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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Harris & Harris Group, Inc.

(Exact name of registrant as specified in its charter)

New York

*(State or other jurisdiction of
incorporation or organization)*

13-3119827

*(I.R.S. employer
identification no.)*

**111 West 57th Street, Suite 1100
New York, New York 10019
Telephone: (212) 582-0900
Facsimile: (212) 582-9563**
(Address of principal executive offices)

HARRIS & HARRIS GROUP, INC. 2006 EQUITY INCENTIVE PLAN

(Full title of the plan)

**Sandra M. Forman, Esq.
General Counsel
Harris & Harris Group, Inc.
111 West 57th Street, Suite 1100
New York, New York 10019
Telephone: (212) 582-0900
Facsimile: (212) 582-9563**
(Name and address of agent for service)

Copies to:

**Richard T. Prins, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036-6522
Telephone: (212) 735-3000
Facsimile: (212) 735-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered⁽¹⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, par value \$0.01 per share	76,080 ⁽²⁾	\$4.49 ⁽³⁾	\$341,599.20	\$ 19.06 ⁽⁴⁾

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan(s) described herein.
- (2) 4,151,269 shares were originally registered on Form S-8 (File No. 333-135246) filed with the Securities and Exchange Commission on June 22, 2006; 1,520,661 additional shares were registered on Form S-8 (File No. 333-144059) filed with the Securities and Exchange Commission on June 26, 2007; 682,133 additional shares were registered on Form S-8 (File No. 333-149795) filed with the Securities and Exchange Commission on March 19, 2008, and 76,080 additional shares are being registered herewith.
- (3) The estimated exercise price of \$4.49 per share was computed in accordance with Rule 457(c) and 457(h) under the Securities Act by averaging the high and low sales prices of Harris & Harris Group, Inc. Common Stock as quoted on the Nasdaq Global Market on May 11, 2009.
- (4) Previously paid in connection with a registration statement on Form N-2 filed on November 29, 2006.

This Registration Statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act.

EXPLANATORY NOTE

This registration statement on Form S-8 is being filed to register an additional 76,080 shares of common stock, par value \$0.01 per share (the "Common Stock"), of Harris & Harris Group, Inc. (the "Company") that may be issued and sold under the Harris & Harris Group, Inc. 2006 Equity Incentive Plan (the "Plan").

Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference into this registration statement the entire contents of, including all documents incorporated by reference or deemed incorporated by reference into, its registration statement on Form S-8 (File No. 333-135246) filed with the Securities and Exchange Commission on June 22, 2006 with respect to the Plan, its registration statement on Form S-8 (File No. 333-144059) filed with the Securities and Exchange Commission on June 26, 2007 with respect to the Plan, and its registration statement on Form S-8 (File No. 333-149795) filed with the Securities and Exchange Commission on March 19, 2008.

PART II

Item 5. Interests of Named Experts and Counsel.

Sandra M. Forman, General Counsel and Chief Compliance Officer of the Company, issued an opinion in connection with this registration statement, which is filed as Exhibit 5 hereto. Ms. Forman is also a plan participant.

Item 8. Exhibits.

Exhibit Numbers

Description

4.0	Specimen of common stock certificate, incorporated by reference to Exhibit 4 to the Company's Annual Report on Form 10-K (File No. 814-00176) filed on March 16, 2009
5.0	Opinion of General Counsel of the Company
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of General Counsel of the Company (included in Exhibit 5.0 above)

The undersigned registrant hereby undertakes that it will submit the Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and will make all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in City of New York, State of New York, on May 12, 2009.

HARRIS & HARRIS GROUP, INC.

By: /s/ Douglas W. Jamison
Name: Douglas W. Jamison
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated:

Signature	Title	Date
<u>/s/ Douglas W. Jamison</u> Douglas W. Jamison	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 12, 2009
<u>/s/ Daniel B. Wolfe</u> Daniel B. Wolfe	Chief Financial Officer (Principal Financial Officer)	May 12, 2009
<u>/s/ Patricia N. Egan</u> Patricia N. Egan	Chief Accounting Officer and Senior Controller	May 12, 2009
<u>/s/ W. Dillaway Ayres, Jr.</u> W. Dillaway Ayres, Jr.	Director	May 12, 2009
<u>/s/ C. Wayne Bardin</u> Dr. C. Wayne Bardin	Director	May 12, 2009
<u>/s/ Phillip A. Bauman</u> Dr. Phillip A. Bauman	Director	May 12, 2009
<u>/s/ G. Morgan Browne</u> G. Morgan Browne	Director	May 12, 2009
<u>/s/ Dugald A. Fletcher</u> Dugald A. Fletcher	Director	May 12, 2009
<u>/s/ Lori D. Pressman</u> Lori D. Pressman	Director	May 12, 2009
<u>/s/ Charles E. Ramsey</u> Charles E. Ramsey	Director	May 12, 2009
<u>/s/ James E. Roberts</u> James E. Roberts	Director	May 12, 2009
<u>/s/ Richard P. Shanley</u> Richard P. Shanley	Director	May 12, 2009

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in City of New York, State of New York, on May 12, 2009.

HARRIS & HARRIS GROUP, INC. 2006 EQUITY INCENTIVE PLAN

By: /s/ James E. Roberts
not in his individual capacity, but solely as an authorized signatory for the
Employee Benefits Administration Committee

EXHIBIT INDEX

Exhibit Numbers	Description
5.0	Opinion of General Counsel of the Company
23.1	Consent of PricewaterhouseCoopers LLP

May 12, 2009

Harris & Harris Group, Inc.
111 West 57th Street, Suite 1100
New York, NY 10019

Re: Registration Statement on Form S-8
of Harris & Harris Group, Inc.

Ladies and Gentlemen:

I am General Counsel of Harris & Harris Group, Inc., a New York corporation (the "Company"), and am rendering my opinion in such capacity. I have represented the Company in connection with the proposed registration on Form S-8 and issuance by the Company of up to an aggregate of 76,080 shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), issuable pursuant to the Harris & Harris Group, Inc. 2006 Equity Incentive Plan (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

In rendering the opinion set forth herein, I have examined and relied on originals or copies of the following: (i) the Company's Registration Statement on Form S-8 (File no. 333-135246) filed with the Securities and Exchange Commission (the "Commission") on June 22, 2006, pursuant to which the Company registered 4,151,269 shares of Common Stock for issuance under the Plan; (ii) the Company's Registration Statement on Form S-8 (File No. 333-144059) filed with the Commission on June 26, 2007, pursuant to which the Company registered 1,520,661 shares of Common Stock for issuance under the Plan; (iii) the Company's Registration Statement on Form S-8 (File No. 333-149795) filed with the Commission on March 19, 2008, pursuant to which the Company registered 682,133 shares of Common Stock for issuance under the Plan (iv) the Company's Registration Statement on Form S-8, relating to the Shares, filed with the Commission under the Securities Act on the date hereof (together with all exhibits thereto, the "Registration Statement"); (v) the Plan; (vi) the Restated Certificate of Incorporation and the Certificate of Amendment of the Certificate of Incorporation of the Company, as currently in effect; (vii) the Restated By-Laws of the Company, as currently in effect; (viii) a specimen common stock certificate representing the Common Stock; (ix) the form of award agreements to govern awards of stock options pursuant to the Plan (each, an "Award Agreement") and (x) certain resolutions of the Board of Directors and the Compensation Committee of the Company relating to the Plan, the Shares and related matters. I have also examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records, as I have deemed necessary or appropriate as a basis for the opinions set forth herein.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as facsimile, electronic, certified or photostatic copies and the authenticity of the originals of such copies. In making my examination of documents executed or to be executed, I have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinion expressed herein that I did not independently establish or verify, I have relied upon statements and representations of officers and other representatives of the Company and others. In rendering the opinion set forth below, I have also assumed that:

- (a) all Shares will be issued upon the exercise of rights granted in accordance with one or more Award Agreements substantially in a form examined by me;
- (b) the consideration received by the Company for each Share delivered pursuant to each Award Agreement shall not be less than the par value of the Common Stock; and
- (c) the registrar and transfer agent for the Common Stock will duly register such issuance and countersign the stock certificates evidencing such Shares and such stock certificates will conform to the specimen certificate examined by me.

I am admitted to the Bar in the State of New York, and do not express any opinion as to the laws of any other jurisdiction.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, I am of the opinion that the Shares have been duly authorized by the Company, and when the Shares have been issued and paid for pursuant to the terms of the applicable Award Agreements and the Plan, the Shares will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion with the Commission as Exhibit 5.0 to the Registration Statement. In giving such consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Sandra M. Forman

Sandra M. Forman
General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 13, 2009 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Harris & Harris Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008.

/s/ PricewaterhouseCoopers LLP

New York, New York
May 12, 2009
