

MORGAN GROUP HOLDING CO  
 Form 3  
 February 12, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Carucci Claudia B		(Month/Day/Year)	MORGAN GROUP HOLDING CO [MGHL]	
(Last)	(First)	(Middle)	02/05/2014	
17 EAGLE ISLAND PLACE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SHELDON,Â SCÂ 29941-3017			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 Par Value	177,999	D	Â
Common Stock, \$0.01 Par Value	18,900	I	See Footnote (1) <sup>(1)</sup>
Common Stock, \$0.01 Par Value	216,100	I	See Footnote (2) <sup>(2)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)
		Title			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carucci Claudia B 17 EAGLE ISLAND PLACE SHELDON, SC 29941-3017	^	^ X	^	^
Uncle Mills Partners, LLC 17 EAGLE ISLAND PLACE SHELDON, SC 29941-3017	^	^ X	^	^
ZIMMERMAN BERNARD 18 HIGH MEADOW RD WESTON, CT 06883	^	^ X	^	^

## Signatures

Beth N. Lowson, Attorney-in-Fact for Claudia B. Carucci, Uncle Mills Partners, LLC and Bernard Zimmerman

02/12/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Owned by Uncle Mills Partners, LLC, a limited liability company, of which Claudia B. Carucci is the Manager.
- (2) Owned by Bernard Zimmerman & Company, Inc, of which Bernard Zimmerman is the President and majority shareholder.

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### Remarks:

Claudia B. Carucci, Uncle Mills Partners, LLC and Bernard Zimmerman may collectively be deemed

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.