

TANGRAM ENTERPRISE SOLUTIONS INC
Form SC 13D/A
February 24, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED ON STATEMENTS FILED PURSUANT TO RULE 13D-1(A)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(A)
Amendment No. 11

Tangram Enterprise Solutions, Inc.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

875924 10 2
(CUSIP Number)

Karen M. Keating, Esq.
Safeguard Scientifics, Inc.
435 Devon Park Drive, Building 800
Wayne, PA 19087
(610) 975-4984

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 20, 2004
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box
—.

NOTE: Schedules filed in paper format shall include a signed original and give copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SAFEGUARD SCIENTIFICS, INC. 23-1609753

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]

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(b) []

 3 SEC USE ONLY

4 SOURCE OF FUNDS

 N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 PENNSYLVANIA

| | |
|--|--------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER -0- |
|--|--------------------------------|

| |
|----------------------------------|
| 8 SHARED VOTING POWER -0- |
|----------------------------------|

| |
|-------------------------------------|
| 9 SOLE DISPOSITIVE POWER -0- |
|-------------------------------------|

| |
|--|
| 10 SHARED DISPOSITIVE POWER -0- |
|--|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 -0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES [X] **

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

 0.0%

14E TYPE OF REPORTING PERSON

 CO

** Excludes an aggregate of 12,833 shares that have been pledged to
 Safeguard Scientifics, Inc. as collateral for a loan it provided to a
 former officer. Safeguard Scientifics, Inc. disclaims beneficial ownership
 of such shares.

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1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 SAFEGUARD DELAWARE, INC. 52-2081181

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]

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(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14E TYPE OF REPORTING PERSON

CO

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SAFEGUARD SCIENTIFICS (DELAWARE), INC.

51-0291171

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [X]

(b) []

3 SEC USE ONLY

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4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14E TYPE OF REPORTING PERSON

CO

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ITEM 1. SECURITY AND ISSUER.

This Amendment No. 11 to Schedule 13D amends and supplements the Schedule 13D, as amended, previously filed by the Reporting Persons relating to the common stock, par value \$.01 per share (the "Common Stock") of Tangram Enterprise Solutions, Inc. (the "Company"). This Statement on Schedule 13D relates to the closing of the Agreement and Plan of Reorganization by and among Opware Inc., TES Acquisition Corp. and the Company. The executive office of the Company is located at 11000 Regency Parkway, Suite 401, Cary, North Carolina 27511-8504.

ITEM 2. IDENTITY AND BACKGROUND.

NO CHANGE EXCEPT AS FOLLOWS:

(a) - (c) This Schedule 13D is being filed by: Safeguard Scientifics, Inc.

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("Safeguard"), Safeguard Delaware, Inc. ("SDI") and Safeguard Scientifics (Delaware), Inc. ("SSDI") (collectively, the "Safeguard Reporting Persons"). Safeguard is a leader in developing companies primarily in the information technology and healthcare life sciences areas. SDI and SSDI are wholly owned subsidiaries of Safeguard. Set forth in Schedule I annexed hereto are the name, identity and background of each Safeguard Reporting Person and set forth in Schedules II, III and IV annexed hereto is the information required by Item 2 of Schedule 13D about the identity and background of each Safeguard Reporting Person's directors, executive officers and controlling persons, if any. The Safeguard Reporting Persons are sometimes referred to herein, collectively, as the "Reporting Persons," and, individually, as a "Reporting Person."

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Not applicable

ITEM 4. PURPOSE OF TRANSACTION.

In accordance with the Agreement and Plan of Reorganization dated December 4, 2003 (the "Merger Agreement"), on February 20, 2004, TES Acquisition Corp., a wholly owned subsidiary of Opware, Inc., was merged with and into Company (the "Merger"), with the Company continuing as the surviving corporation as a wholly owned subsidiary of Opware, Inc. As a result of the Merger, (i) Safeguard Delaware, Inc. will receive approximately 533,756 shares of Opware, Inc. common stock in payment of an outstanding note in the principal amount of \$650,000 plus accrued interest of \$4,513.89, and in exchange for 3,000 shares of Series F Preferred Stock of the Company, and (ii) Safeguard Scientifics (Delaware), Inc. will receive approximately 247,483 shares of Opware, Inc. common stock in exchange for 10,816,604 shares of Company common stock.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Replace the disclosure previously contained in Item 5 with the following:

The table below sets forth the aggregate number of shares and percentage of the Company's outstanding shares beneficially owned by each Reporting Person. Except as otherwise noted, each person listed has sole voting and dispositive power over all shares listed opposite its name. Any of the aforementioned persons whose names do not appear in the table below do not, to the best of each Reporting Person's knowledge, beneficially own any shares of the Company.

No Reporting Person or director or executive officer of a Reporting Person listed on Schedules II-IV annexed hereto has consummated any transaction in the Company's shares during the past sixty days other than as set forth herein. As a result of the Merger, as of February 20, 2004, the Reporting Persons ceased to be the beneficial owner of more than five percent of the class of securities.

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| | Beneficial Ownership | |
|---|----------------------|------------------------|
| | Number of Shares | Percentage of Total |
| Safeguard Scientifics, Inc. | 0 | 0.0% |
| Safeguard Delaware, Inc. | 0 | 0.0% |
| Safeguard Scientifics (Delaware), Inc. | 0 | 0.0% |

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

None

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.

Date: February 24, 2004

Safeguard Scientifics, Inc.

By: CHRISTOPHER J. DAVIS

Christopher J. Davis
Managing Director and Chief Financial
Officer

Safeguard Delaware, Inc.

Date: February 24, 2004

By: CHRISTOPHER J. DAVIS

Christopher J. Davis
Vice President and Treasurer

Date: February 24, 2004

Safeguard Scientifics (Delaware), Inc.

By: CHRISTOPHER J. DAVIS

Christopher J. Davis
Vice President and Treasurer

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SCHEDULE I

1. Safeguard Scientifics, Inc.

Safeguard Scientifics, Inc., a Pennsylvania corporation ("Safeguard"), owns all of the outstanding capital stock of Safeguard Delaware, Inc. ("SDI") and Safeguard Scientifics (Delaware) Inc., a Delaware corporation ("SSDI"). Safeguard has an address at 800 The Safeguard Building, 435 Devon Park Drive, Wayne, PA 19087-1945. Safeguard is a leader in developing companies primarily in the information technology and healthcare life sciences areas. See Schedule II with respect to the executive officers and directors of Safeguard as of the date of filing this Schedule 13D.

2. Safeguard Delaware, Inc.

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SDI is a wholly owned subsidiary of Safeguard. SDI is a holding company and has an office at 103 Springer Building, 3411 Silverside Road, P.O. 7048, Wilmington, DE 19803. Schedule III provides information about the executive officers and directors of SDI as of the date of filing this Schedule 13D.

3. Safeguard Scientifics (Delaware), Inc.

SSDI is a wholly owned subsidiary of Safeguard. SSDI is a holding company and has an office at 103 Springer Building, 3411 Silverside road, P.O. Box 7048, Wilmington, DE 19803. Schedule IV provides information about the executive officers and directors of SSDI as of the date of filing this Schedule 13D.

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SCHEDULE II
EXECUTIVE OFFICERS AND DIRECTORS OF SAFEGUARD SCIENTIFICS, INC.

| Name ---- | Present Principal Employment ----- | Business Address ----- |
|----------------------|---|--|
| EXECUTIVE OFFICERS* | | |
| Anthony L. Craig | President, Chief Executive Officer and Director | Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087 |
| Michael F. Cola | Managing Director, Corporate Operations | Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087 |
| Christopher J. Davis | Managing Director and Chief Financial Officer | Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087 |
| Anthony A. Ibarguen | Managing Director, Business & IT Services | Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087 |
| DIRECTORS* | | |
| Robert E. Keith, Jr. | Managing Director, TL Ventures | TL Ventures 435 Devon Park Drive, Bldg. 700 Wayne, PA 19087 |
| Anthony L. Craig | Same as above | Same as above |
| Julie A. Dobson | Consultant | 12617 Greenbriar Road Potomac, MD 20854 |

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| | | |
|---------------------|--|--|
| Andrew E. Lietz | Managing Director, Rye Capital Management | P. O. Box 738 Rye, NH 03870 |
| George MacKenzie | Consultant | 360 High Ridge Road Chadds Ford, PA 19317 |
| Jack L. Messman | Chairman and CEO, Novell, Inc. | Novell, Inc. 404 Wyman Street, Suite 500 Waltham, MA 02451 |
| Russell E. Palmer | Chairman and CEO, The Palmer Group | The Palmer Group 3600 Market Street, Suite 530 Philadelphia, PA 19104 |
| John W. Poduska Sr. | Consultant | 295 Meadowbrook Rd. Weston, MA 02493-2450 |
| Robert Ripp | Chairman, Lightpath Technologies, Inc. | 21 Old Logging Road Bedford, NY 10506 |
| John J. Roberts | Consultant | 1007 Canterbury Lane Villanova, PA 19085 |

* All Executive Officers and Directors are U.S. Citizens.

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SCHEDULE III
EXECUTIVE OFFICERS AND DIRECTORS OF SAFEGUARD DELAWARE, INC.

| Name ----- | Present Principal Employment ----- | Business Address ----- |
|----------------------|---|--|
| EXECUTIVE OFFICERS* | | |
| Anthony L. Craig | President, Safeguard Delaware, Inc.; President and CEO, Safeguard Scientifics, Inc. | Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087 |
| Christopher J. Davis | Vice President & Treasurer, Safeguard Delaware, Inc.; Managing Director and CFO, Safeguard Scientifics, Inc. | Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087 |
| DIRECTORS* | | |
| Deirdre Blackburn | Manager, Legal Systems & Corporate Secretary, Safeguard Scientifics, Inc. | Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087 |
| Steve Grenfell | Director, Safeguard Scientifics, Inc. | Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087 |

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* All Executive Officers and Directors are U.S. Citizens.

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SCHEDULE IV
EXECUTIVE OFFICERS AND DIRECTORS OF SAFEGUARD SCIENTIFICS (DELAWARE), INC.

| Name ----- | Present Principal Employment ----- | Business Address ----- |
|----------------------|--|--|
| EXECUTIVE OFFICERS* | | |
| Anthony L. Craig | President, Safeguard Delaware, Inc.; President and CEO, Safeguard Scientifics, Inc. | Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087 |
| Christopher J. Davis | Vice President & Treasurer, Safeguard Delaware, Inc.; Managing Director and CFO, Safeguard Scientifics, Inc. | Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087 |
| DIRECTORS* | | |
| Deirdre Blackburn | Manager, Legal Systems & Corporate Secretary, Safeguard Scientifics, Inc. | Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087 |
| Steve Grenfell | Director, Safeguard Scientifics, Inc. | Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087 |

* All Executive Officers and Directors are U.S. Citizens.