

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): April 23, 2015

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)

16-0961359
(IRS Employer Identification
No.)

2200 Rand Building, Buffalo, NY 14203
(Address of principal executive offices)

(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))
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Item 5.07 Submission of Matters on a Vote of Security Holders

The 2015 Annual Meeting of Shareholders of Rand Capital Corporation (the “Company”) was held on

April 23, 2015. Proxies were solicited pursuant to the Company’s proxy statement filed on March 16, 2015 with the Securities and Exchange Commission under Section 14(a) of the Securities Exchange Act of 1934. There was no solicitation in opposition to the Company’s solicitation. Set forth below is a brief description of each matter voted on at the meeting and the final voting results.

Proposal 1. The election of eight Directors to hold office until the next annual meeting of shareholders and until their successors have been elected and qualified. In accordance with the results below, each nominee as listed in the proxy statement was re-elected to serve as a director. **[There were no votes abstained with respect to any director nominee.]**

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Allen F. Grum	2,497,597	14,442	1,997,921
Erland E. Kailbourne	2,497,597	14,442	1,997,921
Ross B. Kenzie	2,496,597	15,442	1,997,921
Robert S. McLeese	2,497,597	14,442	1,997,921
Reginald B. Newman II	2,497,597	14,442	1,997,921
E. Wycliffe Orr, Jr.	2,497,597	14,442	1,997,921
Jayne K. Rand	2,497,614	14,425	1,997,921
Robert M. Zak	2,497,597	14,442	1,997,921

Proposal 2. Advisory vote on executive compensation. In accordance with the results below, the compensation was approved (on a non-binding basis).

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
2,453,781	53,858	4,400	1,997,921

Proposal 3. The ratification of the selection of Freed Maxick CPAs, P.C. as our independent registered public accounting firm for the year ending December 31, 2015. In accordance with the results below, the selection of Freed Maxick CPAs, P.C. was ratified.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
4,485,066	11,115	13,779	---

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.

RAND CAPITAL CORPORATION

Date: April 24, 2015

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