

CLARIENT, INC
Form 4
November 09, 2005

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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(Print or Type Responses)

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

(Last) (First) (Middle)

**800 THE SAFEGUARD
BUILDING, 435 DEVON PARK
DRIVE**

(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)

11/08/2005

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	11/08/2005		P ⁽¹⁾		9,000,000	A	\$ 1
Common Stock							

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
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SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Warrant (right to buy)	\$ 1.35	11/08/2005		P		801,000		11/09/2005	11/09/2009	Common Stock	801,000
Warrant (right to buy)	\$ 1.35	11/08/2005		P		549,000		<u>(3)</u>	<u>(3)</u>	Common Stock	549,000

Reporting Owners

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

Signatures

STEVEN J.
FEDER 11/09/2005

**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).

On 11/8/05, Safeguard Delaware, Inc. entered into a Securities Purchase Agreement with Issuer to acquire 9,000,000 shares of common stock and 1,350,000 warrants. Of these totals, 5,340,000 shares were purchased on 11/9/05 and 801,000 warrants were issued to

(1) Safeguard Delaware. The remaining 3,660,000 shares will be purchased, and the remaining 549,000 warrants will be issued, promptly following the effective date of the Issuer's compliance with the stockholder approval requirements of NASD Marketplace Rule 4350(i)(1)(D)(ii), which is expected to be no earlier than December 10, 2005.

(2) 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 securities reported herein.

(3) The issuance of these warrants will occur promptly following the effective date of the Issuer's compliance with the stockholder approval requirements of NASD Marketplace Rule 4350(i)(1)(D)(ii), which is expected to be no earlier than December 10, 2005. The warrants will be immediately exercisable and will expire four years following the date of issuance.

Remarks:

Additional Reporting Persons:

Safeguard Scientifics (Delaware), Inc.
Safeguard Delaware, Inc.
103 Springer Building
3411 Silverside Road
P. O. Box 7048
Wilmington, DE 19803

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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