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SAFEGUARD SCIENTIFICS INC

Form S-8 POS

December 27, 2004

As filed with the Securities and Exchange Commission on December 27, 2004

Registration No. 333-69246

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SAFEGUARD SCIENTIFICS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania
(State or Other Jurisdiction of
Incorporation or Organization)

23-1609753
(I.R.S. Employer Identification No.)

800 The Safeguard Building
435 Devon Park Drive
Wayne, Pennsylvania 19087-1945
(Address of Principal Executive Offices, including Zip Code)

Safeguard Scientifics, Inc.
Retirement Plan
(Full Title of the Plan)

Steven J. Feder
Senior Vice President and General Counsel
Safeguard Scientifics, Inc.
800 The Safeguard Building
435 Devon Park Drive
Wayne, PA 19087-1945
(610) 293-0600
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

Copies to:
Richard B. Aldridge, Esq.
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103-2921
(215) 963-5000

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the Registration Statement on Form S-8 (File No. 333-69246) filed on September 10, 2001 (the "Registration Statement") as it pertains to the shares of Common Stock, par value \$0.10 per share, of Safeguard Scientifics, Inc. (the "Common Stock"), associated with participation in the Safeguard Scientifics, Inc. Retirement Plan (the "Plan"). Pursuant to Rule 416 of the Securities Act of 1933, as amended, the Registration Statement also covered an indeterminate amount of interests to be offered and sold pursuant to the Plan (the "Plan Interests"). The Plan no longer offers the Common Stock as a voluntary investment option for participants in the Plan.

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The undersigned Registrant hereby removes and withdraws from registration all shares and the Plan Interests, as previously registered pursuant to the Registration Statement and relating to the Plan, which remain unsold. The Plan will file with the Securities and Exchange Commission a Form 15 to suspend the duty under Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to file reports required by Section 13(a) of the Exchange Act with respect to the Plan Interests.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Wayne, Pennsylvania, on this 27th day of December, 2004.

SAFEGUARD SCIENTIFICS, INC.

By: /s/ Anthony L. Craig

 Anthony L. Craig
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Anthony L. Craig ----- Anthony L. Craig	Chief Executive Officer and President, and Director (Principal Executive Officer)	December 27, 2004
/s/ Christopher J. Davis ----- Christopher J. Davis	Executive Vice President and Chief Administrative & Financial Officer (Principal Financial and Accounting Officer)	December 27, 2004
/s/ Julie A. Dobson ----- Julie A. Dobson	Director	December 27, 2004
/s/ Robert E. Keith, Jr. ----- Robert E. Keith, Jr.	Chairman of the Board of Directors	December 27, 2004
/s/ Andrew E. Lietz ----- Andrew E. Lietz	Director	December 27, 2004
/s/ George MacKenzie	Director	December 27, 2004

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George MacKenzie

/s/ Jack L. Messman

Director

December 27, 2004

Jack L. Messman

/s/ John W. Poduska, Sr.

Director

December 27, 2004

John W. Poduska, Sr.

/s/ Robert Ripp

Director

December 27, 2004

Robert Ripp

/s/ John J. Roberts

Director

December 27, 2004

John J. Roberts

The Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the Administrator of the Safeguard Scientifics, Inc. Retirement Plan has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Wayne, Pennsylvania on December 27, 2004.

SAFEGUARD SCIENTIFICS, INC.
RETIREMENT PLAN

By: Safeguard Scientifics, Inc., Plan Administrator

By: /s/ Steven J. Feder

Steven J. Feder
Senior Vice President and General Counsel