

HARRIS & HARRIS GROUP INC /NY/  
Form 8-K  
August 03, 2007

**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):

August 2, 2007

**HARRIS & HARRIS GROUP, INC.**  
(Exact name of registrant as specified in its charter)

**New York**  
(State or other  
jurisdiction  
of incorporation)

|                             |   |
|-----------------------------|---|
| <b>0-11576</b>              | <b>13-3119827</b>                       |
| (Commission File<br>Number) | (I.R.S. Employer Identification<br>No.) |

**111 West 57<sup>th</sup> Street**  
**New York, New York 10019**  
(Address of principal executive offices and zip code)

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

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**Item 1.01. Entry into a Material Definitive Agreement**

Harris & Harris Group, Inc. (the "Company") and Charles E. Harris, our Chairman and Chief Executive Officer are parties to an Amended and Restated Employment Agreement dated as of October 14, 2004, a Severance Compensation Agreement dated August 15, 1990 and a Supplemental Executive Retirement Plan (the "SERP", also known as the Deferred Compensation Agreement, collectively the "Employment Agreements"). In addition, the Company maintains the Executive Mandatory Retirement Benefit Plan for high policymaking executives (collectively with the Employment Agreements, the "Executive Agreements"). On August 2, 2007, the Executive Agreements were amended for the purpose of complying with new requirements imposed by Section 409A of the Internal Revenue Code of 1986. The amended Executive Agreements are included as exhibits to this Form 8-K.

**Item 9. Financial Statements and Exhibits**

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

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 10.1               | Amended and Restated Employment Agreement between Harris & Harris Group, Inc. and Charles E. Harris, dated August 2, 2007 |
| 10.2               | Amended and Restated Severance Compensation Agreement, dated August 2, 2007   |
| 10.3               | Amended and Restated Supplemental Executive Retirement Plan, dated August 2, 2007   |
| 10.4               | Amended and Restated Harris & Harris Group, Inc. Executive Mandatory Retirement Benefit Plan                              |

**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: August 3, 2007

HARRIS & HARRIS GROUP, INC.

By:

/s/ Douglas W. Jamison

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Douglas W. Jamison  
President

**EXHIBIT INDEX**

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