

HARRIS & HARRIS GROUP INC /NY/  
Form S-8  
March 19, 2008

As filed with the Securities and Exchange Commission on March 18, 2008

**Registration No. 333-**

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

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**Harris & Harris Group, Inc.**

*(Exact name of registrant as specified in its charter)*

**New York**  
*(State or other jurisdiction of  
incorporation or organization)*

**13-3119827**  
*(I.R.S. employer  
identification no.)*

**111 West 57<sup>th</sup> Street, Suite 1100  
New York, New York 10019  
Telephone: (212) 582-0900  
Facsimile: (212) 582-9563**  
*(Address of principal executive offices)*

**HARRIS & HARRIS GROUP, INC. 2006 EQUITY INCENTIVE PLAN**  
*(Full title of the plan)*

**Sandra M. Forman, Esq.  
General Counsel  
Harris & Harris Group, Inc.  
111 West 57<sup>th</sup> Street, Suite 1100  
New York, New York 10019  
Telephone: (212) 582-0900  
Facsimile: (212) 582-9563**  
*(Name and address of agent for service)*

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*Copies to:*

**Richard T. Prins, Esq.  
Skadden, Arps, Slate, Meagher & Flom  
LLP  
Four Times Square**

**New York, New York 10036-6522**

**Telephone: (212) 735-3000**

**Facsimile: (212) 735-2000**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer	x
Non-accelerated filer	Smaller reporting company	

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered<sup>(1)</sup></b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common stock, par value \$0.01 per share	682,133 <sup>(2)</sup>	\$5.90 <sup>(3)</sup>	\$4,024,585	\$158.17 <sup>(4)</sup>

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein.
- (2) 4,151,269 shares were originally registered on Form S-8 (File No. 333-135246) filed with the Securities and Exchange Commission on June 22, 2006; 1,520,661 additional shares were registered on Form S-8 (File No. 333-144059) filed with the Securities and Exchange Commission on June 26, 2007; and 682,133 additional shares are being registered herewith.
- (3) The estimated exercise price of \$5.90 per share was computed in accordance with Rule 457(c) and 457(h) under the Securities Act by averaging the high and low sales prices of Harris & Harris Group, Inc. Common Stock as quoted on the Nasdaq Global Market on March 17, 2008.
- (4) Previously paid in connection with a registration statement on Form N-2 filed on November 27, 2006.

This Registration Statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act.

**EXPLANATORY NOTE**

This registration statement on Form S-8 is being filed to register an additional 682,133 shares of common stock, par value \$0.01 per share (the "Common Stock"), of Harris & Harris Group, Inc. (the "Company") that may be issued and sold under the Harris & Harris Group, Inc. 2006 Equity Incentive Plan (the "Plan").

Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference into this registration statement the entire contents of, including all documents incorporated by reference or deemed incorporated by reference into, its registration statement on Form S-8 (File No. 333-135246) filed with the Securities and Exchange Commission on June 22, 2006 with respect to the Plan, and its registration statement on Form S-8 (File No. 333-144059) filed with the Securities and Exchange Commission on June 26, 2007 with respect to the Plan.

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## PART II

### Item 5. Interests of Named Experts and Counsel.

Sandra M. Forman, General Counsel and Chief Compliance Officer of the Company, issued an opinion in connection with this registration statement, which is filed as Exhibit 5 hereto. Ms. Forman is also a plan participant.

### Item 8. Exhibits.

#### Exhibit

#### Numbers

#### Description

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|------|--|
| 4.0  | Specimen of common stock certificate, incorporated by reference to Exhibit D to the Company's Registration Statement on Form N-2 (333-138996) filed on November 29, 2006 |
| 5.0  | Opinion of General Counsel of the Company  |
| 23.1 | Consent of PricewaterhouseCoopers LLP  |
| 23.2 | Consent of General Counsel of the Company (included in Exhibit 5.0 above)  |

The undersigned registrant hereby undertakes that it will submit the Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and will make all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in City of New York, State of New York, on March 18, 2008.

HARRIS & HARRIS GROUP, INC.

By: /s/ Charles E. Harris

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Name: Charles E. Harris  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons, in the capacities and on the date indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Charles E. Harris</u> Charles E. Harris	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	March 18, 2008
<u>/s/ Daniel B. Wolfe</u> Daniel B. Wolfe	Chief Financial Officer (Principal Financial Officer)	March 18, 2008
<u>/s/ Patricia N. Egan</u> Patricia N. Egan	Chief Accounting Officer and Senior Controller	March 18, 2008
<u>/s/ W. Dillaway Ayres, Jr.</u> W. Dillaway Ayres, Jr.	Director	March 18, 2008
<u>/s/ C. Wayne Bardin</u> Dr. C. Wayne Bardin	Director	March 18, 2008
<u>/s/ Phillip A. Bauman</u> Dr. Phillip A. Bauman	Director	March 18, 2008
<u>/s/ G. Morgan Browne</u> G. Morgan Browne	Director	March 18, 2008
<u>/s/ Dugald A. Fletcher</u> Dugald A. Fletcher	Director	March 18, 2008
<u>/s/ Douglas W. Jamison</u> Douglas W. Jamison	Director	March 18, 2008
<u>/s/ Kelly S. Kirkpatrick</u> Dr. Kelly S. Kirkpatrick	Director	March 18, 2008
<u>/s/ Lori D. Pressman</u> Lori D. Pressman	Director	March 18, 2008
<u>/s/ Charles E. Ramsey</u> Charles E. Ramsey	Director	March 18, 2008
<u>/s/ James E. Roberts</u> James E. Roberts	Director	March 18, 2008
<u>/s/ Richard P. Shanley</u> Richard P. Shanley	Director	March 18, 2008





Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in City of New York, State of New York, on March 18, 2008.

**HARRIS & HARRIS GROUP, INC. 2006 EQUITY INCENTIVE  
PLAN**

By: /s/ James E. Roberts

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not in his individual capacity, but solely as an  
authorized signatory for the Employee Benefits  
Administration Committee

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**EXHIBIT INDEX**

**Exhibit**

**Numbers Description**

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23.1	Consent of PricewaterhouseCoopers LLP