

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)

(Amendment No. 1)

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)

This Amendment No. 1 to the Issuer's Tender Offer Statement on Schedule 13E-4 filed with the Securities and Exchange Commission on July 14, 1999 by Harris & Harris Group, Inc. (the "Company"), with respect to the tender offer to purchase 1,100,000 of the Company's outstanding shares of common stock, par value \$0.01 per share, at a price of \$1.63 per share (the "Shares"), amends such statement on Schedule 13E-4 to add the following supplemental information: the number of Shares validly tendered through the expiration date and not withdrawn was 1,080,569. All 1,080,569 such Shares were purchased in their entirety at the price of \$1.63 per Share. Payment for the shares was mailed on the date hereof. The Schedule 13E-4 is hereby terminated.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

The following materials are hereby filed as additional Exhibits

to the Schedule 13E-4:

(a)(6) Text of Completion Press Release dated August 12, 1999.

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. Melsheimer

Name: Mel P. Melsheimer
Title: President and Chief Operating
Officer

Dated: August 12, 1999

INDEX TO 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 *
- (a)(6) Text of Completion Press Release dated August 12, 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

*Previously filed.

EXHIBIT (a)(6)

Text of Press Release Dated August 12, 1999

PRESS RELEASE	FOR IMMEDIATE RELEASE
HARRIS & HARRIS GROUP, INC.	AUGUST 12, 1999
ONE ROCKEFELLER PLAZA	
NEW YORK, NEW YORK 10020	CONTACT: MEL P. MELSHEIMER
NASDAQ/NMS SYMBOL: HHGP	TEL. NO. (312) 332-3614

HARRIS & HARRIS GROUP TENDER SUCCESSFUL

Harris & Harris Group, Inc. announced today that its tender offer for up to 1,100,000 shares at \$1.63 per share expired as of 12:00 midnight last night. A total of 1,080,569 shares were tendered, and all were accepted by the Company. Of these shares, 1,075,269 were tendered by one shareholder, which tendered all of its holdings. No shares were tendered by officers or directors of the Company.

This repurchase of shares reduces Harris & Harris Group's shares outstanding by 10.5 percent to 9,240,831 shares. On a pro-forma basis, as of June 30, 1999, this share reduction increases Harris & Harris Group's pro-forma net asset value per share (NAV) from the previously reported \$2.35 to \$2.43.

Harris & Harris Group is a Business Development Company with 9,240,831 common shares outstanding.

Detailed information about Harris & Harris Group and its holdings can be found on its Web Site on the Internet at <http://www.hhgp.com>.