

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): January 10, 2012

Manhattan Bridge Capital, Inc.
(Exact Name of Registrant as Specified in Charter)

New York
(State or Other Jurisdiction
of Incorporation)

000-25991
(Commission File Number)

11-3474831
(IRS Employer Identification No.)

60 Cutter Mill Road, Great Neck, NY
(Address of Principal Executive Offices)

11021
(Zip Code)

(516) 444-3400
(Registrant's telephone number,
including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

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

- Written communications pursuant to Rule 425 under the Section Act (17 CFR 230.425).
 - Soliciting material pursuant 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)).
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This Current Report on Form 8-K is filed by Manhattan Bridge Capital, Inc. (the "Registrant"), in connection with the item set forth below.

Item 8.01: Other Events.

On January 10, 2012, the Registrant, through its counsel, issued the response letter attached as Exhibit 99.1, hereto, in response to a proposal from Capstone Equities Capital Management and G Asset Management to acquire the Registrant at a price of \$1.30 per share.

Item 9.01: Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Response Letter, dated January 10, 2012, to a proposal from Capstone Equities Capital Management and G Asset Management to acquire the Registrant at a price of \$1.30 per share.

* * * * *

SIGNATURE

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.

MANHATTAN BRIDGE CAPITAL, INC.

Dated: January 10, 2012

By: /s/ Assaf Ran
Name: Assaf Ran
Title: President and Chief Executive Officer

MORSE, ZELNICK, ROSE & LANDER
A LIMITED LIABILITY PARTNERSHIP

405 PARK AVENUE
NEW YORK, NEW YORK 10022-4405
212-838-1177
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January 10, 2012

WRITER'S DIRECT LINE

(212) 838-8040

Capstone Equities Capital Management
14 Wall Street
New York, NY 10005
Attn: Joshua Zamir, Managing Principal
and
G Asset Management
546 5th Avenue, 14th FL
New York, NY 10036
Attn: Michael Glickstein, President

Dear Sirs:

On behalf of our client, Manhattan Bridge Capital, Inc. this will acknowledge receipt of your proposal to acquire the Company at a price of \$1.30 per share.

The Board of Directors at a Special Meeting held on January 9, 2012 considered your offer and determined that your offer did not represent a fair and adequate price for the Company. Your offer is significantly below book value, which at September 30, 2011 was \$8,076,000. Your offer of only 53.5% of that book value (giving effect to your condition that the restricted stock grant to Assaf Ran be rescinded) is substantially below the minimum expectations of the Board for an offer that would constitute fair value on a sale of the Company. Additionally, the Company has been growing and operating profitably, believes that book value will be higher at year end and that fair value may well exceed book value.

The Board remains open to consideration of a further offer that more adequately provides shareholders with fair value for their interest in the Company. If you need additional information, beyond the Company's public filings, in order to make this offer, that information will be forthcoming under an appropriate confidentiality agreement. In addition, consideration of any further offer will require proof of your capacity to pay the price contemplated in that offer.

On a related matter, Joshua Zamir, Managing Principal of Capstone Equities has suggested that he would be an appropriate addition to the Board of Directors of the Company. In view of the obvious conflict that his position on the Board would entail while Capstone is seeking to buy the Company, the Board will suspend consideration of his candidacy.

Very truly yours,

/s/ Stephen A. Zelnick

Stephen A. Zelnick

SAZ:kab-r
