
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):

October 27, 2015

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 8.01. Other Events.

On October 27, 2015, Harris & Harris Group, Inc. (the "Company") noted its portfolio company, Adesto Technologies Corporation, announced yesterday the pricing of its initial public offering of 5,000,000 shares of its common stock at a public offering price of \$5.00 per share. All shares of common stock are being offered by the company. In addition, Adesto has granted the underwriters a 30-day option to purchase up to an additional 750,000 shares of common stock at the same price to cover over-allotments, if any. The shares are expected to begin trading on the NASDAQ Capital Market today under the symbol "IOTS." Needham & Company and Oppenheimer & Co. are acting as joint book-running managers for the offering. Roth Capital Partners is acting as co-manager for the offering. 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.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------------------------|
| 99.1 | Press Release dated October 27, 2015 |

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: October 27, 2015

HARRIS & HARRIS GROUP, INC.

By: /s/ Patricia N. Egan
Patricia N. Egan
Chief Financial Officer

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------|
|--------------------|--------------------|

| | |
|------|--------------------------------------|
| 99.1 | Press Release dated October 27, 2015 |
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PRESS RELEASE

FOR IMMEDIATE RELEASE

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

HARRIS & HARRIS GROUP PORTFOLIO COMPANY ADESTO
RAISES \$25 MILLION IN INITIAL PUBLIC OFFERING

NEW YORK, NY – October 27, 2015 – Harris & Harris Group, Inc. (NASDAQ: TINY), notes its portfolio company, Adesto Technologies Corporation, announced yesterday the pricing of its initial public offering of 5,000,000 shares of its common stock at a public offering price of \$5.00 per share. All shares of common stock are being offered by the company. In addition, Adesto has granted the underwriters a 30-day option to purchase up to an additional 750,000 shares of common stock at the same price to cover over-allotments, if any.

The shares are expected to begin trading on the NASDAQ Capital Market today under the symbol “IOTS.”

Needham & Company and Oppenheimer & Co. are acting as joint book-running managers for the offering. Roth Capital Partners is acting as co-manager for the offering.

A registration statement relating to the securities being sold in this offering was declared effective by the Securities and Exchange Commission on October 26, 2015. The offering will be made only by means of a prospectus. When available, copies of the final prospectus may be obtained from Needham & Company, LLC, Attention: Syndicate Prospectus Department, 445 Park Avenue, 4th Floor, New York, New York 10022, or by telephone at 1-800-903-4696, or by email at prospectus@needhamco.com; and Oppenheimer & Co. Inc., Attention: Syndicate Prospectus Department, 85 Broad Street, 26th Floor, New York, NY 10004, or by telephone at (212) 667-8563, or by email at EquityProspectus@opco.com.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

PRESS CONTACT:

Douglas W. Jamison
 Chairman & CEO, Harris & Harris Group, Inc.
 Email: doug@hhvc.com
 Phone: 212-582-0900

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 Harris & Harris Group, Inc.'s (the “Company”) 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, 2014, as well as subsequent filings, filed with the Securities and Exchange Commission (the “SEC”) 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 Company is not responsible for the contents of third party filings with the SEC.