STANLEY BLACK & DECKER, INC.
Form 4
March 25, 2015

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PARRS MARIANNE M

(Last) (First) (Middle)

1000 STANLEY DRIVE

(Street)

NEW BRITAIN, CT 06053

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
STANLEY BLACK & DECKER, INC. [SWK]

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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.

SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(I
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Shares	(1)	03/24/2015	A		23.2288 (2)		(3)	(4)	Common Stock	23.2288	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARRS MARIANNE M 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	X			

Signatures

/s/ Bruce H. Beatt, Attorney-in-Fact	03/25/2015
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Fair market value on date established in Plan with respect to payment of fee or dividend

(2) Book Entry of shares credited to Director's account upon the deferral of dividend payment pursuant to the Deferred Compensation Plan for Non-Employee Directors maintained by Stanley Black & Decker, Inc.

(3) Currently 100% vested

(4) The reporting director will receive common stock of the corporation on the first business day of the calendar year immediately following the year in which he or she ceases to be a director

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. EFT: 0pt; TEXT-INDENT: 0pt; LINE-HEIGHT: 1.25; MARGIN-RIGHT: 54pt" align="right">

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Renaissance Capital Growth & Income Fund III, Inc.
Statements of Assets and Liabilities
(Unaudited)

ASSETS

		March 31, 2006		December 31, 2005
Cash and cash equivalents	$	4,401,248	$	8,396,052
Investments at fair value, cost of $35,933,826 and $35,433,480 at March 31, 2006 and December 31, 2005, respectively		54,277,195		54,002,499
Interest and dividends receivable		165,872		48,226
Prepaid and other assets		26,748		101,598
	$	58,871,063	$	62,548,375
LIABILITIES AND NET ASSETS				
Liabilities:				
Due to broker	$	2,125,997	$	2,075,975
Accounts payable		124,446		86,782
Accounts payable - affiliate		2,288,706		2,050,989
Accounts payable - dividends		—		4,145,686
		4,539,149		8,359,432
Commitments and contingencies				
Net assets:				
Common stock, $1 par value; authorized 20,000,000 shares; 4,673,867 shares issued; 4,463,967 shares outstanding		4,673,867		4,673,867
Additional paid-in-capital		32,307,850		32,681,024
Treasury stock at cost, 209,900 shares		(1,734,967)		(1,734,967)
Distributable earnings		741,795		—
Net unrealized appreciation of investments		18,343,369		18,569,019
Net assets, equivalent to$12.17 and $12.14 per share at March 31, 2006 and December 31, 2005, respectively		54,331,914		54,188,943
	$	58,871,063	$	62,548,375

See accompanying notes

3

Renaissance Capital Growth & Income Fund III, Inc.
Schedules of Investments
(unaudited)

	March 31, 2006				
	Interest Rate	Due Date	Cost	Fair Value	% of Net Investments
Eligible Portfolio Investments - Convertible Debentures and Promissory Notes					
CaminoSoft Corp. -					
Promissory note (4)	7.00%	01/19/08	$ 250,000	$ 250,000	0.46%
iLinc Communications, Inc. -					
Convertible promissory note (2)	12.00	03/29/12	500,000	500,000	0.92
Integrated Security Systems, Inc. -					
Promissory note (4)	8.00	09/30/06	525,000	525,000	0.97
Promissory note (4)	7.00	09/30/06	200,000	200,000	0.37
Promissory note (4)	8.00	09/30/06	175,000	175,000	0.32
Convertible promissory note (2)	8.00	12/14/08	500,000	500,000	0.92
Simtek Corporation -					
Convertible debenture (2)	7.50	06/28/09	1,000,000	1,363,636	2.51
			$ 3,150,000	$ 3,513,636	6.47%

See accompanying notes

4

Renaissance Capital Growth & Income Fund III, Inc.
Schedules of Investments (continued)
(unaudited)

	March 31, 2006			
	Shares	Cost	Fair Value	% of Net Investments
Eligible Portfolio Investments - Common Stock, Preferred Stock, and Miscellaneous Securities				
CaminoSoft Corp. -				
Common stock (2)	3,539,414	$ 5,275,000	$ 2,937,714	5.41
eOriginal, Inc. -				
Series A, preferred stock (1)(2)(3)	10,680	4,692,207	332,575	0.61
Series B, preferred stock (1)(2)(3)	25,646	620,329	798,616	1.47
Series C, preferred stock (1)(2)(3)	51,249	1,059,734	1,595,894	2.94
Series D, preferred stock (1)(2)(3)	16,057	500,000	500,015	0.92
Gaming & Entertainment Group -				
Common stock (2)	612,500	550,625	183,750	0.34
Gasco Energy, Inc. -				
Common stock	1,541,666	1,250,000	8,633,330	15.91
Global Axcess Corporation -				
Common stock (2)	953,333	1,261,666	724,533	1.33
Hemobiotech, Inc. -				
Common stock (2)	1,137,405	1,143,882	2,502,291	4.61
Integrated Security Systems, Inc. -				
Common stock (2)	30,910,870	5,874,114	4,945,740	9.11
Series D, preferred stock (2)	187,500	150,000	30,000	0.06
Inyx, Inc. -				
Common stock	300,000	300,000	900,000	1.66
Laserscope -				
Common stock	600,000	750,000	14,190,000	26.15

See accompanying notes

5

Renaissance Capital Growth & Income Fund III, Inc.
Schedules of Investments (continued)
(unaudited)

	March 31, 2006			
	Shares	Cost	Fair Value	% of Net Investments
Eligible Portfolio Investments - Common Stock, Preferred Stock, and Miscellaneous Securities, continued				
PracticeXpert, Inc. -				
Common stock (2)	4,166,667	500,000	95,833	0.18
Simtek Corp. -				
Common stock (2)	1,550,661	695,000	465,198	0.86
Common stock (2)	3,125,000	500,000	937,500	1.73
Miscellaneous Securities		-	1,234,692	2.27
		$ 25,122,557	$ 41,007,681	75.56%

See accompanying notes

6

Renaissance Capital Growth & Income Fund III, Inc.
Schedules of Investments (continued)
(unaudited)

	March 31, 2006			
	Shares	Cost	Fair Value	% of Net Investments
Other Portfolio Investments - Common Stock, Preferred Stock, and Miscellaneous Securities				
AdStar, Inc. -				
Common stock	269,231	$ 350,000	$ 525,000	0.97%
Advance Nanotech, Inc. -				
Common stock (2)	170,796	330,000	271,566	0.50
Bovie Medical Corporation -				
Common stock (2)	500,000	907,845	1,740,000	3.20
Comtech Group, Inc. -				
Common stock (2)	240,000	840,000	2,400,000	4.42
Common stock	60,000	346,019	600,000	1.11
Hemobiotech, Inc. -				
Common stock	10,000	22,220	22,000	0.04
i2 Telecom -				
Convertible Preferred (2)	625	618,750	109,375	0.20
Information Intellect -				
Common stock (1)(2)(3)	666,666	999,999	999,999	1.84
iLinc Communications, Inc. -				
Common stock	23,266	13,908	9,539	0.02
Medical Action Industries, Inc. -				
Common stock	20,100	237,209	482,199	0.89
Metasolv, Inc. -				
Common stock	100,000	210,838	306,000	0.56

See accompanying notes

7

Renaissance Capital Growth & Income Fund III, Inc.
Schedules of Investments (continued)
(unaudited)

	March 31, 2006			
	Shares	Cost	Fair Value	% of Net Investments
Other Portfolio Investments - Common Stock, Preferred Stock, and Miscellaneous Securities, continued				
Precis, Inc. - Common stock (2)	800,000	1,998,894	1,264,000	2.33
US Home Systems, Inc. - Common stock	110,000	535,587	948,200	1.75
Vaso Active Pharmaceuticals, Inc. - Common stock	150,000	250,000	78,000	0.14
		7,661,269	9,755,878	17.97%
		$ 35,933,826	$ 54,277,195	100.00%
Allocation of Investments - Restricted Shares, Unrestricted Shares, and Other Securities				
Restricted Securities (2)		$ 22,645,776	$ 20,971,136	38.64%
Unrestricted Securities		$ 4,265,781	$ 26,694,268	49.18%
Other Securities (5)		$ 9,022,269	$ 6,611,791	12.18%

(1) Valued at fair value as determined by the Investment Adviser (Note 6).
(2) Restricted securities - securities that are not fully registered and freely tradable.
(3) Securities in a privately owned company.
(4) Securities that have no provision allowing conversion into a security for which there is a public market.
(5) Includes Miscellaneous Securities, securities of privately owned companies, securities with no conversion feature, and securities for which there is no market.

See accompanying notes

Renaissance Capital Growth & Income Fund III, Inc.
Schedules of Investments (continued)

	December 31, 2005				
	Interest Rate	Due Date	Cost	Fair Value	% of Net Investments
Eligible Portfolio Investments - Convertible Debentures and Promissory Notes					
CaminoSoft Corp. -					
Promissory note (4)	7.00%	07/19/06	$ 250,000	$ 250,000	0.46%
iLinc Communications, Inc. -					
Convertible promissory note (2)	12.00	03/29/12	500,000	500,000	0.93
Integrated Security Systems, Inc. -					
Promissory note (4)	8.00	09/30/06	525,000	525,000	0.97
Promissory note (4)	7.00	09/30/06	200,000	200,000	0.37
Promissory note (4)	8.00	09/30/06	175,000	175,000	0.33
Convertible promissory note (2)	8.00	12/14/08	500,000	400,000	0.74
Simtek Corporation -					
Convertible debenture	7.50	06/28/09	1,000,000	1,000,000	1.85
			$ 3,150,000	$ 3,050,000	5.65%

See accompanying notes

9

Renaissance Capital Growth & Income Fund III, Inc.
Schedules of Investments (continued)

	December 31, 2005			
	Shares	Cost	Fair Value	% of Net Investments
Eligible Portfolio Investments - Common Stock, Preferred Stock, and Miscellaneous Securities				
CaminoSoft Corp. -				
Common stock	3,539,414	$ 5,275,000	$ 3,433,232	6.36
eOriginal, Inc. -				
Series A, preferred stock (1)(2)(3)	10,680	4,692,207	332,575	0.62
Series B, preferred stock (1)(2)(3)	25,646	620,329	798,616	1.48
Series C, preferred stock (1)(2)(3)	51,249	1,059,734	1,595,894	2.96
Series D, preferred stock (1)(2)(3)	16,057	500,000	500,015	0.93
Gaming & Entertainment Group -				
Common stock (2)	612,500	550,625	79,625	0.15
Gasco Energy, Inc. -				
Common stock	1,541,667	1,250,000	10,067,086	18.64
Global Axcess Corporation -				
Common stock (2)	953,333	1,261,667	1,134,466	2.10
Hemobiotech, Inc. -				
Common stock (2)	549,165	520,347	1,180,705	2.19
Information Intellect -				
Common stock (1)(2)(3)	666,666	999,999	999,999	1.85
Integrated Security Systems, Inc. -				
Common stock (2)	30,737,482	5,846,422	6,147,496	11.38
Series D, preferred stock (2)	187,500	150,000	45,000	0.08
Inyx, Inc. -				
Common stock (2)	300,000	300,000	564,000	1.04
Laserscope -				
Common stock	600,000	750,000	13,476,000	24.95

See accompanying notes

Renaissance Capital Growth & Income Fund III, Inc.
Schedules of Investments (continued)

	December 31, 2005			
	Shares	Cost	Fair Value	% of Net Investments
Eligible Portfolio Investments - Common Stock, Preferred Stock, and Miscellaneous Securities, continued				
PracticeXpert, Inc. - Common stock (2)	4,166,667	500,000	108,333	0.20
Simtek Corp. -				
Common stock	1,550,661	695,000	449,692	0.83
Common stock (2)	3,125,000	500,000	906,250	1.68
Miscellaneous Securities		-	1,960,473	3.63
		$ 25,471,330	$ 43,779,457	81.07%

See accompanying notes

11

Renaissance Capital Growth & Income Fund III, Inc.
Schedules of Investments (continued)

	December 31, 2005			
	Shares	Cost	Fair Value	% of Net Investments
Other Portfolio Investments - Common Stock, Preferred Stock, and Miscellaneous Securities				
AdStar, Inc. - Common stock (2)	269,231	$ 350,000	$ 600,385	1.11%
Advance Nanotech, Inc. - Common stock (2)	165,000	330,000	341,550	0.63
Bovie Medical Corporation - Common stock (2)	500,000	904,545	1,490,000	2.76
Comtech Group, Inc. - Common stock (2)	300,000	1,186,019	1,863,000	3.45
i2 Telecom - Convertible Preferred (2)	625	618,750	50,781	0.10
iLinc Communications, Inc. - Common stock	23,266	13,908	6,282	0.01
Medical Action Industries, Inc. - Common stock	20,100	237,209	410,844	0.76
Metasolv, Inc. - Common stock	100,000	210,838	290,000	0.54
PhotoMedex, Inc. - Common stock	70,000	176,400	120,400	0.22
Precis, Inc. - Common stock	800,000	1,998,894	1,232,000	2.28

See accompanying notes

Renaissance Capital Growth & Income Fund III, Inc.
Schedules of Investments (continued)

	December 31, 2005			
	Shares	Cost	Fair Value	% of Net Investments
Other Portfolio Investments - Common Stock, Preferred Stock, and Miscellaneous Securities, continued				
US Home Systems, Inc. - Common stock	110,000	535,587	701,800	1.30
Vaso Active Pharmaceuticals, Inc. - Common stock	150,000	250,000	66,000	0.12
		6,812,150	7,173,042	13.28%
		$ 35,433,480	$ 54,002,499	100.00%
Allocation of Investments - Restricted Shares, Unrestricted Shares, and Other Securities				
Restricted Securities (2)		$ 14,018,375	$ 15,411,591	28.54%
Unrestricted Securities		$ 12,392,836	$ 31,253,336	57.87%
Other Securities (5)		$ 9,022,269	$ 7,337,572	13.59%

(1) Valued at fair value as determined by the Investment Adviser (Note 6).
(2) Restricted securities - securities that are not fully registered and freely tradable.
(3) Securities in a privately owned company.
(4) Securities that have no provision allowing conversion into a security for which there is a public market.
(5) Includes Miscellaneous Securities, securities of privately owned companies, securities with no conversion feature, and securities for which there is no market.

See accompanying notes

Renaissance Capital Growth & Income Fund III, Inc.
Statements of Operations
(Unaudited)

	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005
Income:		
Interest income	$ 65,055	$ 83,888
Dividend income	42,465	17,355
Other income	15,109	50,625
	122,629	151,868
Expenses:		
General and administrative	61,223	73,662
Interest expense	27,810	9,878
Legal and professional fees	168,023	131,853
Management fee to affiliate	238,747	273,293
	495,803	488,686
Net investment loss	(373,174)	(336,818)
Realized and unrealized gain (loss) on investments:		
Net change in unrealized depreciation of investments	(225,650)	(17,259,989)
Net realized gain on investments	1,188,192	4,093,083
Net gain (loss) in investments	962,542	(13,166,906)
Net income (loss)	$ 589,368	$ (13,503,724)
Net income (loss) per share	$ 0.13	$ (3.05)
Weighted average shares outstanding	4,463,967	4,426,530

See accompanying notes

14

Renaissance Capital Growth & Income Fund III, Inc.
Statements of Changes in Net Assets
(Unaudited)

	Three Months Ended March 31,	
	2006	2005
From operations:		
Net investment loss	$ (373,174)	$ (336,818)
Net realized gain on investments	1,188,192	4,093,083
Net decrease in unrealized appreciation on investments	(225,650)	(17,259,989)
Net income (loss)	589,368	(13,503,724)
From distributions to stockholders:		
Common dividends declared from realized capital gains	(446,397)	(446,396)
From capital transactions:		
Sale of common stock	—	1,561,383
Total increase (decrease) in net assets	142,971	(12,388,737)
Net assets:		
Beginning of period	54,188,943	74,582,499
End of period	$ 54,331,914	$ 62,193,762

See accompanying notes

15

Renaissance Capital Growth & Income Fund III, Inc.
Statements of Cash Flows
(Unaudited)

	Three Months Ended March 31,	
	2006	2005
Cash flows from operating activities:		
Net income (loss)	$ 589,368	$ (13,503,724)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operation activities:		
Net unrealized depreciation on investments	225,650	17,259,989
Net realized gain on investments	(1,188,192)	(4,093,083)
Increase in interest and dividends receivable	(117,646)	(10,481)
(Increase) decrease in prepaid and other assets	74,850	(59,420)
Increase in accounts payable	37,664	45,419
Increase (decrease) in accounts payable-affiliate	237,717	(134,964)
Increase (decrease) in due to broker	50,022	(7,008,744)
Purchase of investments	(676,746)	(995,103)
Proceeds from sale of investments	1,364,592	7,122,539
Net cash provided by (used in) operating activities	597,279	(1,377,572)
Cash flows from financing activities:		
Cash dividends	(4,592,083)	(12,500,654)
Sale of common stock	—	1,561,383
Net cash used in financing activities	(4,592,083)	(10,939,271)
Net decrease in cash and cash equivalents	(3,994,804)	(12,316,843)
Cash and cash equivalents at beginning of the period	8,396,052	37,278,871
Cash and cash equivalents at end of period	$ 4,401,248	$ 24,962,028
Cash paid during the period Interest	$ 27,810	$ 9,878

See accompanying notes

16

RENAISSANCE CAPITAL GROWTH & INCOME FUND III, INC.
Notes to Unaudited Financial Statements
March 31, 2006

Note 1 - Organization and Business Purpose

Renaissance Capital Growth & Income Fund III, Inc. (the “Fund”), a Texas corporation, was formed on January 20, 1994. The Fund seeks to achieve current income and capital appreciation potential by investing primarily in unregistered equity investments and convertible issues of small and medium size companies which are in need of capital and which RENN Capital Group, Inc. (the “Investment Advisor”), believes offer the opportunity for growth. The Fund is a non-diversified closed-end fund and has elected to be treated as a business development company under the Investment Company Act of 1940, as amended (“1940 Act”).

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation

We have prepared the accompanying unaudited interim financial statements pursuant to the rules and regulations of the Securities and Exchange Commission, which reflect all adjustments which, in the opinion of management, are necessary to present fairly the results for the interim periods. We have omitted certain information and disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States pursuant to those rules and regulations, although we believe that the disclosures we have made are adequate to make the information presented not misleading. You should read these unaudited interim financial statements in conjunction with our audited financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2005.

The results of operations for the interim periods are not necessarily indicative of the results we expect for the full year.

Valuation of Investments

Portfolio investments are stated at quoted market or fair value as determined by the Investment Adviser (Note 6). The securities held by the Fund are primarily unregistered and their value does not necessarily represent the amounts that may be realized from their immediate sale or disposition.

Other

The Fund records security transactions on the trade date. Dividend income is recorded on the record date. Interest income is recorded as earned on the accrual basis.

Cash and Cash Equivalents

The Fund considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents.

RENAISSANCE CAPITAL GROWTH & INCOME FUND III, INC.
Notes to Unaudited Financial Statements
March 31, 2006

Note 2 - Summary of Significant Accounting Policies, continued

Federal Income Taxes

The Fund has elected the special income tax treatment available to "regulated investment companies" ("RIC") under Subchapter M of the Internal Revenue Code ("IRC") in order to be relieved of federal income tax on that part of its net investment income and realized capital gains that it pays out to its shareholders. The Fund's policy is to comply with the requirements of the IRC that are applicable to regulated investment companies. Such requirements include, but are not limited to certain qualifying income tests, asset diversification tests and distribution of substantially all of the Fund's taxable investment income to its shareholders. It is the intent of management to comply with all IRC requirements as they pertain to the RIC and to distribute all of the Fund's taxable investment income and long-term capital gains within the defined period under the IRC to qualify as a RIC. Failure to qualify as a RIC would subject the Fund to federal income tax as if the Fund were an ordinary corporation, which could result in a substantial reduction in the Fund's net assets as well as the amount of income available for distribution to shareholders.

Net Income Per Share

Net income (loss) per share is based on the weighted average of shares outstanding of 4,463,967 and 4,426,550 during the three months ended March 31, 2006 and 2005, respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts and disclosures in the financial statements. Actual results could differ from these estimates.

Note 3 - Due to Broker

The Fund conducts business with various brokers for its investment activities. The clearing and depository operations for the investment activities are performed pursuant to agreements with these brokers. Due to broker represents a margin loan payable to one of these brokers, which is secured by investments in securities maintained with the lending broker as collateral for the margin loan. Cash and cash equivalents related to the margin loan payable are held by the lending broker as additional collateral for the margin loan. The Fund is subject to credit risk to the extent the brokers are unable to deliver cash balances or securities, or clear security transactions on the Fund's behalf. The Investment Adviser actively monitors the Fund's exposure to these brokers and believes the likelihood of loss under those circumstances is remote.

Note 4 - Management and Incentive Fees

The Investment Adviser for the Fund is registered as an investment adviser under the Investment Advisers Act of 1940. Pursuant to an Investment Advisory Agreement (the "Agreement"), the Investment Adviser performs certain services, including certain management, investment advisory and administrative services necessary for the operation of the Fund. In addition, under the Agreement, the Investment Adviser is reimbursed by the Fund for certain directly allocable administrative expenses. A summary of fees and reimbursements paid by the Fund under the Agreement, the prospectus and the original offering document are as follows:

18

RENAISSANCE CAPITAL GROWTH & INCOME FUND III, INC.
Notes to Unaudited Financial Statements
March 31, 2006

Note 4 - Management and Incentive Fees, continued

- The Investment Adviser receives a management fee equal to a quarterly rate of 0.4375% of the Fund's net assets, as determined at the end of such quarter with each such payment to be due as of the last day of the calendar quarter. The Fund incurred $238,747 and $273,293 for management fees during the quarter ended March 31, 2006 and 2005, respectively.

- The Investment Adviser receives an incentive fee in an amount equal to 20% of the Fund's cumulative realized capital gains in excess of cumulative realized capital losses after allowance for any unrealized capital depreciation on the portfolio investments of the Fund at the end of the period being calculated less cumulative incentive fees previously accrued. Unrealized capital depreciation equals net unrealized capital loss on each class of security without netting net unrealized capital gains on other classes of securities. Because the incentive fee is calculated, accrued, and paid on an annual basis as of each year end and no probability or estimate of the ultimate fee can be ascertained (see note 8), no incentive fee was recorded during the quarter ended March 31, 2006 and 2005.

- The Investment Adviser was reimbursed by the Fund for administrative expenses paid by the Investment Adviser on behalf of the Fund. Such reimbursements were $7,236 and $86,139 during the quarter ended March 31, 2006 and 2005, respectively, and are included in general and administrative expenses in the accompanying statements of operations.

As of March 31, 2006 and December 31, 2005, the Fund had accounts payable of $2,288,706 and $2,050,989, respectively, for the amount due for the fees and expense reimbursement above.

Note 5 - Eligible Portfolio Companies and Investments

Eligible Portfolio Companies

The Fund invests primarily in convertible securities and equity investments of companies that qualify as Eligible Portfolio Companies as defined in Section 2(a)(46) of the 1940 Act or in securities that otherwise qualify for investment as permitted in Section 55(a)(1) through (5) of the 1940 Act. Under the 1940 Act, at least 70% of the Fund's assets, as defined under the 1940 Act, must be invested in Eligible Portfolio Companies. In the event the Fund has less than 70% of its assets invested in Eligible Portfolio Investments, then it will be prohibited from making non-eligible investments until such time as the percentage of eligible investments again exceeds the 70% threshold. The Fund was in compliance with these provisions at March 31, 2006.

Investments

Investments are carried in the statements of assets and liabilities at fair value, as determined in good faith by the Investment Adviser. The convertible debt securities held by the Fund generally have maturities between five and seven years and are convertible into the common stock of the issuer at a set conversion price at the discretion of the Fund. The common stock underlying these securities is generally unregistered and thinly to moderately traded, but is not otherwise restricted. Generally, the Fund negotiates registration rights at the time of purchase and the portfolio companies are required to register the shares within a designated period and the cost of registration is borne by the portfolio company. Interest on convertible securities is generally payable monthly. The convertible debt securities generally contain embedded call options giving the issuer the right to call the underlying issue. In these instances, the

Fund has the right of redemption or conversion. The embedded call option will generally not vest until certain conditions are achieved by the issuer. Such conditions may require that minimum thresholds be met relating to underlying market prices, liquidity, or other factors.

19

RENAISSANCE CAPITAL GROWTH & INCOME FUND III, INC.
Notes to Unaudited Financial Statements
March 31, 2006

Note 6 - Valuation of Investments

On a quarterly basis, the Investment Adviser prepares a valuation of the assets of the Fund, subject to the approval of the Board of Directors of the Fund. The valuation principles are described below.

- The common stock of companies listed on an exchange, Nasdaq or in the over-the-counter market is valued at the closing price on the date of valuation.

- The unlisted preferred stock of companies with common stock listed on an exchange, Nasdaq or in the over-the-counter market is valued at the closing price of the common stock into which the preferred stock is convertible on the date of valuation. If the preferred stock is redeemable, the preferred stock is valued at the greater of cost or market.

- The unlisted in-the-money options or warrants of companies with the underlying common stock listed on an exchange, Nasdaq or in the over-the-counter market are valued at the positive difference between the closing price of the underlying common stock and the strike price of the warrant or option. An out-of-the money warrant or option has no intrinsic value; thus, we assign no value to it.

- Debt securities are valued at the greater of (i) cost or (ii) the market value of the underlying common stock into which the debt instrument is convertible. In cases where the debt instrument is in default or the company is in bankruptcy, the value will be (i) the value of the underlying common stock, (ii) the value of the collateral, if secured, or (iii) zero, if the common stock has no value and there is no collateral.

- If there is no independent and objective pricing authority (i.e. a public market) for investments in privately held entities, the latest sale of equity securities to independent third parties by the entity governs the value of that enterprise. This valuation method causes the Fund’s initial investment in the private entity to be valued at cost. Thereafter, new issuances or offers of equity or equity-linked securities by the portfolio company to new investors will be used to determine enterprise value as they will provide the most objective and independent basis for determining the worth of the issuer. Where a private entity does not have an independent value established over an extended period of time, then the Investment Adviser will determine fair value on the basis of appraisal procedures established in good faith and approved by the Fund’s Board of Directors.

As of March 31, 2006, and December 31, 2005, the net unrealized appreciation associated with investments held by the Fund was $18,343,369 and $18,569,019, respectively. As of March 31, 2006 and December 31, 2005, the Fund had gross unrealized gains of $29,086,123 and $28,008,507, respectively, and gross unrealized losses of $10,742,754 and $9,439,488, respectively.

Note 7 - Restricted Securities

As indicated on the schedules of investments as of March 31, 2006 and December 31, 2005, the Fund holds investments in shares of common stock, the sale of which is restricted. These securities have been valued by the Investment Adviser after considering certain pertinent factors relevant to the individual securities (See Note 6).

RENAISSANCE CAPITAL GROWTH & INCOME FUND III, INC.
Notes to Unaudited Financial Statements
March 31, 2006

Note 8 - Commitments and Contingencies

As disclosed in Note 4, the Fund is obligated to pay to the Investment Advisor an incentive fee equal to 20% of the Fund's cumulative realized capital gains in excess of cumulative capital losses of the Fund after allowance for any capital depreciation on the portfolio investments of the Fund. As incentive fees on capital gains are not due to the Investment Advisor until the capital gains are realized, any obligations for incentive fees based on unrealized capital gains are not reflected in the accompanying financial statements as there is no assurance that the unrealized gains as of the end of any period will ultimately become realized. Had an incentive fee been accrued as a liability based on all unrealized capital gains, net assets of the Fund would have been reduced by $5,509,555 as of December 31, 2005.

Note 9 - Financial Highlights - unaudited

Selected per share data and ratios for each share of common stock outstanding throughout the three months ended March 31, 2006 and 2005 are as follows:

	2006	2005
Net asset value, beginning of period	$ 12.14	$ 17.14
Effect of share change	—	(.41)
Net investment loss	(.08)	(.07)
Net realized and unrealized gain (loss) on investments	.21	(2.98)
Total return from investment operations	.13	(3.05)
Distributions:		
From net capital gains	(.10)	(.10)
Contributions:		
From sale of common stock	—	.35
Net asset value, end of period	$ 12.17	$ 13.93
Per share market value, end of period	$ 10.90	$ 11.40
Portfolio turnover rate	1.25%	1.50%
Quarterly return (a)	(.91)%	(11.97)%
Ratio to average net assets (b):		
Net investment loss	(.69)%	(.49)%
Expenses	.91%	.71%

(a) Quarterly return (not annualized) was calculated by comparing the common stock price on the first day of the period to the common stock price on the last day of the period, in accordance with American

Institute of Certified Public Account guidelines.

(b) Average net assets have been computed based on quarterly valuations.

21

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Material Changes in Portfolio Investments

The following material portfolio transactions occurred during the quarter ended March 31, 2006:

Advance Nanotech, Inc. (OTCBB:AVNA): During the first quarter of 2006, the Fund received 5,796 shares of the company's common stock as a liquidated damages payment. Pursuant to the terms of a registration rights agreement entered into in connection with the purchase of the shares, the company was required to file a registration statement prior to the required filing date or pay liquidated damages in the amount equal to 1.5% of the aggregate purchase price paid by the Fund in cash or in shares of its common stock.

CaminoSoft Corporation (OTCBB:CMSF): During the first quarter of 2006, the Fund received warrants to purchase 50,000 shares of the company's common stock at $0.86 per share. The warrants were received as consideration for the Fund extending the due date of its $250,000 promissory note from July 19, 2006 to January 19, 2008.

Dexterity Surgical, Inc.: Pursuant to the Order Confirming First Amended Plan of Liquidation Under Chapter 11, Title 11, United States Code of Dexterity Surgical, Inc. dated December 7, 2004, the Fund recovered $1,091,200 of the Fund's original $3,135,000 investment which previously had been written-off.

Hemobiotech, Inc. (OTCBB:HMBT): During the first quarter of 2006, the Fund exercised warrants to purchase 588,240 shares of the company's common stock for $623,534 and currently hold the underlying shares in the portfolio. The Fund also purchased in the open market 10,000 shares of common stock for $22,220.

Integrated Security Systems, Inc. (OTCBB:IZZI): In the first quarter of 2006, the Fund received 115,020 shares of common stock as payment in kind for interest on promissory notes held by the Fund. Russell Cleveland, the Fund's President and Chief Executive Officer, received 25,363 shares of common stock as payment in kind for his service as a director of the company. Mr. Cleveland assigned those shares to the Fund. The Fund also received 32,955 shares of common stock as payment in kind for allowing the company to extend the term of its promissory notes.

Photomedex, Inc. (OTCBB:PHMD): During the first quarter of 2006, the Fund sold its entire position of 70,000 shares of common stock for proceeds of $148,392, resulting in a realized loss of $28,008.

Simtek Corporation (OTCBB:SRAM): In the quarter ended March 31, 2006, the Fund received options to purchase 12,369 shares of common stock at $0.27 per share. The options were issued to Robert Pearson, a vice president of the Fund, in connection with his service on the board of directors of Simtek. Mr. Pearson assigned his rights under the option to the Fund.

Results of Operations for the Quarter Ended March 31, 2006

For the quarter ended March 31, 2006, the Fund had net investment loss of $373,174 compared to net investment loss of $336,818 for the first quarter of 2005. This change was due in large part to a decrease in investment income from $151,868 for the first quarter of 2005 to $122,629 for the comparable period of 2006. This decrease in investment income was primarily attributable to fewer investment fees being earned in 2006. In addition, interest income decreased in 2006 due to debt positions being sold, converted to equity, or realized as losses. Dividend income increased from $17,335 for the quarter ended March 31, 2005 to $42,465 for the quarter ended March 31, 2006, as a result of higher short term treasury balances.

Investment expenses increased from $488,686 for the quarter ended March 31, 2005 to $495,803 for the quarter ended March 31, 2006. General and administrative expenses decreased for the first quarter of 2006 to $61,223 from $73,662 for the first quarter of 2005 as a result of decreased travel, subscriptions, insurance, and bank charge expenses, offset by increases in printing expenses and director fees for the quarter ended March 31, 2006. Interest expense increased from $9,878 for the first quarter of 2005 to $27,810 for the comparable period of 2006 as a result of higher margin balances and interest rates during the quarter ended March 31, 2006. Legal and professional fees increased from $131,853 for the first quarter of 2005 to $168,023 for the first quarter of 2006 as a result of the accrual of audit fees in the first quarter of 2006 offset by lower legal fees for the first quarter of 2006 due to the resolution of settlement proceedings with the Securities and Exchange Commission and resolution of the Dexterity Surgical bankruptcy proceedings. Management fees decreased from $273,293 for the first quarter of 2005 to $238,747 for the comparable period of 2006 as a result of lower market values for portfolio investments during the period.

Net unrealized depreciation decreased from $17,259,989 for the quarter ended March 31, 2005 to $225,650 for the quarter ended March 31, 2006. This change in unrealized depreciation was due to the fluctuation of market values at each quarter end and the realization of gains or losses upon the disposition of investments.

Net realized gains decreased from $4,093,083 for the quarter ended March 31, 2005 to $1,188,192 for the same period of 2006 as a result of fewer gains being earned from the sale of investments during the quarter ended March 31, 2006.

Liquidity and Capital Resources

For the three months ended March 31, 2006, net assets increased from $54,188,943 at December 31, 2005, to $54,331,914 at March 31, 2006. This increase is primarily attributable to an increase in distributable net capital gains from proceeds from the sale of investments. This increase was partially offset by the net investment loss in the quarter ended March 31, 2006.

At the end of the first quarter of 2006, the Fund had cash and cash equivalents of $4,401,248 versus cash and cash equivalents of $8,396,052 at December 31, 2005. This decrease was primarily attributable to the January 2006 payment of the dividend payable at December 31, 2005. The Fund’s interest and dividends receivable increased from $48,226 at December 31, 2005, to $165,872 at March 31, 2006, primarily due to the accrual of expected proceeds from the sale of one of the Fund’s portfolio companies, Advanced Refractive Technologies, Inc.

Accounts payable increased from $86,782 at December 31, 2005, to $124,446 at March 31, 2006, primarily due to the first quarter accrual of auditing fees. Finally, accounts payable to affiliate increased 11.59% from $2,050,989 at December 31, 2005, to $2,288,706 at March 31, 2006, due to the accrual of a first quarter management fee to the Fund’s investment adviser.

During the quarter ended March 31, 2006, the Fund paid $4,592,083 of dividends to shareholders consisting of $4,145,686 of capital gains dividend payable at December 31, 2005 and $446,397 of dividends declared and payable during the quarter ended March 31, 2006.

The majority of the Fund’s investments in portfolio companies are individually negotiated, non-registered for public trading, and are subject to legal and contractual investment restrictions. Accordingly, the Fund’s portfolio investments are generally considered non-liquid. This lack of liquidity primarily affects the Fund’s ability to make new investments and distributions to shareholders.

Pending investment in portfolio investments, funds are invested in temporary cash accounts and in government securities. Government securities used as cash equivalents will typically consist of U. S. Treasury securities or other U. S. Government and Agency obligations having slightly higher yields and maturity dates of three months or less. These investments qualify for investment as permitted in Section 55(a)(1) through (5) of the 1940 Act.

Contractual Obligations

The Fund has a contract for the purchase of services under which it will have future commitments: the investment advisory agreement, pursuant to which RENN Capital Group, Inc. has agreed to serve as the Fund’s investment adviser. Such agreement has contractual obligations with fees which are based on values of the portfolio investments which the Fund owns. For further information regarding the Fund’s obligations under the investment advisory agreement see Note 4 of the Financial Statements.

Because the Fund does not enter into other long-term debt obligations, capital lease obligations, operating lease obligations, or purchase obligations, a table of contractual obligations has not been presented.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

The Fund is subject to financial market risks, including changes in market interest rates as well as changes in marketable equity security prices. The Fund does not use derivative financial instruments to mitigate any of these risks. The return on the Fund's investments is generally not affected by foreign currency fluctuations.

A majority of the Fund's net assets consist of common stock, and warrants and options to purchase common stock, in publicly traded companies. These investments are directly exposed to equity price risk, in that a percentage change in these equity prices would result in a similar percentage change in the fair value of these securities.

A lesser percentage of the Fund's net assets consist of fixed rate convertible debentures and other debt instruments as well as convertible preferred securities. Since these instruments are generally priced at a fixed rate, changes in market interest rates do not directly impact interest income, although they could impact the Fund's yield on future investments in debt instruments. In addition, changes in market interest rates are not typically a significant factor in the Fund's determination of fair value of its debt instruments, as it is generally assumed they will be held to maturity, and their fair values are determined on the basis of the terms of the particular instrument and the financial condition of the issuer.

A small percentage of the Fund's net assets consist of equity investments in private companies. The Fund anticipates no impact on these investments from modest changes in public market equity prices. However, should significant changes in market prices occur, there could be a longer-term effect on valuations of private companies which could affect the carrying value and the amount and timing of proceeds realized on these investments.

Item 4. Controls and Procedures.

The Fund has in place systems relating to disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934). Our principal executive officer and principal financial officer evaluated the effectiveness of these disclosure controls and procedures as of the end of our quarter ended March 31, 2006 in connection with the preparation of this report. They concluded that the controls and procedures were effective and adequate at that time. There were no significant changes in the Fund's internal control over financial reporting during the first quarter of fiscal 2006 that have materially affected, or are reasonably likely to materially affect, the Fund's internal control over financial reporting.

PART II

Item 1. **Legal Proceedings**

None

Item 1A. **Risk Factors**

You should carefully consider the risks described below and all other information contained in this quarterly report on Form 10-Q, including our financial statements and the related notes thereto before making a decision to purchase our common stock. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties not presently known to us, or not presently deemed material by us, may also impair our operations and performance. If any of the following risks actually occur, our business, financial condition or results of operations could be materially adversely affected. If that happens, the trading price of our common stock could decline, and you may lose all or part of your investment.

Failure to Meet Listing Standards. It is uncertain whether our common stock will meet the requirements for listing on Nasdaq, or any other stock exchange or quotation service.

In July 2004, due to our inability to complete our audit and file our Form 10-K for the year ended December 31, 2003 in a timely manner, the Fund's common stock was delisted from Nasdaq. As we become current with the delinquent filings, we will attempt to relist with Nasdaq or a national stock exchange, but there is no certainty that we will be able to do so.

Our Growth is Dependent on Investing in Quality Transactions. Sustaining growth depends on our ability to identify, evaluate, finance, and invest in companies that meet our investment criteria. Accomplishing such results on a cost-effective basis is a function of our marketing capabilities and skillful management of the investment process. Failure to achieve future growth could have a material adverse effect on our business, financial condition, and results of operations.

Failure to Invest Capital Effectively May Decrease Our Stock Price. If we fail to invest our capital effectively, our return on equity may be decreased, which could reduce the price of the shares of our common stock.

Highly Competitive Market for Investments. We compete with a number of private equity funds, other investment entities and individuals for investment opportunities. Some of these competitors are substantially larger and have greater financial resources, and some are subject to different and frequently less stringent regulation. As a result of this competition, we may not be able to take advantage of attractive investment opportunities from time to time and there can be no assurance that we will be able to identify and make investments that satisfy our objectives.

Lack of Publicly Available Information on Certain Portfolio Companies. Some of the securities in our portfolio are issued by privately held companies. There is generally little or no publicly available information about such companies, and we must rely on the diligence of our management to obtain the information necessary for our decision to invest. There can be no assurance that such diligence efforts will uncover all material information necessary to make fully informed investment decisions.

Dependence on Key Management. Selecting, structuring and closing our investments depends upon the diligence and skill of our management, which is responsible for identifying, evaluating, negotiating, monitoring and disposing of our investments. Our management's capabilities will significantly impact our results of operations. If we lose any member of our management team and he/she cannot be promptly replaced with an equally capable team member, our results of operations could be significantly impacted.

Failure to Deploy Capital may Lower Returns. Our failure to successfully deploy sufficient capital may reduce our return on equity.

Results May Fluctuate. Our operating results may fluctuate materially due to a number of factors including, among others, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which we encounter competition in our portfolio companies' markets, the ability to find and close suitable investments, and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

Uncertain Value of Certain Restricted Securities. Our net asset value is based on the values assigned to the various investments in our portfolio, determined in good faith by our board of directors. Because of the inherent uncertainty of the valuation of portfolio securities which do not have readily ascertainable market values, our fair value determinations may differ materially from the values which would be applicable to unrestricted securities having a public market.

Illiquid Securities May Adversely Affect Our Business. Our portfolio contains securities which are subject to restrictions on sale because they were acquired from issuers in "private placement" transactions or because we are deemed to be an affiliate of the issuer. Unless an exemption from the registration requirements of the Securities Act of 1933 is available, we will not be able to sell these securities publicly without the expense and time required to register the securities under applicable federal and state securities laws. In addition, contractual or practical limitations may restrict our ability to liquidate our securities in portfolio companies, because we may own a relatively large percentage of the issuer's outstanding securities. Sales may also be limited by unfavorable market conditions. The illiquidity of our investments may preclude or delay the disposition of such securities, which may make it difficult for us to obtain cash equal to the value at which we record our investments.

Regulated Industry. Publicly traded investment funds are highly regulated. Changes in securities laws or regulations governing our operations or our failure to comply with those laws or regulations may adversely affect our business.

Failure to Qualify for Favorable Tax Treatment. We may not qualify for conduit tax treatment as a Regulated Investment Company ("RIC") if we are unable to comply with the requirements of Subchapter M of the Internal Revenue Code. If we fail to satisfy such requirements and cease to qualify for conduit tax treatment, we will be subject to federal taxes on our net investment income. The loss of this pass-through tax treatment could have a material adverse effect on the total return, if any, obtainable from an investment in our common stock.

Highly Leveraged Portfolio Companies. Some of our portfolio companies could incur substantial indebtedness in relation to their overall capital base. Such indebtedness often has a term that will require the balance of the loan to be refinanced when it matures. If portfolio companies cannot generate adequate cash flow to meet the principal and interest payments on their indebtedness, the value of our investments could be reduced or eliminated through foreclosure on the portfolio company's assets or by the portfolio company's reorganization or bankruptcy.

Our Common Stock Often Trades at a Discount. Our common stock often trades at a discount from net asset value. Our common stock is traded over-the-counter in the pink sheets. Stockholders desiring liquidity may sell their shares at current market value, which has often been below net asset value. Shares of closed-end investment companies frequently trade at discounts from net asset value, which is a risk separate and distinct from the risk that a fund's performance will cause its net asset value to decrease.

Nature of Investment in Our Common Stock. Our stock is intended for investors seeking long-term capital appreciation. Our investments in portfolio securities generally require some time to reach maturity, and such investments generally are illiquid. An investment in our shares should not be considered a complete investment program. Each prospective purchaser should take into account his or her investment objectives as well as his or her other investments when considering the purchase of our shares.

Our Stock Price May Fluctuate Significantly. The market price of our common stock may fluctuate significantly. The market price and marketability of shares of our common stock may from time to time be significantly affected by numerous factors, including our investment results, market conditions, and other influences and events over which we have no control and that may not be directly related to us.

Item 2. **Unregistered Sales of Equity Securities and Use of Proceeds**

None

Item 3. **Defaults Upon Senior Securities**

None

Item 4. **Submission of Matters to a Vote of Security Holders**

None

Item 5. **Other Information**

None

Item 6. **Exhibits**

31.1	Certification of the principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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.

RENAISSANCE CAPITAL GROWTH & INCOME FUND III, INC.

/s/ Russell Cleveland Russell Cleveland, President and Chief Executive Officer (Principal Executive Officer)	November 3, 2006

/s/ Barbe Butschek Barbe Butschek, Chief Financial Officer (Principal Financial Officer)	November 3, 2006

30