
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OF 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 333-73996

MORGAN GROUP HOLDING CO.

(Exact name of small business issuing as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of Incorporation of organization)	<u>13-4196940</u> (IRS Employer Identification Number)
<u>401 Theodore Fremd Avenue, Rye, New York</u> (Address of principal executive offices)	<u>10580</u> (Zip Code)
<u>(914) 921-1877</u> (Registrant's telephone number, including area code)	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practical date.

<u>Class</u>	<u>Outstanding at July 30, 2014</u>
<u>Common Stock, \$.01 par value</u>	<u>3,359,055</u>

MORGAN GROUP HOLDING CO.
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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Unaudited Financial Statements

Condensed Balance Sheets as of
June 30, 2014, December 31, 2013 and June 30, 2013

Condensed Statements of Operations for the
Three and Six Months Ended June 30, 2014 and 2013

Condensed Statements of Cash Flows for the
Six Months Ended June 30, 2014 and 2013

Condensed Statement of Shareholders' Equity for the
Six Months Ended June 30, 2014

Notes to Condensed Financial
Statements as of June 30, 2014

Morgan Group Holding Co.
Condensed Balance Sheets
(Unaudited)

	June 30, 2014	December 31, 2013	June 30, 2013
ASSETS			
Current assets:			
Cash and cash equivalents	\$211,220	\$8,981	\$312,164
Marketable securities	--	275,857	--
Prepaid expenses	8,068	9,081	6,838
Total current assets	219,288	293,919	319,002
Equipment – net	899	1,226	1,553
Total assets	<u>\$220,187</u>	<u>\$295,145</u>	<u>\$320,555</u>
LIABILITIES			
Current liabilities:			
Accrued liabilities	\$--	\$--	\$1,958
Total current liabilities	--	--	1,958
Total liabilities	--	--	1,958
COMMITMENTS AND CONTINGENCIES			
SHAREHOLDERS' EQUITY			
Preferred stock, \$0.01 par value, 1,000,000 shares authorized, none outstanding			
	--	--	--
Common stock, \$0.01 par value, 10,000,000 shares authorized, 3,359,055 outstanding			
	33,591	33,591	33,591
Additional paid-in-capital	5,772,368	5,772,368	5,772,368
Accumulated deficit	(5,585,772)	(5,510,814)	(5,478,362)
Total shareholders' equity	220,187	295,145	318,597
Total liabilities and shareholders' equity	<u>\$220,187</u>	<u>\$295,145</u>	<u>\$320,555</u>

See accompanying notes to condensed financial statements

Morgan Group Holding Co.
Condensed Statements of Operations
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Revenues	\$--	\$--	\$--	\$--
Administrative expenses	(26,581)	(12,050)	(74,415)	(38,377)
Other income:				
Interest and dividends	--	8	--	20
Realized and unrealized loss on marketable securities	--	--	(543)	--
Net loss before income taxes	(26,581)	(12,042)	(\$74,958)	(38,357)
Income taxes	--	--	--	--
Net loss	<u>(\$26,581)</u>	<u>(\$12,042)</u>	<u>(\$74,958)</u>	<u>(\$38,357)</u>
Net loss per share, basic and diluted	(\$0.01)	(\$ 0.00)	(\$0.02)	(\$0.01)
Shares outstanding, basic and diluted	3,359,055	3,359,055	3,359,055	3,359,055

See accompanying notes to condensed financial statements

Morgan Group Holding Co.
Condensed Statements of Cash Flows
(Unaudited)

	Six Months Ended	
	June 30,	
	2014	2013
Cash Flows from Operating Activities		
Interest received	\$--	\$20
Cash paid to suppliers	(73,075)	(53,374)
Net cash used in operating activities	<u>(73,075)</u>	<u>(53,354)</u>
Cash Flows from Investing Activities		
Proceeds from the sale of marketable securities	275,314	--
Net cash provided by investing activities	<u>275,314</u>	<u>--</u>
Cash Flows from Financing Activities		
Proceeds from issuance of warrants	--	10,000
Net cash provided by financing activities	<u>--</u>	<u>10,000</u>
Net increase (decrease) in cash and cash equivalents	202,239	(43,354)
Cash and cash equivalents, beginning of the period	8,981	355,518
Cash and cash equivalents, end of the period	<u>\$211,220</u>	<u>\$312,164</u>
Reconciliation of net loss to net cash used in operating activities:		
Net loss	(\$74,958)	(\$38,357)
Depreciation	327	327
Realized losses from the sale of marketable securities	4,781	--
Change in unrealized gains from investment in marketable securities	(4,238)	--
Decrease (increase) in prepaid expenses	1,013	(907)
Decrease in accrued liabilities	--	(14,417)
Net cash used in operating activities	<u>(\$73,075)</u>	<u>(\$53,354)</u>
Cash paid for interest	\$--	\$--
Cash paid for income taxes	\$--	\$--

See accompanying notes to condensed financial statements

Morgan Group Holding Co.
Condensed Statement of Shareholders' Equity
Six Months Ended June 30, 2014

	Common Stock		Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Par Value			
Shareholders' equity, December 31, 2013	3,359,055	\$33,591	\$5,772,368	(\$5,510,814)	\$295,145
Net loss for six months ended June 30, 2014	--	--	-	(74,958)	(74,958)
Shareholders' equity, June 30, 2014	<u>3,359,055</u>	<u>\$33,591</u>	<u>\$5,772,368</u>	<u>(\$5,585,772)</u>	<u>\$220,187</u>

See accompanying notes to condensed financial statements

Morgan Group Holding Co.
Notes to Condensed Financial Statements

Note 1. Basis of Presentation

Morgan Group Holding Co. (“Holding” or “the Company”) was incorporated in November 2001 as a wholly-owned subsidiary of LICT Corporation (“LICT”) to serve, among other business purposes, as a holding company for LICT’s controlling interest in The Morgan Group, Inc. (“Morgan”). On January 24, 2002, LICT spun off 2,820,051 shares of Holding common stock through a pro rata distribution (“Spin-Off”) to its stockholders and retained 235,294 shares.

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Note 2. Significant Accounting Policies

All highly liquid investments with maturity of three months or less when purchased are considered to be cash equivalents. The carrying value of a cash equivalent approximates its fair value based on its nature.

At June 30, 2014, December 31, 2013 and June 30, 2013 all cash and cash equivalents were invested in a United States Treasury money market fund, of which an affiliate of the Company serves as the investment manager.

The Company may from time to time invest in marketable securities that are bought and held principally for the purpose of selling them in the near term and are classified as trading securities. Trading securities are recorded at fair value on the balance sheet in current assets, with the change in fair value during the period included in earnings.

Basic earnings per share is based on the weighted-average number of common shares outstanding during each period. Diluted earnings per share is based on basic shares plus the incremental shares that would be issued upon the assumed exercise of in-the-money stock options and unvested restricted stock using the treasury stock method and, if dilutive.

Note 3. Income Taxes

The Company is a “C” corporation for Federal tax purposes, and has provided for deferred income taxes for temporary differences between the financial statement and tax bases of its assets and liabilities. The Company has recorded a full valuation allowance against its deferred tax asset of approximately \$187,725 arising from its temporary basis differences and tax loss carryforward, as its realization is dependent upon the generation of future taxable income during the period when such losses would be deductible.

Pursuant to Sections 382 and 383 of the Internal Revenue Code, annual use of any of the Company’s net operating loss carry forwards may be limited if cumulative changes in ownership of more than 50% occur during any three year period.

Note 4. Commitments and Contingencies

From time to time the Company may be subject to certain asserted and unasserted claims. It is the Company’s belief that the resolution of these matters will not have a material adverse effect on its financial position.

The Company has not guaranteed any of the obligations of Morgan and believes it currently has no commitment or obligation to fund any creditors.

Note 5. Shareholders' Equity and Stock Options and Warrants

At the Company's Annual Meeting of Stockholders on May 8, 2014, its stockholders voted to amend the Company's Certificate of Incorporation (the "Charter Amendment") to increase the number of authorized shares of common stock, par value \$0.01 per share, from 10,000,000 to 100,000,000. The Company has not yet filed the Amended Certificate of with its state of incorporation, Delaware, to effectuate the authorization.

On December 21, 2012, the Company and Jonathan P. Evans, currently Chief Executive Officer of the Company, entered into a Nonqualified Stock Option Agreement, whereby the Company granted to Mr. Evans an option (the "Option") to purchase 800,000 shares of the Company's Common Stock at an exercise price of \$0.15 per share of Common Stock, which is the closing price of the Common Stock as quoted on the OTC Markets' inter-dealer quotation service on December 20, 2012. The Options are exercisable at any time and the exercise period expires December 21, 2015. As of June 30, 2014, these are the only options outstanding.

Also on December 21, 2012, the Company issued a warrant to purchase up to 1,000,000 shares of the Company's Common Stock at \$1.00 per share to Jonathan P. Evans in exchange for \$10,000, which was received in 2013. In addition, on that date the Company issued a warrant to purchase up to 200,000 shares of the Company's Common Stock to Robert E. Dolan, Chief Financial Officer of the Company, in exchange for \$2,000. Both warrants are exercisable currently through December 21, 2017. As of June 30, 2014, these are the only warrants outstanding.

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

Overview

The Company currently has no operating businesses and is actively seeking acquisitions as part of its strategic alternatives. Its only costs are the expenses required to make the regulatory filings needed to maintain its public status and to find and evaluate potential acquisitions. These costs are estimated at \$25,000 to \$75,000 per year.

Results of Operations

Three months Ended June 30, 2014 and 2013

For the three months ended June 30, 2014, the Company incurred \$26,581 of administrative expenses, an increase of \$14,531 from the \$12,050 of expenses in the three months ended June 30, 2013, primarily due to cost of the Company's Annual Meeting of Shareholders in June 2014.

Six months Ended June 30, 2014 and 2013

For the six months ended June 30, 2014, the Company incurred \$74,415 of administrative expenses an increase of \$36,038 from the \$38,377 of expenses in the six months ended June 30, 2013, primarily due (1) activity associated with a possible acquisition evaluation and (2) the cost of the Company's Annual Meeting of Shareholders in May 2014. Specifically during the first quarter of 2014, the Company incurred \$22,500 related to a specific acquisition that it did not proceed with.

The company may from time to time invest in marketable securities that are subject to a publicly disclosed acquisition offer but are trading below the proposed acquisition price. During the six months ended June 30, 2014, the Company recorded \$543 of net realized and unrealized losses from this activity; no realized or unrealized gains or losses were recorded during 2013.

Liquidity and Capital Resources

As of June 30, 2014, the Company's principal assets consisted of cash and cash equivalents of \$211,220.

The Company has implemented a growth strategy to acquire US-based businesses of an appropriate type and size. The execution of such a strategy may require the Company to obtain significantly more financial resources than it currently possesses. Those resources could take the form of debt and equity offerings, or potentially a hybrid instrument. There is no assurance that the Company can obtain such financial resources to successfully implement this strategy.

At the Company's Annual Meeting of Stockholders on May 8, 2014, its stockholders voted to amend the Company's Certificate of Incorporation (the "Charter Amendment") to increase the number of authorized shares of common stock, par value \$0.01 per share, from 10,000,000 to 100,000,000. This Charter Amendment gives the Company greater flexibility in considering and planning for future corporate needs, including, but not limited to, possible future capital raising activities, potential strategic transactions, including mergers, acquisitions, and business combinations, as well as other general corporate transactions. Such transactions may be undertaken with affiliates of the Company or unaffiliated third parties. The Board believes that additional authorized shares of common stock will enable the Company to take timely advantage of market conditions and favorable financing and acquisition opportunities that become available.

The Company has no current plan, commitment, arrangement, understanding or agreement regarding the issuance of the additional shares of common stock that will result from the Company's adoption of this Charter Amendment.

The Company has not yet filed the Amended Certificate of with its state of incorporation, Delaware.

Off Balance Sheet Arrangements

None.

Item 3. Quantitative and Qualitative Analysis of Market Risk

The Company is a smaller reporting company as defined in Item 10(f)(1) of Regulation S-K and thus is not required to report the Quantitative and Qualitative Analysis of Market Risk specified in Item 305 of Regulation S-K.

Item 4. Controls and Procedures

a) Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Act")) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures as of the end of the period covered by this report were designed and were functioning effectively to provide reasonable assurance that the information required to be disclosed by the Company in reports filed under the Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. The Company believes that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

(b) Changes in Internal Controls

During the period covered by this report, there have been no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our financial statements.

Forward Looking Discussion

This report contains a number of forward-looking statements, including but not limited to statements regarding the prospective adequacy of the Company's liquidity and capital resources in the near term. From time to time, the Company may make other oral or written forward-looking statements regarding its anticipated operating revenues, costs and expenses, earnings and other matters affecting its operations and condition. Such forward-looking statements are subject to a number of material factors, which could cause the statements or projections contained therein to be materially inaccurate. Such factors include the estimated administrative expenses of the Company on a going-forward basis.

PART II - OTHER INFORMATION

Item 6. Exhibits.

Exhibit 3.1	Certificate of Incorporation of the Company*
Exhibit 3.2	By-laws of the Company*
Exhibit 31.1	Chief Executive Officer Rule 15d-14(a) Certification.
Exhibit 31.2	Principal Financial Officer Rule 15d-14(a) Certification.
Exhibit 32.1	Chief Executive Officer Section 1350 Certification.
Exhibit 32.2	Principal Financial Officer Section 1350 Certification.
EX-101.INS	XBRL INSTANCE DOCUMENT
EX-101.SCH	XBRL TAXONOMY EXTENSION SCHEMA
EX-101.PRE	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE
EX-101.LAB	XBRL TAXONOMY LABEL LINKBASE
EX-101-CAL	XBRL TAXONOMY EXTENSION CALCULATION
EX-101.DEF	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE

* Incorporated by reference to the exhibits to the Company's Registration Statement on Form S-1 (Registration No. 333-73996).

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MORGAN GROUP HOLDING CO.

By: /s/ Robert E. Dolan
ROBERT E. DOLAN
Chief Financial Officer

August 5, 2014

Rule 13a-14(a) Certification of the Chief Executive Officer

I, Jonathan P. Evans, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Morgan Group Holdings Co.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2014

/s/ Jonathan P. Evans
Jonathan P. Evans
Chief Executive Officer

Rule 13a-14(a) Certification of the Principal Financial Officer

I, Robert E. Dolan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Morgan Group Holdings Co.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2014

/s/ Robert E. Dolan
Robert E. Dolan
Principal Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Morgan Group Holdings Co. (the "Company") for the three and six months ended June 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Jonathan P. Evans, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Jonathan P. Evans
Name: Jonathan P. Evans
Title: Chief Executive Officer

Date: August 5, 2014

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Morgan Group Holdings Co. (the "Company") for the three and six months ended June 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Robert E. Dolan, as Principal Accounting Officer of the Company, hereby certifies, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert E. Dolan
Name: Robert E. Dolan
Title: Principal Financial Officer

Date: August 5, 2014