

**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: August 01, 2006
(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 9.01. Financial Statements and Exhibits

(a) Financial statements:

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

June 30, 2006 quarter end earnings release

99.1 [Press Release of Rand Capital Corporation dated August 01, 2006](#)

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: August 01, 2006

RAND CAPITAL CORPORATION

By: /s/ Daniel P. Penberthy
Daniel P. Penberthy
EVP/CFO

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Rand Capital Corporation dated August 01, 2006

Rand Capital Announces Second Quarter Results

BUFFALO, NY -- 08/01/2006 -- Rand Capital Corporation (www.randcapital.com) (NASDAQ: RAND) announced that it increased its net asset value for the quarter ended June 30, 2006, at \$1.58 per share.

Consistent with Rand's practice of selling publicly traded securities that we acquire, Rand partially liquidated its position in Minrad International, Inc. (www.minrad.com) (AMEX: BUF). Rand sold 44,541 shares during the quarter and an additional 13,800 shares subsequent to the quarter end. All remaining shares, 329,640, are now eligible for sale.

Also during the quarter, Rand sold its interest in Vanguard Modular Building Systems (Philadelphia, PA). Vanguard leases and sells high-end commercial modular office/classroom space.

During the quarter, Rand did not repurchase any shares under its previously issued stock buy back program.

This release may contain forward-looking statements and reports the consolidated operations of Rand Capital Corporation and Rand Capital SBIC, L.P.; all statements are pursuant to the Safe Harbor Provisions of the 1995 Private Securities Litigation Reform Act; and are subject to uncertainties in predicting future results. These statements reflect the Corporation's current beliefs, and many factors could cause actual results to differ materially from this release. See Rand's Form 10-Q's filed with the Securities and Exchange Commission for a detailed discussion of the risks associated with the Corporation's business, including but not limited to, risks associated with venture capital investing and other factors that could affect actual results. Except as required by Federal securities laws, Rand Capital Corporation and Rand Capital SBIC, L.P. undertakes no obligation to update or revise forward-looking statements for new events and uncertainties.

ABOUT RAND CAPITAL

Rand Capital is a publicly held Business Development Company (BDC), and its wholly owned subsidiary is 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

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