

Edgar Filing: SAFEGUARD SCIENTIFICS INC ET AL - Form SC 13G/A

SAFEGUARD SCIENTIFICS INC ET AL  
Form SC 13G/A  
November 08, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1) (1)

OAO Technology Solutions, Inc.

-----  
(Name of Issuer)

Common Stock, \$.01 par value

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

67082B 10 5

-----  
(CUSIP Number)

October 22, 2001

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)

Rule 13d-(c)

Rule 13d-1(d)

-----  
(1) The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

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1. NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. 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

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

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NUMBER OF	5.	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		0
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8.	SHARED DISPOSITIVE POWER
WITH		0

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0

---

12. TYPE OF REPORTING PERSON\*

CO

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1. NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Safeguard Scientifics (Delaware), Inc.  
51-0291171

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

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(a)   
(b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF	5.	SOLE VOTING POWER
SHARES		0

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BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		0

---

EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		0

---

PERSON	8.	SHARED DISPOSITIVE POWER
WITH		0

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

---

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

---

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0

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12. TYPE OF REPORTING PERSON\*

CO

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1. NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Safeguard Delaware, Inc.  
52-2081181

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

---

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

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NUMBER OF	5.	SOLE VOTING POWER
SHARES	0	

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BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY	0	

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EACH	7.	SOLE DISPOSITIVE POWER
REPORTING	0	

---

PERSON	8.	SHARED DISPOSITIVE POWER
WITH	0	

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

---

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0

---

12. TYPE OF REPORTING PERSON\*

CO

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1. NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Safeguard 97 Capital L.P.  
52-2080802

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

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3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF	5.	SOLE VOTING POWER
SHARES	0	

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BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY	0	

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EACH	7.	SOLE DISPOSITIVE POWER
REPORTING	0	

---

PERSON	8.	SHARED DISPOSITIVE POWER
WITH	0	

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[ ]

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0

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12. TYPE OF REPORTING PERSON\*

PN

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Item 1(a). Name of Issuer:

OAO Technology Solutions, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

7500 Greenway Center Drive  
16th Floor  
Greenbelt, MD 20770

Item 2(a). Name of Person Filing:

- (1) Safeguard Scientifics, Inc.
- (2) Safeguard Scientifics (Delaware), Inc.
- (3) Safeguard Delaware, Inc.
- (4) Safeguard 97 Capital, L.P.

Item 2(b). Address of Principal Business Office:

- (1) 800 The Safeguard Building  
435 Devon Park Drive  
Wayne, PA 19087-1945
- (2) 103 Springer Building  
3411 Silverside Road  
Wilmington, DE 19803
- (3) 103 Springer Building  
3411 Silverside Road  
Wilmington, DE 19803
- (4) 103 Springer Building  
3411 Silverside Road  
Wilmington, DE 19803

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Item 2(c). Citizenship:

- (1) Pennsylvania
- (2) Delaware
- (3) Delaware
- (4) Delaware

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Item 2(d). Title of Class of Securities:

Common Stock, \$.01 par value per share

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Item 2(e). CUSIP Number:

67082B 10 5

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance Company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership:

(a) Amount Beneficially Owned:

0 shares of common stock

(b) Percent of Class:

0

(c) Number of shares as to which such person has:

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- (i) sole power to vote or to direct the vote:  
0
- (ii) shared power to vote or to direct the vote:  
0
- (iii) sole power to dispose or to direct the disposition of:  
0
- (iv) shared power to dispose or to direct the disposition of:  
0

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Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

On October 22, 2001, Terrapin Partners Subsidiary LLC acquired all 5,729,356 shares of common stock of OAO Technology Solutions, Inc. owned by reporting persons in exchange for \$9,453,437 in cash and \$2,006,000 of convertible preferred stock of Terrapin Partners.

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable

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Item 8. Identification and Classification of Members of the Group:

Safeguard Scientifics, Inc., Safeguard Delaware, Inc., Safeguard Scientifics (Delaware), Inc. and Safeguard 97 Capital L.P. are members of a group for purposes of Sections 13(d) and 13(g) of the Securities Exchange Act of 1934.

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Item 9. Notice of Dissolution of Group:

Not applicable

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Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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. In executing this statement, the undersigned agree, to the extent required by Rule 13d-1(k)(1)(iii), that this statement is being filed jointly on behalf on each of the Reporting Persons herein.

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SAFEGUARD SCIENTIFICS, INC.

By: /s/ N. Jeffrey Klauder

-----  
N. Jeffrey Klauder  
Executive Vice President and  
General Counsel

Dated: November 6, 2001

SAFEGUARD SCIENTIFICS (DELAWARE), INC.

By: /s/ N. Jeffrey Klauder

-----  
N. Jeffrey Klauder  
Vice President

Dated: November 6, 2001

SAFEGUARD DELAWARE, INC.

By: /s/ N. Jeffrey Klauder

-----  
N. Jeffrey Klauder  
Vice President

Dated: November 6, 2001

SAFEGUARD 97 CAPITAL L.P.,  
BY SAFEGUARD DELAWARE, INC.,  
its general partners

By: /s/ N. Jeffrey Klauder

-----  
N. Jeffrey Klauder  
Vice President

Dated: November 6, 2001