

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

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](#)

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

Exhibit Index

Exhibit No.

Description

99.1

Press Release of Rand Capital Corporation dated
December 15, 2005

Rand Capital Announces Appointment of New Director and Composition of Committees

BUFFALO, NY -- 12/15/2005 -- Rand Capital (NASDAQ: RAND) announced that its Board of Directors has appointed Robert M. Zak to the Rand Board of Directors to fulfill the remaining term of Luiz F. Kahl, who passed away on November 4, 2005. Mr. Zak is President and Chief Executive Officer of Merchants Mutual Insurance Company and Merchants Insurance Company of New Hampshire, Inc, known as "Merchants Insurance Group." Mr. Zak also serves as a member of the Board of Directors of Merchants Group Inc., (AMEX: MGP).

Mr. Zak is also actively involved in civic and charitable organizations, serving as a director, trustee or member of the following organizations: the Dean's Advisory Council of the Wehle School of Business at Canisius College, the University at Buffalo School of Management Dean's Advisory Council, the Kaleida Health System and The 100 Club of Buffalo and Western New York, Inc.

Rand also announced that concurrent with Mr. Zak's appointment to the Board, Rand restructured the composition of the Audit Committee of the Board. As restructured, Rand's Audit Committee now includes Ross B. Kenzie (Chair), Erland E. Kailbourne, and Jayne K. Rand.

On December 12, 2005, NASDAQ notified Rand of a deficiency under Marketplace Rule 4350 in Rand's Audit Committee membership as a result of the death of Mr. Kahl. Rand has advised NASDAQ that as a result of the appointment of Mr. Zak to the Board and the restructuring of its Audit Committee, Rand is now in compliance with both NASDAQ's Board of Directors independence requirements and its Audit Committee requirements.

Information in this press release contains forward-looking statements and reflect the Corporation's current beliefs. Numerous factors could cause actual results to differ materially. See the Corporation's Securities and Exchange Commission filings for a discussion of risks and uncertainties associated with venture capital investing that could affect actual results. Rand Capital Corporation undertakes no obligation to revise these forward-looking statements for new events and uncertainties.

ABOUT RAND CAPITAL

Rand Capital is a publicly held Business Development Company (BDC) licensed by the Small Business Administration (SBA) as a Small Business Investment Company (SBIC). Rand is traded on the NASDAQ under the symbol "RAND." Rand is headquartered in Buffalo, NY. www.randcapital.com

CONTACT:
Daniel P. Penberthy
716-853-0802