

CLARIENT, INC
Form 4
November 21, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SAFEGUARD SCIENTIFICS INC

(Last) (First) (Middle)

435 DEVON PARK
DRIVE, BUILDING 800

(Street)

WAYNE, PA 19087-1945

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CLARIENT, INC [CLRT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/20/2008 | | X | | 100,000 | A | \$ 0.01 |
| | | | | | 38,982,600 | I | |
| Common Stock | 11/20/2008 | | X | | 125,000 | A | \$ 0.01 |
| | | | | | 39,107,600 | I | |
| Common Stock | 11/20/2008 | | X | | 31,250 | A | \$ 0.01 |
| | | | | | 39,138,850 | I | |
| Common Stock | 11/20/2008 | | X | | 31,250 | A | \$ 0.01 |
| | | | | | 39,170,100 | I | |

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| | | | | | | | | | (1) |
|--------------|------------|--|---|-----------|---|---------|------------|---|------------------------|
| Common Stock | 11/20/2008 | | X | 31,250 | A | \$ 0.01 | 39,201,350 | I | SSI Delaware (1) |
| Common Stock | 11/20/2008 | | X | 1,643,750 | A | \$ 0.01 | 40,845,100 | I | SSI Delaware (1) |
| Common Stock | 11/20/2008 | | X | 550,000 | A | \$ 0.01 | 41,395,100 | I | SSI Delaware (1) |
| Common Stock | 11/20/2008 | | X | 550,000 | A | \$ 0.01 | 41,945,100 | I | SSI Delaware (1) |
| Common Stock | 11/20/2008 | | X | 550,000 | A | \$ 0.01 | 42,495,100 | I | SSI Delaware (1) |
| Common Stock | 11/20/2008 | | X | 550,000 | A | \$ 0.01 | 43,045,100 | I | SSI Delaware (1) |
| Common Stock | | | | | | | 3,438,721 | I | Safeguard Delaware (1) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Warrant (right to buy) | \$ 0.01 | 11/20/2008 | | X | 100,000 | 01/17/2007 | 01/17/2011 | Common Stock | 100,000 |
| Warrant (right to buy) | \$ 0.01 | 11/20/2008 | | X | 125,000 | 03/07/2007 | 03/07/2011 | Common Stock | 125,000 |

| | | | | | | | | |
|------------------------------|---------|------------|---|-----------|------------|------------|-----------------|-----------|
| Warrant (right to buy) | \$ 0.01 | 11/20/2008 | X | 31,250 | 11/14/2007 | 11/14/2011 | Common Stock | 31,250 |
| Warrant (right to buy) | \$ 0.01 | 11/20/2008 | X | 31,250 | 12/17/2007 | 12/17/2011 | Common Stock | 31,250 |
| Warrant (right to buy) | \$ 0.01 | 11/20/2008 | X | 31,250 | 03/05/2008 | 03/05/2012 | Common Stock | 31,250 |
| Warrant (right to buy) | \$ 0.01 | 11/20/2008 | X | 1,643,750 | 03/14/2008 | 03/14/2013 | Common Stock | 1,643,750 |
| Warrant (right to buy) | \$ 0.01 | 11/20/2008 | X | 550,000 | 06/11/2008 | 06/11/2013 | Common Stock | 550,000 |
| Warrant (right to buy) | \$ 0.01 | 11/20/2008 | X | 550,000 | 07/02/2008 | 07/02/2013 | Common Stock | 550,000 |
| Warrant (right to buy) | \$ 0.01 | 11/20/2008 | X | 550,000 | 09/02/2008 | 09/02/2013 | Common Stock | 550,000 |
| Warrant (right to buy) | \$ 0.01 | 11/20/2008 | X | 550,000 | 11/06/2008 | 11/06/2013 | Common Stock | 550,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SAFEGUARD SCIENTIFICS INC 435 DEVON PARK DRIVE BUILDING 800 WAYNE, PA 19087-1945 | | X | | |

Signatures

By: Brian J. Sisko, SVP & General Counsel For: Safeguard
Scientifics

11/21/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Safeguard Delaware, Inc. ("SSI Delaware") and Safeguard Scientifics (Delaware), Inc. ("Safeguard Delaware") are wholly-owned subsidiaries of reporting person and the record holders of the Issuer's securities.

Remarks:

Additional Reporting Persons (both of which are wholly owned subsidiaries of reporting person):

Safeguard Scientifics (Delaware), Inc.

Safeguard Delaware, Inc.

1105 North Market Street

Wilmington, DE 19801

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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