NUPATHE INC. Form 4 April 25, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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(b).

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NUPATHE INC. [PATH]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X Director

10% Owner

435 DEVON PARK DRIVE, BLDG.

(Street)

04/24/2013

(Month/Day/Year)

Officer (give title below)

Other (specify

800

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

WAYNE, PA 19087-1945

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial

Following

(I) Ownership (Instr. 4) (Instr. 4)

(A) or

Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

Owned

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

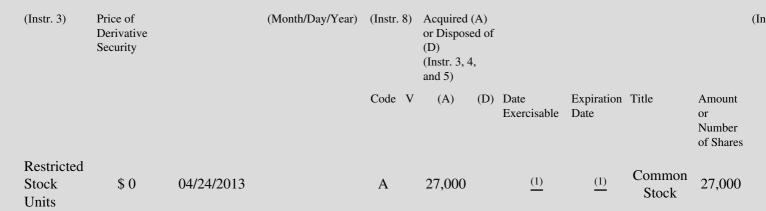
any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Se

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Reporting Owners

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

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

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