

HARRIS & HARRIS GROUP INC /NY/  
Form SC 13G/A  
February 10, 2016

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**Harris & Harris Group, Inc.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**413833104**

**(CUSIP Number)**

**December 31, 2015**

**(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).

SCHEDULE 13G

CUSIP No. 413833104

Page 2 of 6

1 Names of reporting persons

Granahan Investment Management, Inc.

2 Check the appropriate box if a member of a group\*

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

Massachusetts

5 Sole voting power

Number of

shares 371,284

6 Shared voting power

beneficially

owned by 0

each 7 Sole dispositive power

reporting

person 1,933,936

8 Shared dispositive power

with:

0

9 Aggregate amount beneficially owned by each reporting person

1,933,936

10 Check if the aggregate amount in Row (9) excludes certain shares ..

11 Percent of class represented by amount in Row 9

6.3% <sup>(1)</sup>

12 Type of reporting person

IA

(1) Reflects 30,903,501 shares of common stock outstanding as of November 9, 2015, as reported by Harris & Harris Group, Inc. in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015.

SCHEDULE 13G

CUSIP No. 413833104

Page 3 of 6

Item 1(a). Name of Issuer:  
Harris & Harris Group, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:  
1450 Broadway, 24th Floor

New York, New York 10018

Item 2(a). Name of Person Filing:  
Granahan Investment Management, Inc.

Item 2(b). Address of Principal Business Office or, if None, Residence:  
404 Wyman Street, Suite 460

Waltham, MA 02451

Item 2(c). Citizenship:  
Massachusetts

Item 2(d). Title of Class of Securities:  
Common Stock, \$0.01 par value per share

Item 2(e). CUSIP No.:  
413833104

Item 3. If This Statement is Filed Pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

SCHEDULE 13G

CUSIP No. 413833104

Page 4 of 6

- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 1,933,936
- (b) Percent of class: 6.3%
- (c) Number of shares as to which the person has:
  - (i) sole power to vote or to direct the vote: 371,284
  - (ii) shared power to vote or to direct the vote: 0
  - (iii) sole power to dispose or to direct the disposition of: 1,933,936
  - (iv) shared power to dispose or to direct the disposition of: 0

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ".

SCHEDULE 13G

CUSIP No. 413833104

Page 5 of 6

Item 6. Ownership of More than 5 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. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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, other than activities solely in connection with a nomination under § 240.14a-11.



SCHEDULE 13G

CUSIP No. 413833104

Page 6 of 6

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.

**GRANAHAN INVESTMENT MANAGEMENT, INC.**

Date: February 10, 2016

By: /s/ Jane M. White

Jane M. White, President and CEO  
Name/Title