

Edgar Filing: EMERGE INTERACTIVE INC - Form SC 13D/A

EMERGE INTERACTIVE INC  
Form SC 13D/A  
March 31, 2005

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

SCHEDULE 13D  
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(A)

AMENDMENT NO. 4

EMERGE INTERACTIVE, INC.

-----  
(Name of Issuer)

CLASS A COMMON STOCK, \$0.008 PAR VALUE

-----  
(Title of Class of Securities)

29088W 10 3

-----  
(CUSIP Number)

STEVEN J. FEDER  
SENIOR VICE PRESIDENT & GENERAL COUNSEL  
SAFEGUARD SCIENTIFICS, INC.  
435 DEVON PARK DRIVE, BUILDING 800  
WAYNE, PA 19087  
(610) 293-0600

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

MARCH 28, 2005

-----  
(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 that 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 five 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 PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
SAFEGUARD SCIENTIFICS, INC. 23-1609753

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

7 SOLE VOTING POWER  
-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER 7,524,577 SHARES OF CLASS A COMMON STOCK
	9 SOLE DISPOSITIVE POWER -0-
	10 SHARED DISPOSITIVE POWER 7,524,577 SHARES OF CLASS A COMMON STOCK

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,524,577 SHARES OF CLASS A COMMON STOCK

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
14.9%

14 TYPE OF REPORTING PERSON  
CO

\* Excludes an aggregate of 3,801 shares of common stock held by certain executive officers and directors of the Reporting Persons. The Reporting Persons disclaim beneficial ownership of such shares.

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
SAFEGUARD DELAWARE, INC. 52-2081181

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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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

7 SOLE VOTING POWER  
-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON WITH

8 SHARED VOTING POWER  
3,370,656 SHARES OF CLASS A COMMON STOCK

9 SOLE DISPOSITIVE POWER  
-0-

10 SHARED DISPOSITIVE POWER  
3,370,656 SHARES OF CLASS A COMMON STOCK

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,370,656 SHARES OF CLASS A COMMON STOCK

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.7%

14 TYPE OF REPORTING PERSON  
CO

\* Excludes an aggregate of 3,801 shares of common stock held by certain executive officers and directors of the Reporting Persons. The Reporting Persons disclaim beneficial ownership of such shares.

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
SAFEGUARD SCIENTIFICS (DELAWARE), INC. 51-0291171

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

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	7	SOLE VOTING POWER -0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 4,153,921 SHARES OF CLASS A COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 4,153,921 SHARES OF CLASS A COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,153,921 SHARES OF CLASS A COMMON STOCK	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <span style="float: right;">[X]*</span>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.3%	
14	TYPE OF REPORTING PERSON CO	

\* Excludes an aggregate of 3,801 shares of common stock held by certain executive officers and directors of the Reporting Persons. The Reporting Persons disclaim beneficial ownership of such shares.

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This Amendment No. 4 to Schedule 13D amends and supplements the Schedule 13D, as amended, previously filed by the Reporting Persons relating to the Class A Common Stock, \$0.008 par value per share, of eMerge Interactive, Inc., a Delaware corporation (the "Company"), as described in the following items:

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is amended to include the following:

Safeguard Delaware, Inc. ("SDI"), Safeguard Scientifics (Delaware), Inc. ("SSDI") and the Company are parties to a Registration Rights Agreement dated as of July 17, 1997, that entitles SDI and SSDI, under certain circumstances, to require the Company to register for resale certain shares of the Company's Class A Common Stock held by each of SDI and SSDI. SDI and SSDI recently exercised their registration rights under that agreement, and the Company included in its Registration Statement on Form S-3 filed with the Securities and Exchange Commission on March 28, 2005 (the "Registration Statement"), an aggregate of 5,276,836 shares of Class A Common Stock, of which 1,122,915 shares are owned by SDI and 4,153,921 shares are owned by SSDI (the "Shares"). The inclusion of the Shares in the Registration Statement will facilitate a potential disposition of the Shares by SDI and SSDI.

Except as set forth in this item, the Reporting Persons have not formulated any plans or proposals of the types referred to in clauses (a) through (j) of Item 4 of Schedule 13D (although each Reporting Person reserves the right to develop such plans).

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

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The disclosure previously contained in Item 5 is amended and restated in its entirety as follows:

The table below sets forth the aggregate number of shares and percentage of the Company's outstanding shares of Class A Common Stock 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.

No Reporting Person or director or executive officer of a Reporting Person has consummated any transaction in the Company's shares during the past 60 days.

	Number of Shares	Beneficial Ownership of Total Shares Outstanding (1)	Percentage
Safeguard Scientifics, Inc.	7,524,577 (2)		14.9%
Safeguard Delaware, Inc.	3,370,656 (2) (3)		6.7%
Safeguard Scientifics (Delaware), Inc.	4,153,921 (3)		8.3%

(1) Calculations based upon 50,337,581 shares of Company Class A Common Stock outstanding on March 22, 2005, as reported in the Company's Registration Statement.

(2) Represents the 4,153,921 shares of Class A Common Stock beneficially owned by SSDI and the 3,370,656 shares of Class A Common Stock beneficially owned by SDI. Safeguard Scientifics, Inc. ("Safeguard") and each of SDI and SSDI have reported that Safeguard together with each of SDI and SSDI, respectively, have both shared voting and dispositive power with respect to the shares beneficially owned by each of SDI and SSDI, respectively, because Safeguard is the sole stockholder of each of SDI and SSDI. Excludes an aggregate of 3,801 shares of Class A Common Stock held by certain executive

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officers and directors of the Reporting Persons. The Reporting Persons disclaim beneficial ownership of such shares.

(3) SDI and SSDI are wholly owned subsidiaries of Safeguard.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is amended to include the following:

99.1. Joint Filing Agreement dated March 31, 2005, by and among Safeguard Scientifics, Inc., Safeguard Delaware, Inc. and Safeguard Scientifics (Delaware), Inc.

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: March 31, 2005

Safeguard Scientifics, Inc.

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By: STEVEN J. FEDER  
-----  
Steven J. Feder  
Senior Vice President and  
General Counsel

Date: March 31, 2005

Safeguard Delaware, Inc.

By: STEVEN J. FEDER  
-----  
Steven J. Feder  
Vice President

Date: March 31, 2005

Safeguard Scientifics (Delaware), Inc.

By: STEVEN J. FEDER  
-----  
Steven J. Feder  
Vice President