

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-4

ISSUER TENDER OFFER STATEMENT
(PURSUANT TO SECTION 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934)

HARRIS & HARRIS GROUP, INC.
(Name of Issuer)

HARRIS & HARRIS GROUP, INC.
(Name of Person(s) Filing Statement)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

413833104
(CUSIP Number of Class of Securities)

Mel P. Melsheimer
Harris & Harris Group, Inc.
One Rockefeller Plaza
Rockefeller Center
New York, NY 10020
(212) 332-3600
(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

COPY TO:

Thomas A. Hale
Skadden, Arps, Slate, Meagher & Flom (Illinois)
333 West Wacker Drive
Chicago, Illinois
(312) 407-0835

July 14, 1999
(Date Tender Offer First Published, Sent or Given to Security Holders)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$1,793,000	\$359.00

* Calculated solely for purposes of determining the filing fee. This amount assumes the purchase of 1,100,000 shares of Common Stock of Harris & Harris Group, Inc. \$1.63 per Share. The amount of the filing fee was calculated in accordance with Section 13(e)(3) of the Securities Exchange Act of 1934, as amended, and Rule 0-11 thereunder.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was

previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

This Issuer Tender Offer Statement on Schedule 13E-4 (the "Statement") relates to the tender offer by Harris & Harris Group, Inc., a New York corporation (the "Company"), to purchase up to 1,100,000 shares of its common stock, par value \$0.01 per share, at a price of \$1.63 per share the "Shares"), net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 14, 1999 (the "Offer to Purchase") and the related Letter of Transmittal (which, as they may be amended from time to time, are herein collectively referred to as the "Offer"). Copies of the Offer to Purchase and Letter of Transmittal are filed as Exhibits (a)(1) and (a)(2), respectively, to this Statement

and are incorporated herein by reference.

ITEM 1. SECURITY AND ISSUER.

(a) The name of the issuer is Harris & Harris Group, Inc. The address of its principal executive offices One Rockefeller Plaza, Rockefeller Center, New York, New York 10020.

(b) The information set forth in "Introduction," "Section 1. Price; Number of Shares of Common Stock" and "Section 10. Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Stock" in the Offer to Purchase is incorporated herein by reference. The Offer is being made to all holders of Shares, including officers, directors and affiliates of the Company, although the Company has been advised that none of its directors or executive officers intends to tender any Shares pursuant to the Offer.

(c) The information set forth in "Introduction" and "Section 9. Price Range of Shares of Common Stock; Dividends" in the Offer to Purchase is incorporated herein by reference.

(d) This Statement is being filed by the issuer.

ITEM 2. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

(a)-(b) The information set forth in "Section 12. Source and Amount of Funds" in the Offer to Purchase is incorporated herein by reference.

ITEM 3. PURPOSE OF THE TENDER OFFER AND PLANS OR PROPOSALS OF THE ISSUER.

(a)-(j) The information set forth in "Introduction," "Section 7. Purpose of the Offer," "Section 10. Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares," "Section 11. Certain Effects of the Offer" and "Section 12. Source and Amount of Funds" in the Offer to Purchase is incorporated herein by reference.

ITEM 4. INTEREST IN SECURITIES OF THE ISSUER.

The information set forth in "Section 10. Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" in the Offer to Purchase is incorporated herein by reference.

ITEM 5. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO THE ISSUER'S SECURITIES.

The information set forth in "Introduction," "Section 7. Purpose of the Offer" and "Section 10. Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" in the Offer to Purchase is incorporated herein by reference.

ITEM 6. PERSONS RETAINED, EMPLOYED OR TO BE COMPENSATED.

No persons have been employed, retained or are to be compensated by or on behalf of the Company to make solicitations or recommendations in connection with the Offer.

ITEM 7. FINANCIAL INFORMATION.

(a)-(b) Reference is hereby made to the financial statements included as part of Exhibit (a)(2) attached hereto, which are incorporated herein by reference.

ITEM 8. ADDITIONAL INFORMATION.

(a) The information set forth in "Introduction," and "Section 10. Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" in the Offer to Purchase is incorporated herein by reference.

(b) Not applicable.

(c) Not applicable.

(d) Not applicable.

(e) The information set forth in the Offer to Purchase and the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(2) and (a)(3), respectively, is incorporated herein by reference.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

- (a)(1) Advertisement printed in The Wall Street Journal
- (a)(2) Offer to Purchase dated July 14, 1999 (including Financial Statements)
- (a)(3) Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number).
- (a)(4) Text of Press Release issued by the Company dated July 14, 1999.
- (b) Not applicable.
- (c) Letter dated July 1, 1999 from the Company to Ms. Susan Egli.
- (d) Not applicable.
- (e) Not applicable.
- (f) Not applicable.

SIGNATURE

After due 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.

HARRIS & HARRIS GROUP, INC.

By: /s/ Mel P. Melshimer

Name: Mel P. Melshimer

Title: President and Chief Operating Officer

Dated: July 14, 1999

INDEX TO EXHIBITS

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- (b) Not applicable.
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- (d) Not applicable
- (e) Not applicable.
- (f) Not applicable.

July 1, 1999
VIA FEDERAL EXPRESS

Ms. Susan Egli
Director of Investments
American Bankers Insurance Group
11222 Quail Roost Drive
Miami, FL 33157-6596

Dear Susan:

As we just agreed in our telephone conversation, we will move ahead to put together and file a tender offer for approximately 1,075,269 shares of Harris & Harris Group, Inc. common shares, at a price equal to 92.5 percent of the average closing bid price for the sixty trading days preceding the filing of the tender offer. Our intent is to try to accommodate your desire to sell American Bankers' position in Harris & Harris Group, Inc. common stock without disrupting the market for the stock. Harris & Harris Group will bear all of the expense of the tender.

According to our counsel, Skadden, Arps, we should receive a draft of the documents by the middle of next week, and we intend to move ahead as quickly as possible to finalize the documents and file and commence the actual tender.

Please let me know if you have any questions or if what I have set forth above is not in accordance with your understanding of our verbal agreement.

Thank you very much. American Bankers has been a wonderful, extremely professional shareholder, and we truly will miss having you as our largest outside shareholder.

Yours Sincerely,

/s/ Charles E. Harris
Charles E. Harris

July 1, 1999
VIA FEDERAL EXPRESS

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American Bankers Insurance Group
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Miami, FL 33157-6596

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