

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

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

December 15, 2004

HARRIS & HARRIS GROUP, INC.

(Exact name of registrant as specified in its charter)

New York 0-11576 13-3119827

(State or other jurisdiction (Commission File Number) (I.R.S. Employer
of incorporation) Identification No.)

111 West 57th Street
New York, New York 10019

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (212) 582-0900

Item 2.02. Results of Operations and Financial Condition

On December 15, 2004, Harris & Harris Group, Inc. (the "Company") announced that the Board of Directors had declared a designated undistributed capital gain dividend (also known as a deemed dividend) for 2004. The Board of Directors' resolution was subject to the Company having taxable net long-term capital gain income by year-end. It also announced that it anticipated having an amount of such gain sufficient to pay a deemed dividend of approximately \$520,000. On December 16, 2004, the Company announced that owing to the availability for tax purposes of a prior year's net capital loss carryover, the Company has determined that it will not have taxable net long-term capital gain income for 2004. Accordingly, the Company has determined that it will not have to pay taxes on this long-term capital gain and therefore will not declare a deemed dividend for 2004. Both press releases are included as an exhibit to this Form 8-K.

The Company currently estimates that it will have approximately \$775,000 net long-term capital gains for book purposes for all of calendar year 2004, subject to the year-end audit.

Item 9. Financial Statements and Exhibits

(a) Not applicable.

(b) Not applicable.

(c) Exhibits.

Exhibit No. Description

99.1 Press release dated December 15, 2004

99.2 Press release dated December 16, 2004

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 20, 2004 HARRIS & HARRIS GROUP, INC.

By: /s/ Helene B. Shavin

Helene B. Shavin
Vice President and Controller

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EXHIBIT INDEX

Exhibit No. Description

99.1 Press release dated December 15, 2004

99.2 Press release dated December 16, 2004

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PRESS RELEASE FOR IMMEDIATE RELEASE

HARRIS & HARRIS GROUP, INC. DECEMBER 15, 2004
111 WEST 57th STREET
NEW YORK, NEW YORK 10019 CONTACT: CHARLES E. HARRIS

NASDAQ/NMS SYMBOL: TINY TEL. NO. (212) 582-0900

HARRIS & HARRIS GROUP DECLARES DEEMED DIVIDEND

Harris & Harris Group, Inc. announced today that its Board of Directors, in accordance with rules governing a Regulated Investment Company ("RIC") under Sub-Chapter M of the Internal Revenue Code, has declared a designated undistributed capital gain dividend (also known as a deemed dividend) for 2004.

This deemed dividend will be an amount equal to \$520,246.35 or \$0.030161228 per share. It is payable to shareholders of record as of December 31, 2004. Shareholders of record on the record date will be provided with the exact amount of the deemed dividend attributable to their shares by their stock broker if their shares are held in electronic format or by The Bank of New York if their shares are held directly. This information will be reported on IRS Form 2439.

The following simplified example illustrates the tax treatment under Sub-Chapter M of the Internal Revenue Code for the Company and its shareholders with regard to the \$520,246.35 or \$0.030161228 per share net long-term capital gain retained by the Company and designated as an undistributed capital gain or deemed dividend:

1. The Company will pay a corporate-level federal income tax of 35% or \$182,086.22 on the undistributed capital gain, or approximately \$0.010556429 per share.
2. Shareholders will increase their cost basis in their stock by approximately \$0.01960548 per share. Individual shareholders who are taxable at the highest marginal rate will pay a 15 percent federal capital gains tax on 100 percent of the undistributed capital gain of \$0.030161228 per share (or approximately \$0.00452 per share in tax). Other taxable shareholders will pay tax on the undistributed capital gain at their appropriate rates.
3. All shareholders will receive a federal tax credit equal to 35 percent of the undistributed capital gain, or \$0.0105564 per share. Taxable shareholders can use that credit to offset their federal tax liabilities for 2004 and can claim a refund to the extent of any unused credit. Shareholders which hold their shares in tax-deferred accounts can receive a refund from the IRS of the taxes paid by the Company on the deemed dividend by having their custodians file IRS Form 990T with the IRS. (It typically takes several months for the custodian to receive the refund and deposit it in individual shareholders' accounts.) Other tax exempt shareholders can also receive a refund of the taxes paid on the deemed dividend by filing IRS Form 990T.

For more complete information about the Company's tax status and the implications for the Company's shareholders, please see the Company's 2003 Annual Report on Form 10-K.

Harris & Harris Group is a publicly traded venture capital company that now makes initial investments exclusively in tiny technology, including nanotechnology, microsystems and microelectromechanical systems (MEMS). The Company's last 20 initial private equity investments have been in tiny-technology enabled companies. The Company has 17,248,845 common shares outstanding.

Detailed information about Harris & Harris Group and its holdings can be found on its website at www.TinyTechVC.com.

This press release may contain statements of a forward-looking nature relating to future events. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. These statements reflect the Company's current beliefs, and a number of important factors could cause actual results to differ materially from those expressed in this press release. Please see the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission for a more detailed discussion of the risks and uncertainties associated with the Company's business, including but not limited to the risks and uncertainties associated with venture capital investing and other significant factors that could affect the Company's actual results. Except as otherwise required by Federal securities laws, Harris & Harris Group, Inc., undertakes no obligation to update or revise these forward-looking statements to reflect new events or uncertainties.

PRESS RELEASE FOR IMMEDIATE RELEASE

HARRIS & HARRIS GROUP, INC. DECEMBER 16, 2004
111 WEST 57th STREET
NEW YORK, NEW YORK 10019 CONTACT: CHARLES E. HARRIS

NASDAQ/NMS SYMBOL: TINY TEL. NO. (212) 582-0900

HARRIS & HARRIS GROUP WILL NOT DECLARE A DEEMED DIVIDEND FOR 2004

Harris & Harris Group, Inc., announced today that owing to the availability for tax purposes of a prior year's net capital loss carryover, the Company has determined that it will not have taxable net long-term capital gain income for 2004. The Company will have \$520,246.35 net long-term capital gains for book purposes for 2004, which we will retain for working capital and new and follow-on investments. Thus, contrary to yesterday's press release, the Company has determined that it will not have to pay taxes on this long-term capital gain and therefore will not declare an undistributed capital gain dividend (also known as a deemed dividend) for 2004.

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