

HARRIS & HARRIS GROUP INC /NY/  
Form DEFA14A  
September 24, 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:

September 24, 2002

To Our Fellow Shareholders:

This letter is to inform you that our Annual Meeting of Shareholders, previously scheduled for September 26, 2002, has been postponed until October 15, 2002. The location of the Annual Meeting will now be the Princeton Club, 15 West 43rd Street, New York, New York, in the Nassau Room, and the time of the Meeting will be 9:00 a.m., New York City time.

The reason for the postponement is to provide shareholders with additional time to vote on all matters discussed in the Proxy Statement dated August 26, 2002. A duplicate proxy card is enclosed for that purpose. If you hold your shares through a bank or broker, you also may be able to vote by toll-free telephone or on the internet. To do so, please follow the simple instructions on the enclosed proxy card.

The Board of Directors has recommended a vote FOR all items on the agenda. Because approval of Proposal 3, the financing proposal, requires a majority vote of all outstanding shares, your vote is especially important. Failure to vote on Proposal 3 will have the same effect as a vote against it.

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If you have not yet voted, or if you wish to change your vote, you now have an additional opportunity to do so. Only your latest dated vote will count, and we urge you to vote today.

We regret the inconvenience to those of you planning to attend the Meeting in person. We believe we have an interesting program planned, and we sincerely hope that you will try to join us on Tuesday, October 15.

If you have questions or need assistance voting your shares, please call Innisfree M & A Incorporated, the firm assisting us in the solicitation of proxies, at 1-888-750-5834.

Sincerely,

/s/ Charles E. Harris  
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Charles E. Harris  
Chairman and Chief  
Executive Officer

/s/ Mel P. Melsheimer  
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Mel P. Melsheimer  
President