# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

### FORM 8-A

### FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

#### HARRIS & HARRIS GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

New York	13-3119827
(State of Incorporation	(I.R.S. Employer
or Organization)	Identification no.)

One Rockefeller Plaza	10020
Rockefeller Center	(Zip Code)
New York, New York	
(Address of Principal Executive Offic	es)
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If this form relates to the registration	If this form relates to the registration
of a class of securities pursuant to	of a class of securities pursuant to
Section 12(b) of the Exchange Act and is	s Section 12(g) of the Exchange Act and is
effective pursuant to General Instruction	effective pursuant to General Instruction
A.(c), please check the following box.	A.(d), please check the following box. $ X $

  |Securities Act registration statement file number to which this form relates: 333-87032

Securities to be registered pursuant to Section 12(b) of the Act:

None

Securities to be registered pursuant to Section 12(g) of the Act:

Title of Each Class	Name of Each Exchange on Which
to be so Registered	Each Class is to be Registered

Rights Nasdaq National Market

# INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The description of the Registrant's securities to be registered is incorporated by reference to the description contained under the caption "The Offer and Plan of Distribution - Terms of the Offer" in the Registrant's Registration Statement on Form N-2 (Nos. 333-87032 and 811-07074) as filed electronically with the Securities and Exchange Commission (the "Commission") on April 26, 2002 (Accession No. 0000950172-02-000832) ("Registration Statement on Form N-2"), as amended by Pre- Effective Amendment No.1 to the Registration Statement on Form N-2, as filed with the Commission on June 6, 2002 (Accession No.0000950172-02-001220) ("Pre- Effective Amendment No. 1") which are incorporated by reference.

Item 2. Exhibits.

Subscription Certificate, Beneficial Owner Listing Certification, Notice of Guaranteed Delivery, DTC Participant Over-Subscription Certificate and Specimen certificate of common stock certificate. The Subscription Certificate, Beneficial Owner Listing Certification, Notice of Guaranteed Delivery and DTC Participant Over-Subscription Certificate are hereby incorporated by reference to Exhibit (d) of the Registrant's Registration Statement on Form N-2, as amended by Pre-Effective Amendment No.1. The Specimen certificate of common stock certificate is hereby incorporated by reference to Exhibit 4 of the Registrant's Registration Statement on Form N-2 as filed with the Commission on October 29, 1992.

# SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

# HARRIS & HARRIS GROUP, INC.

By: /s/

Name: Charles E. Harris Title: Chairman and CEO (Principal Executive Officer)

Date: June 12, 2002