

NUPATHE INC.  
Form 4  
April 25, 2013

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

435 DEVON PARK DRIVE, BLDG.  
800

(Street)

WAYNE, PA 19087-1945

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

NUPATHE INC. [PATH]

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

04/24/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 (D) Price			

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 9)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	04/24/2013	A		27,000		<u>(1)</u>	<u>(1)</u>	Common Stock	27,000

## Reporting Owners

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

## Signatures

By: Brian J. Sisko EVP & Managing Director For: Safeguard  
Scientifics, Inc.

04/25/2013

\_\_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).

- The restricted stock units granted to Brian Sisko and James Datin shall vest upon the earlier of (i) the day before the Issuer's 2014 annual meeting of stockholders or (ii) April 24, 2014. Shares of Issuer common stock with respect to vested restricted stock units shall be delivered upon the earliest of: (i) March 31 of the calendar year immediately following the year in which the restricted stock units vest;
- (1) (ii) a Change of Control (as defined in the 2010 Plan) but only to the extent the "Change of Control" is also a "change in control event" for purposes of section 409A of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder (the "Code"); or (iii) Messrs. Datin or Sisko's "separation from service" from the Issuer (within the meaning of such term under section 409A of the Code).

- The Restricted Stock Units were granted to James Datin and Brian Sisko, directors of the issuer. Messrs. Datin and Sisko are officers of Safeguard Scientifics, Inc., a public holding company which has been a stockholder of the Issuer since before its public offering. Pursuant
- (2) to Safeguard's employment practices and Safeguard's written agreements with Messrs. Datin and Sisko, Safeguard may be deemed the beneficial owner of the Restricted Stock Units. Safeguard also may be deemed a director by virtue of the fact that employees of Safeguard serve on the Issuer's board in connection with their employment duties.

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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