

**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 September 30, 2011

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)

Delaware 13-4196940  
(State or other jurisdiction of (IRS Employer  
Incorporation of organization) Identification Number)

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)

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  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  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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 October 24, 2011</u> |
|-------------------------------|--|
| Common Stock, \$.01 par value | 3,055,345                              |

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## **PART I - FINANCIAL INFORMATION**

### **Item 1. Financial Statements.**

#### Unaudited Financial Statements

Condensed Balance Sheets as of September 30, 2011, December 31, 2010 and September 30, 2010  
Condensed Statements of Operations for the Three and Nine Months Ended September 30, 2011 and 2010

Condensed Statements of Cash Flows for the Nine Months Ended September 30, 2011 and 2010

Notes to Condensed Financial Statements as of September 30, 2011

Morgan Group Holding Co.  
Condensed Balance Sheets  
(Unaudited)

|   | <u>September 30,<br/>2011</u> | <u>December 31,<br/>2010</u> | <u>September 30,<br/>2010</u> |
|---|-------------------------------|------------------------------|-------------------------------|
| <b>ASSETS</b>   |                               |                              |                               |
| Current assets:   |                               |                              |                               |
| Cash  | \$264,355                     | \$192,033                    | \$307,413                     |
| Investment in Marketable Securities   | 120,680                       | 203,540                      | 97,840                        |
| Total current assets  | <u>385,035</u>                | <u>395,573</u>               | <u>405,253</u>                |
| Total assets  | <u>\$385,035</u>              | <u>\$395,573</u>             | <u>\$405,253</u>              |
| <b>LIABILITIES</b>  |                               |                              |                               |
| Current liabilities:  |                               |                              |                               |
| Accrued liabilities   | <u>\$22,798</u>               | <u>\$--</u>                  | <u>\$--</u>                   |
| Total current liabilities   | <u>22,798</u>                 | <u>--</u>                    | <u>--</u>                     |
| <b>COMMITMENTS AND CONTINGENCIES</b>  |                               |                              |                               |
| <b>SHAREHOLDERS' EQUITY</b>   |                               |                              |                               |
| Preferred Stock, \$0.01 par value, 1,000,000 shares authorized, none outstanding    | --                            | --                           | --                            |
| Common Stock, \$0.01 par value, 10,000,000 shares authorized, 3,055,345 outstanding | 30,553                        | 30,553                       | 30,553                        |
| Additional paid-in-capital  | 5,611,447                     | 5,611,447                    | 5,611,447                     |
| Accumulated deficit   | <u>(5,279,763)</u>            | <u>(5,246,427)</u>           | <u>(5,236,747)</u>            |
| Total shareholders' equity  | <u>362,237</u>                | <u>395,573</u>               | <u>405,253</u>                |
| Total liabilities and shareholders' equity  | <u>\$385,035</u>              | <u>\$395,573</u>             | <u>\$405,253</u>              |

*See accompanying notes to condensed financial statements*

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

|   | <b>Three Months Ended<br/>September 30,</b> |                        | <b>Nine Months Ended<br/>September 30,</b> |                        |
|---|---|------------------------|--|------------------------|
|   | <b>2011</b>                                 | <b>2010</b>            | <b>2011</b>                                | <b>2010</b>            |
| Revenues  | \$--  | \$--                   | \$--                                       | \$--                   |
| Administrative expenses                                   | (22,813)                                    | (4,286)                | (42,292)                                   | (23,281)               |
| Other income  |   |                        |  |                        |
| Interest and dividends                                    | 324   | 36                     | 924  | 134                    |
| Realized and unrealized gains on<br>marketable securities | 2,094                                       | 43,526                 | 8,032                                      | 44,716                 |
| Net (loss) income before income taxes                     | <u>(20,395)</u>                             | <u>39,276</u>          | <u>(33,336)</u>                            | <u>21,569</u>          |
| Income taxes  | <u>--</u>                                   | <u>--</u>              | <u>--</u>                                  | <u>--</u>              |
| Net (loss) income   | <u><u>(\$20,395)</u></u>                    | <u><u>\$39,276</u></u> | <u><u>(\$33,336)</u></u>                   | <u><u>\$21,569</u></u> |
| <br>(Loss) earnings per share, basic and<br>diluted       | <br>( \$0.01)                               | <br>\$ 0.01            | <br>( \$0.01)                              | <br>\$ 0.01            |
| Shares outstanding, basic and diluted                     | 3,055,345                                   | 3,055,345              | 3,055,345                                  | 3,055,345              |

*See accompanying notes to condensed financial statements*

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

|  | <b>Nine Months Ended September</b> |             |
|--|------------------------------------|-------------|
|  | <b>2011</b>                        | <b>2010</b> |
| <b>Cash Flows from Operating Activities</b>  |                                    |             |
| Interest received  | \$48                               | \$134       |
| Cash paid to suppliers   | (19,494)                           | (16,281)    |
| Net cash used in operating activities  | (19,446)                           | (16,147)    |
| <b>Cash Flows from Investing Activities</b>  |                                    |             |
| Purchases of marketable securities   | (989,240)                          | (1,014,037) |
| Proceeds from the sale of marketable   | 1,080,132                          | 960,913     |
| Dividends received   | 876                                | --          |
| Net cash received (used) in investing activities                                     | 91,768                             | (53,124)    |
| <b>Cash Flows from Financing Activities</b>  |                                    |             |
| Net increase (decrease) in Cash  | 72,322                             | (69,271)    |
| Cash, Beginning of the Period  | 192,033                            | 376,684     |
| Cash, End of the Period  | \$264,355                          | \$307,413   |
| <b>Reconciliation of net (loss) income to net cash used in operating activities:</b> |                                    |             |
| Net (loss) income  | (\$33,336)                         | \$21,569    |
| Realized and unrealized gains on marketable securities                               | (8,032)                            | (44,716)    |
| Dividends received   | (876)                              | --          |
| Decrease in prepaid expenses   | --                                 | 7,000       |
| Increase in accrued liabilities  | 22,798                             | --          |
| Net cash used in operating activities  | (\$19,446)                         | (\$16,147)  |

*See accompanying notes to condensed financial statements*

Morgan Group Holding Co.  
Notes to 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, formerly Lynch Interactive Corporation”) 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.

On October 3, 2002, Morgan ceased its operations when its liability insurance expired and it was unable to secure replacement insurance. On October 18, 2002, Morgan and two of its operating subsidiaries filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Indiana, South Bend Division for the purpose of conducting an orderly liquidation of Morgan’s assets. On March 31, 2008, the bankruptcy proceeding was concluded and the bankruptcy court dismissed the proceeding. Holding received no value for its equity ownership from the bankruptcy proceeding.

The accompanying unaudited condensed consolidated 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 nine months ended September 30, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. The preparation of consolidated 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

The Company invests 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.

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 \$1.7 million arising from its temporary basis differences and tax loss carry forward, 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.

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

### **Overview**

On October 18, 2002, Morgan adopted the liquidation basis of accounting and accordingly, Morgan's assets and liabilities have been adjusted to estimate net realizable value. As the carrying value of Morgan's liabilities exceeded the fair value of its assets, the liabilities were reduced to equal the estimated net realizable value of the assets.

The Company currently has no operating businesses and will seek acquisitions as part of its strategic alternatives. Its only costs are the administrative expenses required to make the regulatory filings needed to maintain its public status. These costs are estimated at \$25,000 to \$50,000 per year.

### *Results of Operations*

For the three months ended September 30, 2011, the Company incurred \$22,813 of administrative expenses which was \$18,527 higher than the \$4,286 of such expenses in the three months ended September 30, 2010. Increased legal fees caused the variance. For the nine months ended September 30, 2011, the Company incurred \$42,292 of administrative expenses up \$19,011 from \$23,281 of such expenses in the nine months ended September 30, 2010. Increased legal fees were again the cause of the variance.

In the second quarter of 2010, the company began to invest in marketable securities that are subject to a publicly disclosed acquisition offer but are trading below the proposed acquisition price. During the three months ended September 30, 2011, the Company recorded \$2,094 of net realized and unrealized gains from this activity as compared to \$43,526 in the comparable prior year period. During the nine months ended September 30, 2011, the Company recorded \$8,032 of net realized and unrealized gains from this activity as compared to \$44,716 in the comparable prior year period. As noted, there was no activity in marketable securities in the three months ended March 31, 2010. The availability of such transactions, their timing, and overall movements in the securities markets caused the remaining variances.

As a result of this marketable security program, the Company also received dividend income of \$324 and \$876, respectively, for the three and nine month periods ended September 30, 2011.

Interest income from the Company investment in a United States Treasury money market fund was \$0 during the three months ended September 30, 2011 as compared to \$36 during 2010 period, and \$48 during the nine months ended September 30, 2011 as compared to \$134 during the comparable 2010 period. The variances resulted from lower investment balances in the Company's balances in this investment in 2011.

### **Liquidity and Capital Resources**

As of September 30, 2011, the Company's only assets consisted of \$385,035 in cash and marketable securities and had a capital loss carry forward of approximately \$4.5 million which it expects will substantially expire in 2013. The ability to utilize this carry forward is dependent on the Company's ability to generate a capital gain prior to its expiration.

### **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 are 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 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 go 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.   |

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\* 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

November 7, 2011

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

I, Mario J. Gabelli, 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: November 7, 2011

/s/ Mario J. Gabelli  
Mario J. Gabelli  
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: November 7, 2011

/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 nine months ended September 30, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Mario J. Gabelli, 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/ Mario J. Gabelli  
Name: Mario J. Gabelli  
Title: Chief Executive Officer

Date: November 7, 2011

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 nine months ended September 30, 2011, 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:

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

(4) 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: November 7, 2011