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

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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):

May 11, 2012 (May 11, 2012)

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**HARRIS & HARRIS GROUP, INC.**

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(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.)

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**1450 Broadway**  
**New York, New York 10018**

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(Address of principal executive offices and zip code)

**(212) 582-0900**

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(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 May 11, 2012, the senior officers of Harris & Harris Group, Inc. (the “Company”) entered into Stock Option Cancellation Agreements (the “Agreements”), voluntarily surrendering and cancelling all of their outstanding stock options. The officers entering into the Agreements included Douglas W. Jamison, Daniel B. Wolfe, Alexei A. Andreev, Misti Ushio, Sandra M. Forman and Patricia N. Egan. No consideration was offered to the employees in exchange for the voluntary cancellation of the stock options.

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## 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: May 11, 2012

HARRIS & HARRIS GROUP, INC.

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

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