

MORGAN GROUP HOLDING CO
Form SC 13G
February 11, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549
SCHEDULE 13G**

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Morgan Group Holding Co.
(Name of Issuer)
Common Stock, \$0.01 Par Value
(Title of Class of Securities)
61735R104
(CUSIP Number)
December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 61735R104

NAMES OF REPORTING PERSONS:

- 1 Claudia B. Carucci
Uncle Mills Partners, LLC
Bernard Zimmerman & Company, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

- 2 (a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

- 4 Claudia B. Carucci - U.S. Citizen
Uncle Mills Partners, LLC - South Carolina
Bernard Zimmerman & Company, Inc. - Connecticut

SOLE VOTING POWER:

- 5 Claudia B. Carucci - 196,899 (includes the 177,999 shares owned individually and the 18,900 shares owned by Uncle Mills Partners, LLC, of which Ms. Carucci is the Manager)
Uncle Mills Partners, LLC - 18,900
Bernard Zimmerman & Company, Inc. - 216,100

**NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON
WITH:**

6

SHARED VOTING POWER:

0

SOLE DISPOSITIVE POWER:

- 7 Claudia B. Carucci - 196,899 (includes the 177,999 shares owned individually and the 18,900 shares owned by Uncle Mills Partners, LLC, of which Ms. Carucci is the Manager)
Uncle Mills Partners, LLC - 18,900
Bernard Zimmerman & Company, Inc. - 216,100

SHARED DISPOSITIVE POWER:

- 8
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

- 9 Claudia B. Carucci - 196,899 (includes the 177,999 shares owned individually and the 18,900 shares owned by Uncle Mills Partners, LLC, of which Ms. Carucci is the Manager)
Uncle Mills Partners, LLC - 18,900
Bernard Zimmerman & Company, Inc. - 216,100
Group Total - 412,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

- 10
[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

- 11 Claudia B. Carucci - 5.9% (includes the 5.3% owned individually, as well as the amounts owned by Uncle Mills Partners, LLC, of which Ms. Carucci is the Manager)
Uncle Mills Partners, LLC - 0.6%
Bernard Zimmerman & Company, Inc. - 6.4%
Group Total - 12.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

- 12 Claudia B. Carucci - IN
Uncle Mills Partners, LLC - OO
Bernard Zimmerman & Company, Inc. - CO

The filing of this statement shall not be construed as an admission that a reporting person is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this statement.

SCHEDULE 13G

This Schedule 13G is being filed to report that, following the death of Walter P. Carucci on May 11, 2013, Claudia B. Carucci acquired beneficial ownership for purposes of Sections 13(d) and 13(g) of the Act, exceeding five percent of the outstanding shares of the Issuer's Common Stock. The Estate of Walter P. Carucci has filed an Amendment to a prior Schedule 13G reporting the termination of Walter P. Carucci's interest in the Common Stock.

Item 1(a) Name of Issuer.

Morgan Group Holding Co.

Item 1(b) Address of Issuer's Principal Executive Offices.

Morgan Group Holding Co.
401 Theodore Fremd Avenue
Rye, NY 10580

Item 2(a) Name of Person Filing.

Claudia B. Carucci
Uncle Mills Partners, LLC (Claudia B. Carucci is the Manager for Uncle Mills Partners, LLC)
Bernard Zimmerman & Company, Inc.

Item 2(b) Address of Principal Business Office or, if none, Residence.

Claudia B. Carucci
17 Eagle Island Place
Sheldon, SC 29941-3017

Uncle Mills Partners, LLC
17 Eagle Island Place
Sheldon, SC 29941-3017

Bernard Zimmerman & Company, Inc.
18 High Meadow Rd.
Weston, CT 06883

Item 2(c) Citizenship.

Claudia B. Carucci is a U.S. Citizen.
Uncle Mills Partners, LLC is organized under South Carolina law.
Bernard Zimmerman & Company, Inc. is organized under Connecticut law.

Item 2(d) Title of Class of Securities.

Common Stock, \$0.01 Par Value

Item 2(e) CUSIP Number.

61735R104

Item 3 This statement is not filed pursuant to Rules 13d-1(b), 13d-2(b) or 13d-2(c).

Item 4 Ownership.

~~A~~mount beneficially owned:

Claudia B. Carucci - 196,899 (includes the 177,999 shares owned individually and the 18,900 shares owned by Uncle Mills Partners, LLC, of which Ms. Carucci is the Manager)

Uncle Mills Partners, LLC - 18,900

Bernard Zimmerman & Company, Inc. - 216,100

Group Total - 412,999

~~P~~ercent of Class:

Claudia B. Carucci - 5.9% (includes the 5.3% owned individually, as well as the amounts owned by Uncle Mills Partners, LLC, of which Ms. Carucci is the Manager)

Uncle Mills Partners, LLC - 0.6%

Bernard Zimmerman & Company, Inc. - 6.4%

Group Total - 12.3%

~~N~~umber of Shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Claudia B. Carucci - 196,899 (includes the 177,999 shares owned individually and the 18,900 shares owned by Uncle Mills Partners, LLC, of which Ms. Carucci is the Manager)

Uncle Mills Partner, LLC - 18,900

Bernard Zimmerman & Company, Inc. - 216,100

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:

Claudia B. Carucci - 196,899 (includes the 177,999 shares owned individually and the 18,900 shares owned by Uncle Mills Partners, LLC, of which Ms. Carucci is the Manager)

Uncle Mills Partners, LLC - 18,900

Bernard Zimmerman & Company, Inc. - 216,100

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5 Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported On By the Parent Holding Company or Control Person.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CLAUDIA B. CARUCCI

Date: February 11, 2014

By: Claudia B. Carucci

By: /s/ Beth N. Lawson

Name: Beth N. Lawson
Title: Attorney-In-Fact
The Nelson Law Firm, LLC
White Plains Plaza
One North Broadway, Suite 712
White Plains, NY 10601

UNCLE MILLS PARTNERS, LLC

Date: February 11, 2014

By: Claudia B. Carucci, Manager

By: /s/ Beth N. Lawson

Name: Beth N. Lawson
Title: Attorney-In-Fact
The Nelson Law Firm, LLC
White Plains Plaza
One North Broadway, Suite 712
White Plains, NY 10601

BERNARD ZIMMERMAN & COMPANY, INC.

Date: February 11, 2014

By: Bernard Zimmerman, President

By: /s/ Beth N. Lawson

Name: Beth N. Lawson
Title: Attorney-In-Fact
The Nelson Law Firm, LLC
White Plains Plaza
One North Broadway, Suite 712
White Plains, NY 10601

LIMITED POWER OF ATTORNEY

The undersigned does hereby constitute and appoint Stephen J. Nelson, Mary Anne Mayo, Scott M. Dubowsky and Beth N. Lowson, each of The Nelson Law Firm, LLC, White Plains Plaza, One North Broadway, White Plains, NY 10601, signing singly, with full power of substitution, as the true and lawful attorney of the undersigned, and authorizes and designates each of them to sign on behalf of the undersigned, and to file filings and any amendments thereto made by or on behalf of the undersigned in respect of the beneficial ownership of equity securities held by the undersigned, directly, indirectly or beneficially, pursuant to Sections 13(d), 13(g) and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13(d), 13(g) or 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until withdrawn by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of January, 2014.

By: /s/ Claudia Carucci

Claudia Carucci

POWER OF ATTORNEY

The undersigned does hereby constitute and appoint Stephen J. Nelson, Mary Anne Mayo, Beth N. Lowson, and Joseph D. Zargari, each of The Nelson Law Firm, LLC, White Plains Plaza, One North Broadway, White Plains, NY 10601, signing singly, with full power of substitution, as the true and lawful attorney of the undersigned, and authorizes and designates each of them to sign on behalf of the undersigned, and to file filings and any amendments thereto made by or on behalf of the undersigned in respect of the beneficial ownership of equity securities held by the undersigned, directly, indirectly or beneficially, pursuant to Sections 13(d), 13(g) and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13(d), 13(g) or 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until withdrawn by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of January, 2007.

By: /s/ Bernard Zimmerman

Bernard Zimmerman

LIMITED POWER OF ATTORNEY

The undersigned does hereby constitute and appoint Stephen J. Nelson, Mary Anne Mayo, Scott M. Dubowsky and Beth N. Lowson, each of The Nelson Law Firm, LLC, White Plains Plaza, One North Broadway, White Plains, NY 10601, signing singly, with full power of substitution, as the true and lawful attorney of the undersigned, and

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authorizes and designates each of them to sign on behalf of the undersigned, and to file filings and any amendments thereto made by or on behalf of the undersigned in respect of the beneficial ownership of equity securities held by the undersigned, directly, indirectly or beneficially, pursuant to Sections 13(d), 13(g) and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13(d), 13(g) or 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until withdrawn by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of February, 2014.

UNCLE MILLS PARTNERS, LLC

By: Claudia B. Carucci, Manager

/s/ Claudia B. Carucci, Manager