

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):

September 29, 2011 (September 29, 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))

Item 8.01. Other Events.

Harris & Harris Group, Inc. (NASDAQ: TINY) noted today that NeoPhotonics Corporation announced it will acquire privately held Santur Corporation. Harris & Harris Group is an investor in publicly traded NeoPhotonics.

The Company's press release is attached hereto 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 September 29, 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.

Date: September 29, 2011

HARRIS & HARRIS GROUP, INC.

By: /s/ Daniel B. Wolfe
Daniel B. Wolfe
President

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release dated September 29, 2011

PRESS RELEASE

FOR IMMEDIATE RELEASE

HARRIS & HARRIS GROUP, INC.®
1450 BROADWAY, 24TH FLOOR
NEW YORK, NY 10018
TEL. NO. (212) 582-0900

SEPTEMBER 29, 2011

CONTACT: DANIEL B. WOLFE

**HARRIS & HARRIS GROUP NOTES NEOPHOTONICS'S
DEFINITIVE AGREEMENT TO ACQUIRE SANTUR CORPORATION**

Harris & Harris Group, Inc. (NASDAQ: TINY) today noted the announcement by NeoPhotonics Corporation (NYSE: NPTN) and Santur Corporation that they have entered into a definitive agreement under which NeoPhotonics will acquire privately held Santur Corporation. Santur sells high-performance tunable laser arrays for metro and long-haul DWDM systems and is a developer of PIC-based products for 40Gbps and 100Gbps client side and coherent line side applications. By combining Santur's products, roadmap and customer positions with the NeoPhotonics portfolio of products, vertically integrated and high volume manufacturing capabilities, and complementary customer set, NeoPhotonics intends to establish itself as a substantial vendor of client side components for the cloud. Further details on the agreement can be viewed at <http://www.businesswire.com/news/home/20110929005875/en/NeoPhotonics-Announces-Definitive-Agreement-Acquire-Santur-Corporation>.

Harris & Harris Group is an investor in publicly traded NeoPhotonics Corporation.

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, 2010, 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 references to the websites www.HHVC.com and www.businesswire.com have been provided as a convenience, and the information contained on such websites is not incorporated by reference into this press release. Harris & Harris Group is not responsible for the content of third party websites.
