

HARRIS & HARRIS GROUP INC /NY/  
Form DEFA14A  
September 18, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e) (2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12
- Confidential, for use of the Commission only (as permitted by Rule 14a-69e) (2))

HARRIS & HARRIS GROUP, INC.

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(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14-a-6(i) (1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11 (a) (2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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Harris & Harris Group, Inc.

September 18, 2002

Dear Shareholder:

As you probably know, the Harris & Harris Group Annual Meeting is next Thursday, September 26, 2002. We would like to remind you that it is very important for you to vote your shares. Because Proposal 3 is considered a "non-routine" proposal, your broker cannot vote on your behalf, unless you give your broker specific instructions.

Those instructions can be given in any of several ways. You may use the enclosed proxy card to vote your shares, or you may vote via telephone by simply dialing 1-800-690-4238, entering your control number from the enclosed proxy card, and following the prompts given. You may also vote online at [www.proxyvote.com](http://www.proxyvote.com). All you need is the control number from the enclosed proxy card. Because the meeting is only a few days away, it is important that you vote today.

We thank you for your continued support.

Sincerely,

Charles E. Harris  
Chairman

Enclosures

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One Rockefeller Plaza, Suite 1430 New York, NY 10020 (212) 332-3600