

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