

Carucci Claudia B
Form 4
October 02, 2017

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Carucci Claudia B

2. Issuer Name and Ticker or Trading Symbol
MORGAN GROUP HOLDING CO [MGHL]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
17 EAGLE ISLAND PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2017

____ Director
____ Officer (give title below)
 10% Owner
 Other (specify below)
See Remarks

SHELDON, SC 29941-3017

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

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

(City) (State) (Zip)

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)
Common Stock, \$0.01 Par Value	08/11/2017		S	18,900 D	\$ 5,292 177,999	I	See FN (1)
Common Stock, \$0.01 Par Value	08/11/2017		S	18,099 D	\$ 4,382.96 159,900	D	
Common Stock, \$0.01 Par Value	08/15/2017		S	259 D	\$ 46.36 159,641	D	

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Common Stock, \$0.01 Par Value	08/21/2017	S	1,106	D	\$ 235.58	158,535	D
Common Stock, \$0.01 Par Value	09/06/2017	S	1,000	D	\$ 187	157,535	D
Common Stock, \$0.01 Par Value	09/11/2017	S	5,000	D	\$ 1,060	152,535	D

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.

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carucci Claudia B 17 EAGLE ISLAND PLACE SHELDON, SC 29941-3017		X		See Remarks
Uncle Mills Partners, LLC 17 EAGLE ISLAND PLACE SHELDON, SC 29941-3017		X		See Remarks

Signatures

Beth N. Lawson, as Attorney-in-fact for Claudia B. Carucci

10/02/2017

__Signature of Reporting Person

Date

Beth N. Lawson, as Attorney-in-fact for Uncle Mills Partners,
LLC

10/02/2017

__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) Shares owned by Uncle Mills Partners, LLC, of which Ms. Carucci is the Manager. Subsequent to the sale, Uncle Mills Partners, LLC no longer owns any Common Stock of the Issuer.

Remarks:

Prior to Sept. 25, 2017, the Reporting Persons were part of a group with Bernard Zimmerman & Company, Inc., which group

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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