

MORGAN GROUP HOLDING CO
Form SC 13G/A
February 17, 2009

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

Morgan Group Holding Co.
(Name of Issuer)

Common Stock, \$0.01 Par Value
(Title of Class of Securities)

61735R104

(CUSIP Number)

December 31, 2008

(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).

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.

CUSIP No. 61735R104

NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF REPORTING PERSONS (ENTITIES ONLY):

- 1** Walter P. Carucci
Uncle Mills Partners (formerly Carucci Family Partners) - 11-3146675
Bernard Zimmerman & Company, Inc. - 13-2736451

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

- 2** (a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

- 4** Walter P. Carucci - U.S. Citizen
Uncle Mills Partners - New York
Bernard Zimmerman & Company, Inc. - Connecticut

SOLE VOTING POWER:

- 5** Walter P. Carucci - 79,613 (includes the 10,000 shares owned by Uncle Mills Partners)
Uncle Mills Partners - 10,000
Bernard Zimmerman & Company, Inc. - 114,600

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:**

6

SHARED VOTING POWER:

0

SOLE DISPOSITIVE POWER:

7

Walter P. Carucci - 79,613 (includes the 10,000 shares owned by Uncle Mills Partners)
Uncle Mills Partners - 10,000
Bernard Zimmerman & Company, Inc. - 114,600

SHARED DISPOSITIVE POWER:

8
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9 Walter P. Carucci - 79,613 (includes the 10,000 shares owned by Uncle Mills Partners)
Uncle Mills Partners - 10,000
Bernard Zimmerman & Company, Inc. - 114,600

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10
[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11 Walter P. Carucci - 2.6% (includes the amount by Uncle Mills Partners)
Uncle Mills Partners - 0.3%
Bernard Zimmerman & Company, Inc. - 3.8%
Total - 6.4%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12 Walter P. Carucci - IN
Uncle Mills Partners - PN
Bernard Zimmerman & Company, Inc. - CO

SCHEDULE 13G

Item 1(a) Name of Issuer.

Morgan Group Holding Co.

Item 1(b) Address of Issuer's Principal Executive Offices.

Morgan Group Holding Co.
401 Theodore Fremd Avenue
Rye, NY 10580

**Item 2(a)
Name of Person Filing.**

Walter P. Carucci
Uncle Mills Partners (Uncle Mills Partners is a general partnership, with four general partners. Walter P. Carucci is one of four general partners.)
Bernard Zimmerman & Company, Inc.

**Item 2(b)
Address of Principal Business Office or, if none, Residence.**

Walter P. Carucci
c/o Carr Securities Corp.
14 Vanderverter Ave., Suite 210
Port Washington, NY 11050

Uncle Mills Partners
c/o Carr Securities Corp.
14 Vanderverter Ave., Suite 210
Port Washington, NY 11050

Bernard Zimmerman & Company, Inc.
18 High Meadow Rd.
Weston, CT 06883

**Item 2(c)
Citizenship.**

Walter P. Carucci is a U.S. Citizen.
Uncle Mills Partners is organized under New York law.
Bernard Zimmerman & Company, Inc. is organized under Connecticut law.

Item 2(d)

Title of Class of Securities.

Common Stock, \$0.01 Par Value

Item 2(e)

CUSIP Number.

61735R104

Item 3 This statement is not filed pursuant to Rules 13d-1(b), 13d-2(b) or 13d-2(c).

Item 4 **Ownership.**

Amount beneficially owned:

Walter P. Carucci - 79,613 (includes the 10,000 shares owned by Uncle Mills Partners)

Uncle Mills Partners - 10,000

Bernard Zimmerman & Company, Inc. - 114,600

Percent of Class:

Walter P. Carucci - 2.6% (includes the amount owned by Uncle Mills Partners)

Uncle Mills Partners - 0.3%

Bernard Zimmerman & Company, Inc. - 3.8%

Total - 6.4%

Number of Shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Walter P. Carucci - 79,613 (includes the 10,000 shares owned by Uncle Mills Partners)

Uncle Mills Partners - 10,000

Bernard Zimmerman & Company, Inc. - 114,600

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:

Walter P. Carucci - 79,613 (includes the 10,000 shares owned by Uncle Mills Partners)

Uncle Mills Partners - 10,000

Bernard Zimmerman & Company, Inc. - 114,600

(iv) Shared power to dispose or to direct the disposition of: 0

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

Not applicable.

Item 6 Ownership of More Than Five 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 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

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.

WALTER P. CARUCCI

Date: February 13, 2009

By: Walter P. Carucci

By: /s/ Beth N. Lawson

Name: Beth N. Lawson
Title: Attorney-In-Fact
The Nelson Law Firm, LLC
White Plains Plaza
One North Broadway, Suite 712
White Plains, NY 10601

UNCLE MILLS PARTNERS

Date: February 13, 2009

By: Walter P. Carucci, General Partner

By: /s/ Beth N. Lawson

Name: Beth N. Lawson
Title: Attorney-In-Fact
The Nelson Law Firm, LLC
White Plains Plaza
One North Broadway, Suite 712
White Plains, NY 10601

BERNARD ZIMMERMAN & COMPANY, INC.

Date: February 13, 2009

By: Bernard Zimmerman, President

By: /s/ Beth N. Lawson

Name: Beth N. Lawson
Title: Attorney-In-Fact
The Nelson Law Firm, LLC
White Plains Plaza
One North Broadway, Suite 712
White Plains, NY 10601

POWER OF ATTORNEY

The undersigned does hereby constitute and appoint Stephen J. Nelson, Mary Anne Mayo, Beth N. Lowson, and Joseph D. Zargari, each of The Nelson Law Firm, LLC, White Plains Plaza, One North Broadway, White Plains, NY 10601, signing singly, with full power of substitution, as the true and lawful attorney of the undersigned, and authorizes and designates each of them to sign on behalf of the undersigned, and to file filings and any amendments thereto made by or on behalf of the undersigned in respect of the beneficial ownership of equity securities held by the undersigned, directly, indirectly or beneficially, pursuant to Sections 13(d), 13(g) and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13(d), 13(g) or 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until withdrawn by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of January, 2007.

By: /s/ Walter P. Carucci

Walter P. Carucci

POWER OF ATTORNEY

The undersigned does hereby constitute and appoint Stephen J. Nelson, Mary Anne Mayo, Beth N. Lowson, and Joseph D. Zargari, each of The Nelson Law Firm, LLC, White Plains Plaza, One North Broadway, White Plains, NY 10601, signing singly, with full power of substitution, as the true and lawful attorney of the undersigned, and authorizes and designates each of them to sign on behalf of the undersigned, and to file filings and any amendments thereto made by or on behalf of the undersigned in respect of the beneficial ownership of equity securities held by the undersigned, directly, indirectly or beneficially, pursuant to Sections 13(d), 13(g) and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13(d), 13(g) or 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until withdrawn by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of January, 2007.

By: /s/ Bernard Zimmerman

Bernard Zimmerman

