

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

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **March 19, 2018**

MORGAN GROUP HOLDING CO.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation or organization)

333-73996

Commission File Number

13-4196940

(I.R.S. Employer
Identification No.)

401 Theodore Fremd Avenue, Rye, New York 10580

(Address of principal executive offices) (Zip Code)

914-921-1877

(Registrant's telephone number including area code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13E-4(C) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02 – Unregistered Sales of Equity Securities

On March 19, 2018, Morgan Group Holding Co. (The Company”) sold 1,500,000 of its common shares to LICT Corporation for a total consideration of \$180,000, or \$0.12 per share. Subsequent to this sale, the Company will have 4,859,055 shares of common stock outstanding.

The sale of these securities is exempt from registration under Rule 506(b) Section 4(a)(2) of Regulation D of the Securities Act of 1933.

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.

MORGAN GROUP HOLDING CO.

(Registrant)

Date March 19, 2018

By: /S/ Robert E. Dolan
Robert E. Dolan
Chief Financial Officer

*Print name and title of the signing officer under his signature.