

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): **January 29, 2015**

**Rand Capital Corporation**  
(Exact Name of Registrant as Specified in Charter)

<b>New York</b> (State or Other Jurisdiction of Incorporation)	<b>811-1825</b> (Commission File Number)	<b>16-0961359</b> (I.R.S. Employer Identification Number)
<b>2200 Rand Building, Buffalo, NY</b> (Address of Principal Executive Offices)		<b>14203</b> (Zip Code)

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

**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))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On January 29, 2015, the Board of Directors of Rand Capital Corporation (the "Company") increased the size of the Board of Directors from six directors to eight directors and elected Robert ("Rob") S. McLeese and E. Wycliffe (Cliff) Orr, Jr. to fill the two newly created directorships. The Company's press release announcing the new directors is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

Compensatory arrangements for Mr. McLeese and Mr. Orr will be consistent with the Company's previously disclosed standard arrangements for non-employee directors. These arrangements are described in the Company's definitive proxy statement for its 2014 annual meeting of shareholders, filed with the Securities and Exchange Commission on March 18, 2014, under the heading of "Director Compensation", which disclosure is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 Press Release dated January 30, 2015

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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.

Date: February 2, 2015

**Rand Capital Corporation**

By: /s/ ALLEN F. GRUM  
Allen F. Grum  
President and Chief Executive Officer

## Rand Capital Strengthens Board of Directors

### Appoints Robert S. McLeese and E. Wycliffe Orr, Jr. as Directors

BUFFALO, N.Y., Jan. 30, 2015 (GLOBE NEWSWIRE) -- Rand Capital Corporation (Nasdaq:RAND) ("Rand"), a business development company that makes venture capital investments in companies with emerging product, service or technology concepts, announced that it has added Robert ("Rob") S. McLeese and E. Wycliffe ("Cliff") Orr, Jr. to its Board of Directors. With these additions, the Board now consists of eight directors.

Mr. Reginald B. Newman II, Chairman of the Board of Rand, commented, "We are excited to welcome these financing veterans to our Board. Rob and Cliff bring a wealth of investment experience in both public and private companies and, as significant shareholders of Rand, they each hold a vested interest in our continued growth. Over the last 10 years, we have successfully expanded our portfolio of companies, grown net asset value and generated exceptional returns on investment. We look forward to our new directors' contributions to the execution of our growth strategy."

Mr. McLeese is President of Colmac Holdings and President and founder of Access Capital, private investment firms. Colmac is a Rand investor. With a strong focus on the energy industry, Mr. McLeese is also Chairman and Chief Executive Officer of ACI Energy, Inc., an owner-operator of solid fuelled power plants. He has held leadership positions in various energy trade associations and funds. Mr. McLeese is a Chartered Accountant.

Mr. Orr is a managing director with JAM Capital Partners Management, a private investment partnership and investor in Rand. Previously, he was with Privet Fund Management and Timbervest. A CFA<sup>®</sup> charterholder, Mr. Orr earned an MBA from the Kellogg School of Management and a JD and BBA from the University of Georgia.

### ABOUT RAND CAPITAL

Rand Capital is a publicly held Business Development Company (BDC), and its wholly-owned subsidiary is licensed by the U.S. Small Business Administration (SBA) as a Small Business Investment Company (SBIC). Rand focuses its investments in early or expansion stage companies with strong leadership that are bringing to market new or unique products, technologies or services that have a high potential for growth. Additional information can be found at the Company's website where it regularly posts information: [www.randcapital.com](http://www.randcapital.com).

### Safe Harbor Statement

*This news release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements concerning future revenue and earnings, involve known and unknown risks, uncertainties and other factors that could cause the actual results of the Corporation to differ materially from the results expressed or implied by such statements, including general economic and business conditions, conditions affecting the valuation of the Corporation's portfolio, the timing and opportunity for investments or divestitures as well as conditions affecting the portfolio companies' markets, competitor responses, and market acceptance of their products and services and other factors disclosed in the Corporation's periodic reports filed with the Securities and Exchange Commission. Consequently, such forward looking statements should be regarded as the Corporation's current plans, estimates and beliefs. The Corporation assumes no obligation to update the forward-looking information contained in this release.*

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