

RAND CAPITAL CORP  
Form 8-K  
May 05, 2010

**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):**

**May 5, 2010**

**Rand Capital Corporation**

(Exact Name of registrant as specified in its charter)

New York  
(State or other jurisdiction  
of incorporation)

814-00235  
(Commission File Number  
Number)

16-0961359  
(IRS Employer Identification

2200 Rand Building  
Buffalo, New York 14203

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (716) 853-0802

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Item 5.07: Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders on May 4, 2010, 6,211,031 common shares were represented in person or by proxy.

At the meeting, shareholders elected the seven directors named below. The votes cast with respect to each director were as follows:

	FOR	WITHHELD	BROKER NON VOTES
Allen F. Grum	4,180,636	91,603	1,938,792
Erland E. Kailbourne	4,180,636	91,603	1,938,792
Ross B. Kenzie	4,265,636	6,603	1,938,792
Willis S. McLeese	4,145,972	126,267	1,938,792
Reginald B. Newman II	4,180,636	91,603	1,938,792
Jayne K. Rand	4,168,136	104,103	1,938,792
Robert M. Zak	4,180,636	91,603	1,938,792

The Directors will hold office until the next annual meeting of shareholders and until their successors have been elected and qualified.

Also at the Annual Meeting, shareholders took the following action:

Ratified the appointment of Freed Maxick & Battaglia, CPAs, P.C. as Rand's independent registered public accounting firm for 2010. This proposal received 6,207,746 for votes and 1,228 withheld votes. There were 2,057 abstentions and no broker non-votes with respect to this proposal.

**SIGNATURES**

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.

Date: May 5, 2010

Rand Capital Corporation

By: /s/ Daniel P. Penberthy  
 Daniel P. Penberthy  
 Executive Vice President/ Chief  
 Financial Officer