Pennsylvania Corporation, and Radnor Properties-SDC, L.P., a Delaware Limited Partnership                                                                                                                                                                                                                                                                                              | Form 10-Q<br>4/24/15 | 10.1  |
| 14.1 †   | Code of Business Conduct and Ethics                                                                                                                                                                                                                                                                                                                                                                                                                                        | —                    | —     |
| 21.1 †   | List of Subsidiaries                                                                                                                                                                                                                                                                                                                                                                                                                                                       | —                    | —     |
| 23.1 †   | Consent of Independent Registered Public Accounting Firm — KPMG LLP                                                                                                                                                                                                                                                                                                                                                                                                        | —                    | —     |
| 31.1 †   | Certification of Stephen T. Zarrilli pursuant to Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934                                                                                                                                                                                                                                                                                                                                                      | —                    | —     |
| 31.2 †   | Certification of Jeffrey B. McGroarty pursuant to Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934                                                                                                                                                                                                                                                                                                                                                     | —                    | —     |
| 32.1 ‡   | 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.                                                                                                                                                                                                                                                                                                                             | —                    | —     |
| 32.2 ‡   | Certification of Jeffrey B. McGroarty 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. Annual Report on Form 10-K for the year ended December 31, 2016, formatted in XBRL (eXtensible Business Reporting Language); (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Operations; (iii) Consolidated Statements of Comprehensive Loss; (iv) Consolidated Statements of Changes in Equity; (v) Consolidated Statements of Cash Flows; and (vi) Notes to Consolidated Financial Statements. | —                    | —     |
| †        | Filed herewith                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                      |       |
| ‡        | Furnished herewith                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                      |       |
| *        | These exhibits relate to management contracts or compensatory plans, contracts or arrangements in which directors and/or executive officers of the Registrant may participate.                                                                                                                                                                                                                                                                                             |                      |       |

**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.

S AFEGUARD S CIENTIFICS , I NC .

By: S TEPHEN T. Z ARRILLI  
S TEPHEN T. Z ARRILLI  
*President and Chief Executive Officer*

Dated: March 3, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| <u>Signature</u>                                        | <u>Title</u>                                                                                      | <u>Date</u>   |
|---------------------------------------------------------|---------------------------------------------------------------------------------------------------|---------------|
| <u>S TEPHEN T. Z ARRILLI</u><br>Stephen T. Zarrilli     | President and Chief Executive Officer and Director<br>(Principal Executive Officer)               | March 3, 2017 |
| <u>J EFFREY B. M C G ROARTY</u><br>Jeffrey B. McGroarty | Senior Vice President and Chief Financial Officer<br>(Principal Financial and Accounting Officer) | March 3, 2017 |
| <u>M ARA G. A SPINALL</u><br>Mara G. Aspinall           | Director                                                                                          | March 3, 2017 |
| <u>J ULIE A. D OBSON</u><br>Julie A. Dobson             | Director                                                                                          | March 3, 2017 |
| <u>S TEPHEN F ISHER</u><br>Stephen Fisher               | Director                                                                                          | March 3, 2017 |
| <u>G EORGE M AC K ENZIE</u><br>George MacKenzie         | Director                                                                                          | March 3, 2017 |
| <u>J OHN J. R OBERTS</u><br>John J. Roberts             | Director                                                                                          | March 3, 2017 |
| <u>R OBERT J. R OSENTHAL</u><br>Robert J. Rosenthal     | Chairman of the Board of Directors                                                                | March 3, 2017 |

**SAFEGUARD SCIENTIFICS, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

**I. Background - Administration**

The reputation and integrity of Safeguard Scientifics, Inc. (“Company”) is a valuable asset that is vital to our success.

Each Company employee, including each of the Company’s officers, and each Company director is responsible for conducting the Company’s business in a manner that demonstrates a commitment to the highest standards of integrity. This Code of Business Conduct and Ethics (“Code”), which applies to all directors, officers and employees of the Company (collectively referred to as “Company Personnel”), has been adopted to help Company Personnel meet these standards. Specifically, the purpose of this Code is to:

- encourage among Company Personnel a culture of honesty, accountability and mutual respect;
- provide guidance to help Company Personnel recognize and deal with ethical issues; and
- provide mechanisms for Company Personnel to report unethical conduct.

While this Code is designed to provide helpful guidelines, it is not intended to address every specific situation. Nevertheless, in every instance, we require that Company Personnel act honestly, fairly and with a view towards “doing the right thing.”

The Safeguard Scientifics, Inc. Board of Directors (“Safeguard Board”) is ultimately responsible for oversight of the Code. The Safeguard Board has designated Brian J. Sisko, or his successor, to be the compliance officer (the “Compliance Officer”) for the implementation and administration of the Code. Company Personnel should feel free to direct questions concerning this Code to the Compliance Officer:

Safeguard Scientifics, Inc.  
Attention: Compliance Officer  
170 North Radnor-Chester Road, Suite 200  
Radnor, PA 19087  
e-mail address: [complianceofficer@safeguard.com](mailto:complianceofficer@safeguard.com)

**II. Overview**

It is the policy of the Company to: (a) comply with all applicable governmental laws, rules and regulations; (b) expect that all Company Personnel at all times observe honest and ethical conduct in the performance of their responsibilities, including the avoidance of conflicts of interest; (c) expect all Company Personnel to treat others with dignity, including other employees, shareholders, customers and vendors; and (d) encourage and support internal disclosure of any violation of this Code for appropriate action.

The Code governs the business-related conduct of all Company Personnel, including, but not limited to, the chief executive officer, chief financial officer and all other officers of Safeguard. Directors of the Company who are not employees are subject to this Code only as it relates to their capacities as directors.

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### III. **Compliance With Law**

A variety of laws apply to the Company and its operations. Company Personnel are expected to comply with all such laws, as well as rules and regulations adopted under such laws. Examples of criminal violations under these laws include:

- stealing, embezzling or misapplying corporate or bank funds;
- using threats, physical force or other unauthorized means to collect money;
- making false entries in the books and records of the Company, or engaging in any conduct that results in the making of such false entries;
- making a payment for an express purpose on the Company's behalf to an individual who intends to use it for a different purpose;
- utilizing the Company's funds or other assets or services to make a political contribution or expenditure; and
- making payments, whether corporate or personal, of cash or other items of value that are intended to influence the judgment or actions of political candidates, government officials or businesses in connection with any of the Company's activities.

The Company must and will report all suspected criminal violations to the appropriate authorities for possible prosecution and will investigate, address and report to governmental or other authorities, as appropriate, non-criminal violations.

### IV. **Conflicts of Interest**

Company Personnel are expected to make or participate in business decisions and actions in the course of their employment with the Company based on the best interests of the Company as a whole, and not based on personal relationships or personal benefits. A conflict of interest, which can occur or appear to occur in a wide variety of situations, can compromise the business ethics of Company Personnel. Generally speaking, a conflict of interest occurs when the personal interest of Company Personnel or members of their immediate family interferes with, or has the potential to interfere with, the interests or business of the Company. For example, a conflict of interest may occur where an employee or a family member receives a gift, a unique advantage, or an improper personal benefit as a result of the employee's position at the Company. A conflict of interest could make it difficult for such person to perform corporate duties objectively and effectively because he or she is involved in a competing interest. The following is a discussion of certain common areas that raise conflict of interest issues. However, a conflict of interest can occur in a variety of situations. Company Personnel must be alert to recognize any situation that may raise conflict of interest issues and must disclose to the Compliance Officer any material transaction or relationship that reasonably could be expected to give rise to actual or apparent conflicts of interest with the Company.

**Outside Activities/Employment** – Any outside activity must not significantly encroach on the time and attention Company Personnel devote to their corporate duties and must not adversely affect the quality or quantity of their work. In addition, Company Personnel may not make use of corporate equipment, facilities or supplies for, or imply (without the Company's approval) the Company's sponsorship or endorsement of, any outside activity, and under no circumstances are Company Personnel permitted to take for themselves or their family members business opportunities that are discovered or made available by virtue of their positions at the Company. Moreover, unless the Audit Committee of the Company's Board of Directors shall have approved or ratified a particular transaction or situation in accordance with the Company's Statement of Policy with Respect to Related Party Transactions, Company Personnel may not (i) have any financial or economic interest in (a) any entity that is, or to such person's knowledge may become, a vendor to, or a customer or competitor of, the Company or any of its partner companies; or (b) any entity that otherwise has or may have a relationship with, or might expect financial or other support from, the Company (including, but not limited to, any of its partner companies) or a partner company; or (ii) provide services to or perform services for the benefit of any such entity, other than services performed at the request of or on behalf of the Company. For purposes of clarity and consistency, the preceding sentence shall be interpreted to include the purchase or other acquisition by any Company Personnel of any financial or economic interest in a

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partner company or proposed partner company of the Company, whether directly or through a public market transaction, or otherwise. Company employees are prohibited from taking part in any outside employment without Safeguard's prior written approval.

Notwithstanding the foregoing, other than relating to a partner company of the Company, Company Personnel generally may have (i) a passive investment in up to five percent of the total outstanding shares of an entity that is listed on a national or international exchange, the OTC Bulletin Board or a similar quotation service or (ii) a limited partnership interest in a private equity, venture capital or similar fund constituting less than five percent of such fund's committed capital, provided that the investment is not so large financially either in absolute dollars or as a percentage of the person's total net worth that it creates the appearance of a conflict of interest.

Directors of the Company who are not employees of the Company must be sensitive to situations in which they may be associated with, or have business or financial interests in, corporations or other business entities that, from time to time, have business dealings with the Company or which may compete with the Company. While these relationships and interests are not prohibited, they should be avoided where reasonably practicable. Any Company director who becomes engaged in such a relationship or interest must promptly bring it to the attention of the Chairperson of the Safeguard Board. The Chairperson shall promptly refer such matter to the full Safeguard Board or an appropriately authorized committee of the Safeguard Board for consideration and appropriate disposition. If a conflict cannot be avoided, it must be managed in an ethical and responsible manner.

**Civic/Political Activities** – Company Personnel are encouraged to participate in civic, charitable or political activities so long as such participation does not encroach on the time and attention they are expected to devote to their Company-related duties. Such activities are to be conducted in a manner that does not involve the Company or its assets or facilities and does not create an appearance of the Company's sponsorship or endorsement.

**Inventions, Books and Publications** – Company employees must receive written permission from the Compliance Officer before developing, outside of the Company, any products, software or intellectual property that may be related to the Company's current or potential business.

**Proper Payments** – Company Personnel shall pay for and receive only that which is proper. Company Personnel must not make or promise payments to influence another's acts or decisions, and Company employees must not give gifts beyond those extended in normal business.

**Gifts** – Company Personnel and members of their families must not give or receive valuable gifts (including gifts of equipment or money, discounts, or favored personal treatment) to or from any person associated with Safeguard's vendors or customers. Acceptance of a gift in the nature of a memento, such as a conference gift or other inconsequential gift valued at less than five hundred dollars (\$500), is permitted. Engaging in normal, occasional business-related entertainment, such as meals or the use of sporting, theatrical or other public event tickets, is permissible with the understanding that it is expected that Company Personnel will exercise sound judgment in reliance on this exception so as to avoid any situation that may otherwise be subject to question.

**Loans to Directors and Employees** – The Company will not make loans or extend credit guarantees to or for the personal benefit of directors and executive officers except as permitted by law and the listing standards of any exchange or quotation system on which the Company's common stock is listed. Loans or guarantees may be extended to other employees only with the Company's approval.

**Insider Trading** – Company Personnel are prohibited from trading in securities while in possession of material, nonpublic information. Among other things, trading while in possession of material, nonpublic information can subject the person to criminal or civil penalties. The Company has adopted a Statement of Company Policy for Insider Trading and Disclosure (the "Insider Trading Policy") and requires all Company Personnel to sign a statement acknowledging that they have read, understand and will comply with the policies set forth therein.

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V. **Fair Dealing**

Company Personnel shall deal fairly and in good faith with each other and the Company's customers, suppliers, regulators, business partners and others. Company Personnel may not take unfair advantage of anyone through manipulation, misrepresentation, inappropriate threats, fraud, abuse of confidential information or other related conduct.

VI. **Proper Use of Company Assets**

As a general rule, Company assets, including facilities, equipment, materials, supplies, time, information, intellectual property, software, and other assets owned or leased by the Company, or that are otherwise in the Company's possession, may be used only for legitimate business purposes. However, the Company makes an exception for incidental personal use (e.g., telephone calls to a friend or family member, sending a personal e-mail message, accessing the Web, etc.) provided that such incidental personal use is legal, ethical, appropriate and does not interfere with the conscientious performance of an employee's duties.

VII. **Delegation of Authority**

Company Personnel, and particularly each of the Company's officers and other managerial employees, must exercise due care to ensure that any delegation of authority is reasonable and appropriate in scope and includes appropriate and continuous monitoring.

VIII. **Handling Confidential Information**

Company Personnel have an obligation to protect and keep confidential all nonpublic information related to the Company ("Confidential Information") unless and until its disclosure is approved by the Company and one full business day has passed following its disclosure by the Company in publicly filed SEC reports, press releases, external website, other institutionalized methods of electronic communication, or where disclosure is otherwise mandated by law or regulation. Confidential Information includes all nonpublic information entrusted to or obtained by Company Personnel by virtue of their affiliation with or employment by the Company or their service on the Company's Board of Directors. Confidential Information includes but is not limited to information relating to:

- the Company's strategy, business, finances, prospects, plans, and operations;
  - proposed mergers, acquisitions, divestitures, new business ventures, opportunities, partnerships or agreements;
  - news of a pending initial or secondary public offering of securities, other public or private sales of securities, stock splits or tender offers;
  - products, orders, contracts, customers, vendors or competitors;
  - employee records;
  - the proceedings, discussions and deliberations of the Board and its committees;
  - discussions relating to the Company by and among employees, officers and directors; and
  - third party confidential and proprietary information that has been provided to the Company and which the Company is under an obligation to maintain as confidential.
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In addition, Company Personnel must safeguard proprietary information, which includes information that is not generally known to the public and has commercial value in the Company's business. Proprietary information includes, among other things, software programs, source and object codes, trade secrets, ideas, techniques, inventions (whether patentable or not) and other information relating to designs, algorithms and research. It also includes information relating to marketing, pricing, customers, and terms of compensation for Company Personnel. The obligation to safeguard proprietary information continues even after employment or service with the Company ends.

Please keep in mind the following guidelines in order to protect Confidential Information:

- Do not discuss Confidential Information in public places.
- Do not forward Confidential Information or proprietary information to non-Company email accounts.
- Beware of informal telephone or email requests from outsiders requesting information (including but not limited to requests for comments on expected financial performance, information about current or former employees, or requests from the media).

The Company's Statement of Company Policy on Insider Trading and Disclosure contains additional information concerning confidentiality obligations for Company Personnel.

#### IX. **Public Disclosures**

As a public company, the Company must ensure that its filings and submissions with the SEC and other public communications provide full, fair, timely, accurate and understandable disclosure. Company Personnel engaged in the preparation of these filings, submissions and communications ("Public Disclosure Personnel") must endeavor to ensure that the Company's filings, submissions, and communications meet these objectives. Depending on their duties and responsibilities, other employees may be called upon to provide information to assure that the Company's reports are complete, fair and understandable. To this end, all transactions affecting assets, liabilities, stockholders' equity, revenues and expenses must be recorded on a timely basis in detailed journals and must be traceable through the general ledger and resulting financial statements. Accounting and financial reporting practices must be fair and proper, in accordance with generally accepted accounting principles.

Company Personnel are expected to take this responsibility very seriously. Company Personnel are prohibited from (i) directly or indirectly taking any action to influence, coerce, manipulate or mislead the Company's independent registered public accounting firm in the performance of an audit of the Company's financial statements for the purpose of rendering the Company's financial statements materially misleading; (ii) altering, mutilating or concealing a record, document or other object, or attempting to do so with intent to impair the object's integrity or availability for use in an official proceeding; and (iii) using Company funds for any purpose other than as described in the documents supporting the disbursement.

If requested by Public Disclosure Personnel to provide information for use in such filings, submissions or communications, Company Personnel will provide, as promptly as practicable, accurate, understandable and complete information on a timely basis.

Complaints or concerns regarding accounting, internal accounting controls or audit matters must be reported to the Compliance Officer, to the Audit Committee of the Safeguard Board or through our external reporting system, MySafeWorkplace, as indicated in Article X of this Code. Company Personnel may choose to submit such complaints or concerns anonymously. However, we encourage Company Personnel to supply contact information with their submission to facilitate follow-up, clarification and assistance with any investigation, if necessary.

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## **Special Ethics Guidelines for the Chief Executive Officer and Employees with Financial Reporting Responsibilities**

The Chief Executive Officer and employees with financial reporting responsibilities bear a special responsibility for promoting integrity throughout the organization and have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout the Company as a whole that ensures the fair and timely reporting of Company financial results and condition, as well as other information required by SEC regulations. Because of this special role, the Chief Executive Officer and employees with financial reporting responsibilities are bound by the following additional specific policies.

The Chief Executive Officer and employees with financial reporting responsibilities shall:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide to the Company's other employees, consultants and advisors who are engaged in filing reports and documents with the SEC ("SEC Reports") or in disseminating other public communications such as press releases, information that is accurate, complete, relevant, timely and understandable.
- Endeavor to ensure full, fair, timely, accurate and understandable disclosure in SEC Reports.
- Comply with laws, rules and regulations of federal, state and local governments, and appropriate self-regulatory organizations.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose.
- Refrain from using Confidential Information acquired in the course of employment for personal advantage.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers in the work environment.
- Endeavor to ensure responsible use of and control over all assets and resources employed or entrusted.
- Record or participate in the recording of entries in the Company's books and records that are accurate to the best of his or her knowledge.

Promptly report to the Compliance Officer, the Audit Committee of the Safeguard Board, or through our external reporting system, MySafeWorkplace, any conduct that he or she believes to be a violation of law or business ethics or of any provision of this Code, including any transaction or relationship that reasonably could be expected to give rise to such a violation.

Violations of these Special Ethics Guidelines for the Chief Executive Officer and employees with financial reporting responsibilities, including failures to report violations or suspected violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment.

### **X. Report of Violations**

**Administration – General Policy Regarding Report of Violations** – Company Personnel who observe, learn of, or, in good faith, suspect a violation of the Code must immediately report the violation or suspected violation either to

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his or her immediate supervisor (who in turn is responsible for informing the Compliance Officer of such report) or to the Compliance Officer. Complaints or concerns regarding accounting, internal accounting controls or audit matters, must be reported to the Compliance Officer, to the Audit Committee of the Safeguard Board or through our external reporting system, MySafeWorkplace, as indicated in this Article X. . You may be subject to disciplinary action, including termination of employment, for failure to do so.

### **Complaint Procedure**

- **Notification of Complaint**

- To report a violation, suspected violation, complaint or concern to the Compliance Officer, provide the report to the following address or e-mail address:

Safeguard Scientifics, Inc.  
Attention: Compliance Officer  
170 North Radnor-Chester Road, Suite 200  
Radnor, PA 19087  
e-mail address: [complianceofficer@safeguard.com](mailto:complianceofficer@safeguard.com)

- To report a violation, suspected violation, complaint or concern to the Audit Committee of the Safeguard Board, provide the report to the following address:

Safeguard Scientifics, Inc.  
Attention: Audit Committee - CONFIDENTIAL  
c/o Corporate Secretary  
170 North Radnor-Chester Road, Suite 200  
Radnor, PA 19087

- If Company Personnel are not comfortable using the procedures and protocols outlined above, they can report a violation, suspected violation, complaint or concern by providing a report via our external, anonymous and confidential reporting system, MySafeWorkplace. Such report should be provided using the following internet address or telephone number:

Via Internet: [www.MySafeWorkplace.com](http://www.MySafeWorkplace.com)  
Via telephone: 800-461-9330

- Whenever practical, the complaint should be made in writing.
  - You may choose to submit violations, suspected violations, complaints or concerns anonymously. However, we encourage Company Personnel to supply contact information with their submission to facilitate follow-up, clarification and assistance with any investigation, if necessary. Confidentiality is respected and an individual's identity will only be shared on a "need-to-know" basis.
  - Nothing in this Code prevents Company Personnel from reporting violations or suspected violations of law to relevant government authorities.
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- Investigation and Corrective Action

Reports of violations, suspected violations, complaints or concerns will promptly be investigated under the supervision of the Compliance Officer or, where appropriate, the Audit Committee of the Safeguard Board. Company Personnel are required to cooperate fully in such investigations and to provide truthful, complete and accurate information. The investigation will be handled as discreetly as reasonably possible, allowing for a fair investigation and any necessary corrective action. Appropriate corrective action will be taken whenever a violation of this Code is determined to have occurred. Depending on the nature of the violation, the offending individual can be subject to disciplinary action, which may include termination of employment. In addition, anyone who interferes with an investigation, or provides information in an investigation that the individual knows to be untrue or inaccurate, will be subject to disciplinary action, which may include termination of employment. Any employee who submits a complaint or concern relating to the handling of accounting, internal accounting controls or audit matters in good faith should have no fear of dismissal or retaliation of any kind. **Retaliation against employees who, for lawful purposes, file a complaint or participate in an investigation is strictly prohibited.**

The Audit Committee of the Safeguard Board will be responsible for the acceptance, investigation and management of reports of suspected violations of this Code by the Chief Executive Officer, the Compliance Officer and employees with financial reporting responsibilities and complaints or concerns regarding accounting, internal accounting controls or audit matters.

The Company's Compliance Officer will be responsible for the acceptance, investigation and management of reports by attorneys regarding material violations of securities laws, fiduciary duties or similar laws.

- Confidentiality

Except as may be required by law or by the requirements of the resulting investigation or the corrective action, all notices, reports and information received under this process will be treated in a confidential manner. Every reasonable effort will be made to handle the matter with discretion and to protect the identity of those who make reports as well as those who are being investigated. However, the Compliance Officer regularly will report to the Audit Committee of the Safeguard Board any violations that have been reported. Further, if necessary to conduct a proper review or to comply with legal requirements, the Audit Committee of the Safeguard Board, the Company's independent registered public accounting firm or others may become involved in the review process. Also, as noted above, the Company must and will report all suspected criminal violations to the appropriate authorities for possible prosecution and will investigate, address and report to governmental or other authorities, as appropriate, non-criminal violations.

## **XI. Protection Against Retaliation**

**Policy** - The Company prohibits any form of retaliation against employees who, for lawful purposes, report to the Company any conduct or activity that may violate this Code, any law or regulation applicable to the Company, or any other suspected improper, unethical or illegal conduct or activities by anyone at the Company. The Company also prohibits any form of retaliation against employees who provide information, cause information to be provided, or assist in an investigation conducted by the Company or any governmental body regarding a possible violation of any law or regulation relating to fraud, any labor law, or any rule or regulation of the SEC, or who file, cause to be filed, or assist, participate or give testimony in any proceeding relating to an alleged violation of any such law, rule or regulation.

**Management Responsibility** - All Company officers and other managerial employees are responsible for ensuring adherence to this Code. In addition, each Company officer and managerial employee is responsible for communicating this Code to employees under his or her supervision and for supporting programs and practices designed to develop understanding of, commitment to and compliance with this Code. In the event that any Company officer, other managerial employee or supervisor believes that a violation of this Code has occurred or

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receives a report of a violation, he or she must immediately contact the Compliance Officer or the Audit Committee of the Safeguard Board.

**Procedures for Reporting Policy Violations** - If an employee believes that he or she has been retaliated against (including threatened or harassed) in violation of this Code, he or she should immediately report the retaliation either to his or her immediate supervisor (who in turn is responsible for informing the Compliance Officer of such report) or to the Compliance Officer in accordance with the contact procedures for the Compliance Officer set forth above. In connection with retaliation related to complaints or concerns regarding accounting, internal accounting controls or audit matters, any retaliation in violation of this Code must be reported to the Compliance Officer, the Audit Committee of the Safeguard Board or through our external reporting system, MySafeWorkplace, in accordance with the contact procedures set forth above. Once an employee reports retaliation prohibited by this Code, the Company will promptly investigate the matter in accordance with the procedures described in Article X of this Code.

## **XII. Waivers**

Requests for a waiver of a provision of the Code must be submitted in writing to the Compliance Officer or the Audit Committee of the Safeguard Board for appropriate review, and the Compliance Officer or the Audit Committee of the Safeguard Board will decide the outcome. For conduct involving directors and executive officers, only the Audit Committee of the Safeguard Board has the authority to waive a provision of the Code. The Audit Committee of the Safeguard Board must review and approve any “related party” transaction as defined in Item 404 of Regulation S-K, promulgated by the SEC, before it is consummated. In the event of an approved waiver involving the conduct of a director or executive officer, appropriate and prompt disclosure must be made to the Company’s shareholders as required by the SEC or other regulation or by applicable listing standards of the principal exchange or interdealer quotation system on which the Company’s common stock is listed.

Statements in the Code to the effect that certain actions may be taken only with “the Company’s approval” or that certain items will be “designated by the Company” will be interpreted to mean that appropriate executive officers of Safeguard Scientifics, Inc. or members of the Safeguard Board must give prior written approval or make such designation before the proposed action may be undertaken or the proposed designation may be made.

Violations of the Special Ethics Guidelines for the Chief Executive Officer and employees with financial reporting responsibilities contained in this Code that go unaddressed are treated by the SEC as implicit waivers of this Code. Accordingly, any violation that is discovered and not addressed will have to be disclosed in accordance with the rules and regulations of the SEC and applicable listing standards with respect to a waiver of this Code. In such cases, the applicable SEC rules will require disclosure of the nature of any violation, the date of the violation and the name of the person who committed the violation. Such disclosure would not only be harmful to the Company but also to an individual either as one who is responsible for monitoring the enforcing compliance with this Code or as one who has violated it. In either case, depending on the nature of the violation, an individual may be dismissed or his or her duties and responsibilities with the Company may be changed.

## **XIII. Compliance**

**Adherence to Code; Disciplinary Action** – All Company Personnel have a responsibility to understand and follow this Code. In addition, all Company Personnel are expected to perform their work with honesty and integrity in all areas not specifically addressed in this Code. A violation of this Code may result in appropriate disciplinary action, including the possible termination from employment with the Company.

**Communications; Training; Annual Certification** – The Company strongly encourages dialogue among employees and their supervisors to make everyone aware of situations that give rise to ethical questions and to articulate acceptable ways of handling those situations. Company employees will receive periodic training on the contents and importance of the Code and related policies and the manner in which violations must be reported and waivers must be requested. All Company Personnel must certify that they have read this Code and to the best of their

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knowledge are in compliance with all its provisions. In addition, each director, officer and other managerial employee of the Company, as may be designated by the Company from time to time, has an obligation to annually certify that he or she has reviewed this Code with his or her subordinates. Forms of these certifications are attached to this Code as Appendices I and II.

**Responsibility of Senior Employees** – All Company officers and other managerial employees will be responsible for the enforcement of, and compliance with, this Code, including necessary distribution to assure Company employee knowledge and compliance. Directors, officers and other managerial employees are expected to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Managerial employees may be disciplined if they condone misconduct, do not report misconduct, do not take reasonable measures to detect misconduct, or do not demonstrate the appropriate leadership to insure compliance.

#### XIV. **Related Policies; Enforceable by Company Only**

This Code should be read in conjunction with Safeguard's other policy statements, including but not limited to the Statement of Company Policy on Insider Trading and Disclosure. This Code is for the benefit of the Company, and no other person or entity is entitled to enforce this Code. This Code does not, and should not be interpreted to, create any private cause of action or remedy in any other person or entity for a violation of the Code. In addition, this Code should not be construed as a contract of employment and does not change any person's employment status.

Adopted: April 8, 2004

Last Approved: October 19, 2016

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## APPENDIX I

### INITIAL CODE OF BUSINESS CONDUCT AND ETHICS DISCLOSURE STATEMENT

As a director, officer or other employee of Safeguard Scientifics, Inc. ("Company"), I have read and understand the Company's Code of Business Conduct and Ethics ("Code"), and I hereby affirm my agreement to comply with its terms. I hereby certify as follows:

1. I have received a copy of the Code.
2. I have read, understand and agree to comply with the Code.
3. I am currently in compliance and, as applicable, members of my family are in compliance, with the terms of the Code and all obligations imposed by it, except as disclosed to the Compliance Officer or as otherwise disclosed in accordance with the procedures contained in Article X of the Code.
4. I am not aware of any conduct on the part of any person associated with the Company that may constitute a violation of the Code, except with respect to any matters that I may have disclosed to the Compliance Officer or otherwise disclosed in accordance with the procedures contained in Article X of the Code.
5. I understand that none of the benefits, policies, programs, procedures or statements in the Code are intended to confer any rights or privileges upon me or entitle me to be or remain an employee of the Company. I am aware that the Code is not a contract and is subject to change at any time, without notice, at the sole discretion of the Company.

I understand that all Disclosure Statements may be available to the Compliance Officer, the Company's Board of Directors, and internal and external legal counsel. Such information shall otherwise be held in confidence in accordance with Article X of the Code.

**Each person signing a Disclosure Statement is responsible for keeping his/her Disclosure Statement current.** These statements will be kept in Safeguard's Legal Department.

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Signature

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Name

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Date

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## APPENDIX II

### ANNUAL CODE OF BUSINESS CONDUCT AND ETHICS DISCLOSURE STATEMENT

As a director, officer or other employee of Safeguard Scientifics, Inc. ("Company"), I have read and understand the Company's Code of Business Conduct and Ethics ("Code"), and I hereby reaffirm my agreement to comply with its terms. With respect to the last 12 months, I hereby certify as follows:

1. I have complied and, as applicable, members of my family have complied, with the terms of the Code and all obligations imposed by it, except as disclosed to the Compliance Officer or as otherwise disclosed in accordance with the procedures contained in Article X of the Code.
2. I have reviewed the Code with my subordinates and I am not aware of any conduct on the part of any person associated with the Company that may constitute a violation of the Code, except with respect to any matters that I may have disclosed to the Compliance Officer or otherwise disclosed in accordance with the procedures contained in Article X of the Code.
3. I understand that none of the benefits, policies, programs, procedures or statements in the Code are intended to confer any rights or privileges upon me or entitle me to be or remain an employee of the Company. I am aware that the Code is not a contract and is subject to change at any time, without notice, at the sole discretion of the Company.

I understand that all Disclosure Statements may be available to the Compliance Officer, the Company's Board of Directors, and internal and external legal counsel. Such information shall otherwise be held in confidence except in accordance with Article X of the Code.

**Each person signing a Disclosure Statement is responsible for keeping his/her Disclosure Statement current.** These statements will be kept in Safeguard's Legal Department.

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Signature

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Name

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Date

**SUBSIDIARIES OF SAFEGUARD SCIENTIFICS, INC.**

Exclusive of immaterial subsidiaries and companies in which the Registrant holds a minority interest, as of March 3, 2017, the Registrant had the following subsidiaries:

| <b>NAME</b>                                   | <b>PLACE OF INCORPORATION</b> |
|-----------------------------------------------|-------------------------------|
| Bonfield VII, Ltd.                            | British Virgin Islands        |
| Novitas Capital Management, L.P.              | Delaware                      |
| Novitas Capital II Management, L.P.           | Pennsylvania                  |
| Safeguard Capital Management, Inc.            | Delaware                      |
| Safeguard Delaware, Inc.                      | Delaware                      |
| Safeguard Delaware II, Inc.                   | Delaware                      |
| Safeguard Fund Management, Inc.               | Delaware                      |
| Safeguard PM SPV, Inc.                        | Delaware                      |
| Safeguard Scientifics (Delaware), Inc.        | Delaware                      |
| Safeguard Technologies, Inc.                  | Delaware                      |
| SFE Properties, Inc.                          | Delaware                      |
| SSI Management Company, Inc.                  | Delaware                      |
| SSI Partnership Holdings (Pennsylvania), Inc. | Pennsylvania                  |

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Safeguard Scientifics, Inc.:

We consent to the incorporation by reference in the registration statements on Form S-8 (Nos. 333-65092, 333-73284, 333-86777, 333-103976, 333-118046, 333-171226, 333-175845, 333-191911, 333-198783, and 333-214298), in the registration statement on Form S-3 (No. 333-198781) and in the registration statement on Form S-4 (No. 333-198785) of Safeguard Scientifics, Inc. of our reports dated March 3, 2017, with respect to the consolidated balance sheets of Safeguard Scientifics, Inc. and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, changes in equity and cash flows for each of the years in the three-year period ended December 31, 2016, and the effectiveness of internal control over financial reporting as of December 31, 2016, which reports appear in the December 31, 2016 annual report on Form 10-K of Safeguard Scientifics, Inc.

/s/ KPMG LLP

Philadelphia, Pennsylvania  
March 3, 2017

# CERTIFICATION

I, Stephen T. Zarrilli, certify that:

1. I have reviewed this Annual Report on Form 10-K of Safeguard Scientifics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

SAFEGUARD SCIENTIFICS, INC.

Date: March 3, 2017

/s/ Stephen T. Zarrilli

Stephen T. Zarrilli

President and Chief Executive Officer

(Principal Executive Officer)

# CERTIFICATION

I, Jeffrey B. McGroarty, certify that:

1. I have reviewed this Annual Report on Form 10-K of Safeguard Scientifics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

SAFEGUARD SCIENTIFICS, INC.

Date March 3, 2017

/s/ Jeffrey B. McGroarty

Jeffrey B. McGroarty

Senior Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)

**Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906  
of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Safeguard Scientifics, Inc. ("Safeguard") on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen T. Zarrilli, President and Chief Executive Officer of Safeguard, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934, (15 U.S.C. 78m(a)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Safeguard.

SAFEGUARD SCIENTIFICS, INC.

Date: March 3, 2017

/s/ Stephen T. Zarrilli

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Stephen T. Zarrilli

President and Chief Executive Officer

(Principal Executive Officer)

**Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906  
of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Safeguard Scientifics, Inc. ("Safeguard") on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jeffrey B. McGroarty, Senior Vice President and Chief Financial Officer of Safeguard, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934, (15 U.S.C. 78m(a)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Safeguard.

SAFEGUARD SCIENTIFICS, INC.

Date: March 3, 2017

/s/ Jeffrey B. McGroarty

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Jeffrey B. McGroarty

Senior Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)