

HARRIS & HARRIS GROUP INC /NY/  
Form 8-K  
June 08, 2012

**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):

June 8, 2012 (June 7, 2012)

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**HARRIS & HARRIS GROUP, INC.**

(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| <b>New York</b>                                   | <b>0-11576</b>              | <b>13-3119827</b>                    |
| (State or other jurisdiction of<br>incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

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**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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 7, 2012, Harris & Harris Group, Inc., held its Annual Meeting of Shareholders to (1) elect eight directors, (2) approve the selection of PricewaterhouseCoopers LLP as the independent registered public accountant, (3) cast an advisory vote on executive compensation as described in the Compensation Discussion & Analysis and the accompanying tabular and narrative disclosure as included in the 2012 Proxy Statement, and (4) to approve the Amended and Restated Harris & Harris Group, Inc. 2012 Equity Incentive Plan. At the close of business on the record date, April 11, 2012, an aggregate of 31,000,601 shares of common stock were issued and outstanding.

**Proposal 1. The election of eight directors to the Board of Directors:**

| <b>Nominees</b>        | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------|------------|-----------------|-------------------------|
| W. Dillaway Ayres, Jr. | 13,375,034 | 601,232         | 13,706,651              |
| Dr. Phillip A. Bauman  | 13,350,845 | 625,421         | 13,706,651              |
| Douglas W. Jamison     | 13,438,359 | 537,907         | 13,706,651              |
| Lucio L. Lanza         | 13,432,076 | 544,190         | 13,706,651              |
| Charles E. Ramsey      | 13,363,262 | 613,004         | 13,706,651              |
| James E. Roberts       | 13,341,858 | 634,408         | 13,706,651              |
| Richard P. Shanley     | 13,443,546 | 531,240         | 13,706,651              |
| Bruce W. Shewmaker     | 13,452,086 | 524,180         | 13,706,651              |

Pursuant to the foregoing votes, the eight nominees listed above were elected to serve on the Company's Board of Directors. A broker non-vote occurs when a broker holding shares for a beneficial owner does not vote on a particular proposal because the broker does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner or other persons entitled to vote.

**Proposal 2. To ratify, confirm and approve the Audit Committee's selection of PricewaterhouseCoopers LLP as the independent registered public accountant for the fiscal year ending December 31, 2012:**

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 27,220,569 | 396,421        | 65,927         | 0                      |

**Proposal 3. To approve, on an advisory basis, the Company's executive compensation:**

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 12,735,205 | 1,047,863 | 193,198 | 13,706,651      |

**Proposal 4. To approve the Company's Amended and Restated Equity Incentive Plan for our directors, officers and other employees:**

| For        | Against   | Abstain   | Broker Non-Vote |
|------------|-----------|-----------|-----------------|
| 10,571,837 | 2,358,256 | 1,046,173 | 13,706,651      |

**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: June 8, 2012 HARRIS & HARRIS GROUP,  
INC.

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