

RAND CAPITAL CORP  
Form 8-K  
December 15, 2005

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934.

**Date of Report: December 15, 2005**  
**(Date of earliest event reported)**

**Rand Capital Corporation**  
**(Exact name of registrant as specified in its charter)**

**NY**

**(State or other jurisdiction  
of incorporation) 811-1825**

**(Commission File Number) 16-0961359**

**(IRS Employer**

**Identification Number)**

**2200 Rand Building, Buffalo, NY**

**(Address of principal executive offices) 14203**

**(Zip Code)**

**716-853-0802**

**(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 filing 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 Securities 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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

New Director Elected

**Item 9.01. Financial Statements and Exhibits**

**(a) Financial statements:**

None

**(b) Pro forma financial information:**

None

**(c) Exhibits**

99.1 Press Release of Rand Capital Corporation dated December 15, 2005

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**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.

Dated: December 15, 2005

**RAND CAPITAL CORPORATION**

By: /s/ Daniel P. Penberthy

Daniel P. Penberthy

*Secretary*

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**Exhibit Index** Exhibit No. Description 99.1 Press Release of Rand Capital Corporation dated December 15, 2005