
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
Number)

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

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:

| | <u>FOR</u> | <u>WITHHELD</u> | <u>BROKER NON VOTES</u> |
|-----------------------|------------|-----------------|-----------------------------|
| 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