

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

February 2, 2011 (February 2, 2011)

HARRIS & HARRIS GROUP, INC.

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation)

0-11576
(Commission File
Number)

13-3119827
(IRS Employer
Identification No.)

1450 Broadway New York, New York 10018
(Address of principal executive offices and zip code)

(212) 582-0900
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On February 2, 2011, Harris & Harris Group, Inc. (the "Company") issued a press release disclosing that NeoPhotonics Corporation has priced its initial public offering (IPO) of 7,500,000 shares of common stock at \$11 per share. The Company has been an investor in NeoPhotonics since 2003. We also bought 50,000 shares of common stock in the IPO. A copy of the Company's press release issued February 2, 2011, is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit No.

Description

99.1

Press Release, dated February 2, 2011

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HARRIS & HARRIS GROUP, INC.

Date: February 2, 2011

By: /s/ Douglas W. Jamison

Douglas W. Jamison
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release, dated February 2, 2011

PRESS RELEASE

**HARRIS & HARRIS GROUP, INC.
1450 BROADWAY, 24TH FLOOR
NEW YORK, NEW YORK 10018**

FOR IMMEDIATE RELEASE

FEBRUARY 2, 2011

CONTACT: DOUGLAS W. JAMISON

TEL. NO. (212) 582-0900

HARRIS & HARRIS GROUP NOTES NEOPHOTONICS IPO

Harris & Harris Group, Inc., (NASDAQ: TINY) noted today that NeoPhotonics Corporation has priced its initial public offering (IPO) of 7,500,000 shares of common stock at \$11 per share.

Harris & Harris Group first invested in NeoPhotonics in 2003. As of September 30, 2010, the most recent date on which Harris & Harris Group valued its investment in NeoPhotonics, our preferred convertible shares were valued at \$6,745,442. Prior to the IPO, Harris & Harris Group's preferred shares of NeoPhotonics converted into approximately 400,900 shares of common stock. Harris & Harris Group purchased an additional 50,000 shares of common stock in the IPO.

NeoPhotonics is a developer and vertically integrated manufacturer of photonic integrated circuit (PIC) based components, modules and subsystems for use in telecommunications networks. The company's products include active semiconductor, passive PLC and MEMS multi-dimensional switching functions in a single product. This integration is enabled by nanomaterials and nanoscale design and fabrication technologies. NeoPhotonics maintains headquarters in San Jose, California and ISO 9001:2000 certified engineering and manufacturing facilities in Silicon Valley and Shenzhen, China.

Harris & Harris Group is a publicly traded venture capital company that invests in nanotechnology and microsystems. Detailed information about Harris & Harris Group and its holdings can be found on its website at www.HHVC.com.

This press release may contain statements of a forward-looking nature relating to future events. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions. These statements reflect the Company's current beliefs, and a number of important factors could cause actual results to differ materially from those expressed in this press release. Please see the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as well as subsequent filings, filed with the Securities and Exchange Commission for a more detailed discussion of the risks and uncertainties associated with the Company's business, including but not limited to the risks and uncertainties associated with venture capital investing and other significant factors that could affect the Company's actual results. Except as otherwise required by Federal securities laws, the Company undertakes no obligation to update or revise these forward-looking statements to reflect new events or uncertainties. The reference to the website www.HHVC.com has been provided as a convenience, and the information contained on such website is not incorporated by reference into this press release.
