



BKF CAPITAL GROUP, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To Be Held December 18, 2018

The 2018 annual meeting of the stockholders (the "*Meeting*") of BKF Capital Group, Inc. (the "*Company*") will be held on Tuesday, December 18, 2018, at 10:00 a.m. Pacific Time, at the Company's corporate headquarters located at 31248 Oak Crest Drive, Suite 110, Westlake Village, California 91361, for the following purposes as more fully described in the accompanying information statement:

1. To elect two directors to the Board of Directors of the Company to serve until the annual meeting of stockholders to be held in 2019, or until their respective successors have been elected and qualified. The following persons are the Board of Directors' nominees: Steven N. Bronson and Leonard Hagan.
2. To approve an amendment to our Amended and Restated Certificate of Incorporation to decrease the number of authorized shares of our common stock from 15,000,000 shares to 1,000,000 shares and decrease the par value of our common stock from \$1.00 to \$0.001; and
3. To transact such other business as properly may come before the Meeting or any continuation, adjournment or postponement thereof.

Only holders of record of common stock of the Company at the close of business on November 27, 2018 will be entitled to notice of and to vote, in person or by proxy, at the Meeting or any continuation, adjournment or postponement thereof.

The Information Statement, which accompanies this Notice, contains additional information regarding the proposals to be considered at the Meeting, and stockholders are encouraged to read it in its entirety.

You are cordially invited to attend the Meeting in person. However, you must be a stockholder of record at the close of business on November 27, 2018 to vote at the Meeting. If your shares are held in street name, you must obtain a proxy, executed in your favor, from the holder of record in order to be able to vote at the Meeting.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

By Order of the Board of Directors,

Westlake Village, California
November 27, 2018

Steven N. Bronson
Chief Executive Officer



BKF CAPITAL GROUP, INC.
31248 Oak Crest Drive, Suite 110
Westlake Village, California

INFORMATION STATEMENT

GENERAL INFORMATION

This Information Statement is furnished in connection with the 2018 annual meeting of the stockholders (the "**Meeting**") of BKF Capital Group, Inc. (the "**Company**") to be held at the Company's corporate headquarters, located at 31248 Oak Crest Drive, Suite 110, Westlake Village, California 91361, on Tuesday, December 18, 2018, at 10:00 a.m. Pacific Time, and at any continuation, adjournment or postponement thereof, for the purposes set forth herein and in the attached Notice of Annual Meeting of Stockholders.

Only holders of record of the Company's common stock at the close of business on November 27, 2018 (the "**Record Date**") are entitled to notice of and to vote, in person or by proxy, at the Meeting and any continuation, adjournment or postponement thereof.

The Notice of Annual Meeting and this Information Statement will first be mailed to stockholders on or about November 30, 2018.

Matters to be Considered

The matters to be considered and voted upon at the Meeting will be:

1. To elect two directors to the Board of Directors of the Company to serve until the annual meeting of stockholders to be held in 2019, or until their respective successors have been elected and qualified. The following persons are the Board of Directors' nominees:

Steven N. Bronson
Leonard Hagan.

2. To approve an amendment to our Amended and Restated Certificate of Incorporation to decrease the number of authorized shares of our common stock from 15,000,000 shares to 1,000,000 shares and decrease the par value of our common stock from \$1.00 to \$0.001; and
3. To transact such other business as properly may come before the Meeting or any continuation, adjournment or postponement thereof.

Method of Voting

Your vote is important. If your shares are registered in your name, you are a stockholder of record. If your shares are in the name of your broker or bank, your shares are held in street name. All stockholders can vote by attending the Meeting in person or being represented at the Meeting by proxy. If your shares are held in street name, you must obtain a proxy, executed in your favor, from the holder of record in order to be able to vote at the meeting.

Voting Rights

Only holders of record of our common stock at the close of business on November 27, 2018 will be entitled to vote at the Meeting on the proposals described in this Information Statement. On that date, there were 709,168 shares of common stock outstanding. Each holder of record is entitled to one vote for each share of common stock held on all matters to come before the meeting. Stockholders may not cumulate votes in the election of directors.

The three nominees for election as directors who receive the most votes “for” election will be elected. Approval of the proposed amendment to our existing Amended and Restated Certificate of Incorporation, as previously amended (the “*Existing Certificate of Incorporation*”), will require an affirmative vote of the majority of our outstanding shares of common stock.

The presence, in person or by proxy, of a majority of the votes entitled to be cast by the stockholders entitled to vote at the Meeting is necessary to constitute a quorum.

No Solicitation of Proxies

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

PROPOSAL 1
ELECTION OF DIRECTORS

The Company's bylaws provide that the number of directors of the Company shall be fixed by the Board of Directors. The Board of Directors has fixed the number of directors at two. Each director elected at the Meeting will hold office until the annual meeting of stockholders to be held in 2019, or until his or her respective successor has been elected and qualified. All nominees have indicated their willingness to serve. If any nominee is unable or unwilling to serve as a director at the time of the Meeting or any adjournment or postponement, the Board of Directors may designate a substitute nominee. The Company has no reason to believe that any nominee will be unable or unwilling to serve if elected as a director.

Each of the following persons, who currently serve on the Board of Directors, has been nominated by the Board of Directors for election as a director to hold office until the annual meeting of stockholders to be held in 2019, or until his or her respective successor has been elected and qualified:

Steven N. Bronson
Leonard Hagan

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS
VOTE "FOR" THE BOARD OF DIRECTORS' NOMINEES**

PROPOSAL 2
APPROVAL OF AN AMENDMENT TO THE COMPANY'S
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Our Amended and Restated Certificate of Incorporation, as previously amended (referred to herein as the Existing Certificate of Incorporation) currently authorizes the issuance of 15,000,000 shares of common stock, \$1.00 par value per share (the "*Common Stock*"). On November [●], 2018, our board of directors (the "*Board*") approved and adopted, subject to receiving the approval of our stockholders, an amendment to the Existing Certificate of Incorporation to decrease our authorized shares of Common Stock to 1,000,000 and to decrease the par value per share to \$0.001 (the "*Amendment*"). The affirmative vote of the holders of a majority of the outstanding shares of Common Stock is required to approve the proposed Amendment.

The proposed Amendment would replace article FOURTH of the Existing Certificate of Incorporation with the following:

"The total number of shares of all stock which the corporation shall have the authority to issue is 1,000,000 shares of common stock, \$0.001 par value per share."

As of November 27, 2018, of the 15,000,000 shares of Common Stock currently authorized by the Existing Certificate of Incorporation, only [●] shares are issued and outstanding, and there are no shares reserved for issuance for any purpose, including for options, warrants, restricted stock unit awards, convertible promissory notes or other derivative securities. Consequently, the number of authorized shares greatly exceeds the number of shares currently outstanding and reserved for issuance. A reduction in the number of authorized shares will significantly reduce the Company's Delaware franchise taxes.

The reduction in the par value per share of the common stock from \$1.00 to \$0.001 will allow the Company to sell its shares at a price of less than \$1.00, which may be necessary from time to time. If the Amendment is approved, the Company would have the authority to sell shares of Common Stock at a price as low as \$0.001 per share.

Our Board has declared the Amendment to be advisable and in the best interests of the Company and its stockholders.

If approved by stockholders and implemented by the Board of Directors, the Amendment will become effective on such date as may be determined by the Board of Directors upon the filing of the necessary amendments to our Existing Certificate of Incorporation with the Secretary of State of the State of Delaware (the "*Effective Date*"). The form of proposed amendment to our Existing Certificate of Incorporation necessary to effect the Amendment is attached to this Information Statement as Appendix A (the "*Certificate of Amendment*"). We anticipate that the Effective Date will occur on or around December 19, 2018. However, the exact timing of the filing of the Certificate of Amendment will be determined by our Board of Directors based upon its evaluation as to when the Amendment will be most advantageous to us and our stockholders, and the Board of Directors reserves the right to delay filing the Certificate of Amendment for up to twelve months. In addition, the Board of Directors reserves the right, notwithstanding stockholder approval and without further action by the stockholders, to elect not to proceed with the Amendment if, at any time prior to filing the Certificate of Amendment, the Board of Directors, in its sole discretion, determines that it is no longer in the best interests of the Company and the stockholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS
VOTE "FOR" APPROVAL OF AN AMENDMENT TO THE COMPANY'S
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
BKF CAPITAL GROUP, INC.**

BKF Capital Group, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Company”), DOES HEREBY CERTIFY:

FIRST: That by unanimous vote of the Board of Directors of the Company, resolutions were duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of the Company, declaring such amendment to be advisable and calling for the consideration of the proposed amendment by the stockholders of the Company at the next annual meeting. The resolutions setting forth the proposed amendment are as follows:

RESOLVED, that the Board of Directors of the Company hereby declares it advisable that the Restated Certificate of Incorporation of the Company be amended by deletion of article FOURTH and the insertion of the following in lieu thereof:

“FOURTH: The total number of shares of all stock which the corporation shall have authority to issue is 1,000,000 shares of common stock, \$0.001 par value per share.”

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of the Company was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment shall be effective upon filing of this certificate and the amendment provided for herein shall be effective as of that time and date.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by a duly authorized officer this [●] day of [●], 20[●].

BKF CAPITAL GROUP, INC.

By: _____
Name: _____
Title: _____