

SAFEGUARD SCIENTIFICS INC
Form SC 13G
February 14, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Safeguard Scientifics, Inc.*

(Name of Issuer)

Common Stock

(Title of Class of Securities)

786449207

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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

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

CUSIP No. 786449207

13G

1. NAME OF REPORTING PERSON (S.S. or I.R.S. Identification No. of Above Person)

Ivy Investment Management Company Tax ID No. 03-0481447

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER 628,400 (See Item 4)

6. SHARED VOTING POWER 0

7. SOLE DISPOSITIVE POWER 628,400 (See Item 4)

8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 628,400 (See Item 4)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 3.0

12. TYPE OF PERSON REPORTING: IA

CUSIP No. 786449207

13G

1. NAME OF REPORTING PERSON (S.S. or I.R.S. Identification No. of Above Person)

Waddell & Reed Investment Management Company Tax ID No. 48-1106973

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Kansas

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER 596,500 (See Item 4)

6. SHARED VOTING POWER 0

7. SOLE DISPOSITIVE POWER 596,500 (See Item 4)

8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 596,500 (See Item 4)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 2.9

12. TYPE OF PERSON REPORTING: IA

CUSIP No. 786449207

13G

1. NAME OF REPORTING PERSON (S.S. or I.R.S. Identification No. of Above Person)

Waddell & Reed, Inc. Tax ID No. 43-1235675

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER 596,500 (See Item 4)

6. SHARED VOTING POWER 0

7. SOLE DISPOSITIVE POWER 596,500 (See Item 4)

8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 596,500 (See Item 4)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 2.9

12. TYPE OF PERSON REPORTING: BD

CUSIP No. 786449207

13G

1. NAME OF REPORTING PERSON (S.S. or I.R.S. Identification No. of Above Person)

Waddell & Reed Financial Services, Inc. Tax ID No. 43-1414157

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Missouri

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER 596,500 (See Item 4)

6. SHARED VOTING POWER 0

7. SOLE DISPOSITIVE POWER 596,500 (See Item 4)

8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 596,500 (See Item 4)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 2.9

12. TYPE OF PERSON REPORTING: HC

CUSIP No. 786449207

13G

1. NAME OF REPORTING PERSON (S.S. or I.R.S. Identification No. of Above Person)

Waddell & Reed Financial, Inc. Tax ID No. 51-0261715

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

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER 1,224,900 (See Item 4)

6. SHARED VOTING POWER 0

7. SOLE DISPOSITIVE POWER 1,224,900 (See Item 4)

8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,224,900 (See Item 4)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 5.9

12. TYPE OF PERSON REPORTING: HC

Edgar Filing: SAFEGUARD SCIENTIFICS INC - Form SC 13G

Item 1(a): Name of Issuer: Safeguard Scientifics, Inc.

Item 1(b): Address of Issuer's Principal Executive Offices:
435 Devon Park Drive,

Building 800

Wayne, PA 19087

Item 2(a): Name of Person Filing:

- (i) Waddell & Reed Financial, Inc.
- (ii) Waddell & Reed Financial Services, Inc.
- (iii) Waddell & Reed, Inc.
- (iv) Waddell & Reed Investment Management Company
- (v) Ivy Investment Management Company

Item 2(b): Address of Principal Business Office:

(i)-(v): 6300 Lamar Avenue

Overland Park, KS 66202

Item 2(c): Citizenship:

(i), (iii) and (v): Delaware

- (ii): Missouri
- (iv): Kansas

Item 2(d): Title of Class of Securities: Common Stock

Item 2(e): CUSIP Number: 786449207

Item 3: The reporting person is:

- (i) Waddell & Reed Financial, Inc., a parent holding company in accordance with Reg. 240.13d-1(b)(1)(ii)(G);
- (ii) Waddell & Reed Financial Services, Inc., a parent holding company in accordance with Reg. 240.13d-1(b)(1)(ii)(G);
- (iii) Waddell & Reed, Inc., a broker-dealer registered under section 15 of the Act (15 U.S.C. 78o); and
- (iv) Waddell & Reed Investment Management Company, an investment advisor in accordance with Reg. 240.13d-1(b)(1)(ii)(E).
- (v) Ivy Investment Management Company, an investment advisor in accordance with Reg. 240.13d-1(b)(1)(ii)(E).

Item 4: Ownership

The securities reported on herein are beneficially owned by one or more open-end investment companies or other managed accounts which are advised or sub-advised by Ivy Investment Management Company (IICO), an investment advisory subsidiary of Waddell & Reed Financial, Inc. (WDR) or Waddell & Reed Investment Management Company (WRIMCO), an investment advisory subsidiary of Waddell & Reed, Inc. (WRI). WRI is a broker-dealer and underwriting subsidiary of Waddell & Reed Financial Services, Inc., a parent holding company (WRFSI). In turn, WRFSI is a subsidiary of WDR, a publicly traded company. The investment advisory contracts grant IICO and WRIMCO all investment and/or voting power over securities owned by such advisory clients. The investment sub-advisory contracts grant IICO and WRIMCO investment power over securities owned by such sub-advisory clients and, in most cases, voting power. Any investment restriction of a sub-advisory contract does not restrict investment discretion or power in a material manner. Therefore, IICO and/or WRIMCO may be deemed the beneficial owner of the securities covered by this statement under Rule 13d-3 of the Securities Exchange Act of 1934 (the 1934 Act).

IICO, WRIMCO, WRI, WRFSI and WDR are of the view that they are not acting as a group for purposes of Section 13(d) under the 1934 Act. Indirect beneficial ownership is attributed to the respective parent companies solely because of the parent companies control relationship to WRIMCO and IICO.

- (a) Amount beneficially owned: 1,224,900
- (b) Percent of class: 5.9
- (c) Number of shares as to which the person has:

- (i) Sole voting power to vote or to direct the vote:

WDR: 1,224,900 (indirect)

WRFSI: 596,500 (indirect)

WRI: 596,500 (indirect)

WRIMCO: 596,500 (direct)

IICO: 628,400 (direct)

- (ii) Shared power to vote or to direct the vote: 0

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

WDR: 1,224,900 (indirect)

WRFSI: 596,500 (indirect)

WRI: 596,500 (indirect)

WRIMCO: 596,500 (direct)

IICO: 628,400 (direct)

(iv) Shared power to dispose or to direct the disposition of: 0

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: []

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

The clients of IICO and WRIMCO, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive dividends from, as well as the proceeds from the sale of, such securities.

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

See Attached Exhibit 2.

Item 8: Identification and Classification of Members of the Group:

Not Applicable.

Item 9: Notice of Dissolution of Group:

Not Applicable.

Item 10: Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2012

Waddell & Reed Financial, Inc.

By: /s/ Kristen A. Richards
Name: Kristen A. Richards
Title: Attorney-In-Fact

Waddell & Reed, Inc.

By: /s/ Kristen A. Richards
Name: Kristen A. Richards
Title: Attorney-In-Fact

Ivy Investment Management Company

By: /s/ Kristen A. Richards
Name: Kristen A. Richards
Title: Attorney-In-Fact

Waddell & Reed Financial Services, Inc.

By: /s/ Kristen A. Richards
Name: Kristen A. Richards
Title: Attorney-In-Fact

Waddell & Reed Investment Management Company

By: /s/ Kristen A. Richards
Name: Kristen A. Richards
Title: Attorney-In-Fact

EXHIBIT INDEX

Exhibit No.	Description
1	Joint Filing Agreement
2	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company
3	Power of Attorney

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5.

SOLE VOTING POWER

0

6.

SHARED VOTING POWER

5,464,054

7.

SOLE DISPOSITIVE POWER

0

8.

SHARED DISPOSITIVE POWER

5,464,054

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,464,054

10.

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

o

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7%

12.

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Name of Issuer:

Item 1(a). Iconix Brand Group, Inc.

Address of Issuer's Principal Executive Offices:

Item 1(b). 1450 Broadway 3rd Floor
New York, NY 10018
United States of America

Item 2(a). **Name of Person Filing:**

Radcliffe Capital Management, L.P.
RGC Management Company, LLC
Steven B. Katznelson
Christopher Hinkel
Radcliffe Ultra Short Duration Master Fund, L.P.
Radcliffe Capital Investors, LLC

Item 2(b). **Address of Principal Business Office or, if none, Residence:**

50 Monument Road, Suite 300
Bala Cynwyd, PA 19004
United States of America

Item 2(c). **Citizenship:**

Radcliffe Capital Management, L.P. – Delaware, United States of America
RGC Management Company, LLC – Delaware, United States of America
Steven B. Katznelson – Canada and United States of America
Christopher Hinkel – United States of America

Radcliffe Ultra Short Duration Master Fund, L.P. – Cayman Islands

Radcliffe Capital Investors, LLC – Delaware, United States of America

Item 2(d). Title of Class of Securities:

Common Stock, \$.001 par value

Item 2(e). CUSIP Number:

451055107

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

5,961,598 shares deemed beneficially owned by Radcliffe Capital Management, L.P.

5,961,598 shares deemed beneficially owned by RGC Management Company, LLC

(a) 5,961,598 shares deemed beneficially owned by Steven B. Katznelson

5,962,598 shares deemed beneficially owned by Christopher Hinkel

5,464,054 shares deemed beneficially owned by Radcliffe Ultra Short Duration Master Fund, L.P.

5,464,054 shares deemed beneficially owned by Radcliffe Capital Investors, LLC

Percent of class:

9.5% deemed beneficially owned by Radcliffe Capital Management, L.P.

9.5% deemed beneficially owned by RGC Management Company, LLC

(b) 9.5% deemed beneficially owned by Steven B. Katznelson

9.5% deemed beneficially owned by Christopher Hinkel

8.7% deemed beneficially owned by Radcliffe Ultra Short Duration Master Fund, L.P.

8.7% deemed beneficially owned by Radcliffe Capital Investors, LLC

(c) Number of shares as to which Radcliffe Capital Management, L.P. has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 5,944,099

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 5,961,598

Number of shares as to which RGC Management Company, LLC has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 5,944,099

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 5,961,598

Number of shares as to which Steven B. Katznelson has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 5,944,099
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 5,961,598

Number of shares as to which Christopher Hinkel has:

- (i) Sole power to vote or to direct the vote: 1,000
- (ii) Shared power to vote or to direct the vote: 5,944,099
- (iii) Sole power to dispose or to direct the disposition of: 1,000
- (iv) Shared power to dispose or to direct the disposition of: 5,961,598

Number of shares as to which Radcliffe Ultra Short Duration Master Fund, L.P. has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 5,464,054
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 5,464,054

Number of shares as to which Radcliffe Capital Investors, LLC has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 5,464,054
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 5,464,054

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following. o

Not applicable.

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

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

With the exception of the securities reported in this Schedule 13G that are owned by the Radcliffe Ultra Short Duration Master Fund, L.P., none of Radcliffe Capital Management, L.P.'s advisory clients individually own more than 5% of the Issuer's outstanding common stock. It should also be noted that 21,700 of the total shares being reported for Radcliffe Capital Management, L.P. and RGC Management Company, LLC are not beneficially owned by Radcliffe Ultra Short Duration Master Fund, L.P. or any other advisory clients of Radcliffe Capital Management, L.P.

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

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not applicable.

Item 8. Identification and Classification of Members of the Group:

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

Not applicable.

Item 9. Notice of Dissolution of Group:

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not applicable.

**Item
10. Certifications:**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 5, 2018
(Date)

Radcliffe
Capital
Management,
L.P.* /s/ Steven B. Katznelson
Signature

By RGC Steven B. Katznelson
Management Managing Member
Company,
LLC,

Its General
Partner
RGC /s/ Steven B. Katznelson
Management Signature
Company,
LLC* Steven B. Katznelson
Managing Member

/s/ Steven B. Katznelson
Signature
Steven B.
Katznelson*

/s/ Christopher Hinkel
Signature
Christopher
Hinkel*

Radcliffe /s/ Steven B. Katznelson
Ultra Short Signature

Duration

Master Steven B. Katznelson
Fund, Managing Member
L.P.*

By
Radcliffe
Capital
Investors,
LLC,

Its General
Partner

/s/ Steven B. Katznelson
Signature

Radcliffe
Capital Steven B. Katznelson
Investors, Managing Member
LLC*

*The Reporting Person specifically disclaims beneficial ownership of the securities reported herein, except to the extent of his or its pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, *Provided, however*, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations

(*see* 18 U.S.C. 1001).

Exhibit A

Agreement

The undersigned agree that this Schedule 13G dated March 5, 2018 relating to the Common Stock, \$.001 par value of Iconix Brand Group, Inc. shall be filed on behalf of the undersigned.

March 5, 2018
(Date)

Radcliffe Capital Management, L.P.
By RGC Management Company, LLC,
Its General Partner

/s/ Steven B. Katznelson
Signature

Steven B. Katznelson
Managing Member

RGC Management Company, LLC

/s/ Steven B. Katznelson
Signature

Steven B. Katznelson
Managing Member

Steven B. Katznelson

/s/ Steven B. Katznelson
Signature

Christopher Hinkel

/s/ Christopher Hinkel
Signature

Radcliffe Ultra Short Duration Master Fund, L.P.

By Radcliffe Capital Investors, LLC,

/s/ Steven B. Katznelson

Signature

Its General Partner

Steven B. Katznelson

Managing Member

/s/ Steven B. Katznelson

Signature

Radcliffe Capital Investors, LLC

Steven B. Katznelson

Managing Member