

**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): December 5, 2024

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
(I.R.S. Employer
Identification Number)

1405 Rand Building, Buffalo, NY 14203
(Address of Principal Executive Offices) (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.10 par value	RAND	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On December 5, 2024, the Board of Directors of Rand Capital Corporation (the "Company") declared a dividend on the Company's outstanding shares of common stock in the amount of \$4.20 per share payable on January 24, 2025 to shareholders of record as of the close of business on December 16, 2024. The dividend will be paid in cash or shares of the Company's common stock at the election of each shareholder, although the total amount of cash to be distributed to all shareholders for the dividend will be limited to 20% of the aggregate amount of the total dividend to be paid (the "Cash Limitation"). The remaining portion of the dividend will be paid in the form of shares of the Company's common stock. The exact distribution of cash and stock to any given shareholder will be dependent upon his or her election as well as elections of other shareholders, subject to the Cash Limitation. The press release containing this information is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Press Release, dated December 5, 2024.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document)

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: December 5, 2024

By: /s/ Daniel Penberthy

Name: Daniel Penberthy

Title: Chief Executive Officer



NEWS RELEASE

14 Lafayette Square, Suite 1405 • Buffalo, New York 14203

FOR IMMEDIATE RELEASE

Rand Capital Corporation Declares \$4.20 per Share Stock and Cash Dividend for Fourth Quarter 2024

BUFFALO, NY, December 5, 2024 – Rand Capital Corporation (Nasdaq: RAND) (“Rand” or the “Company”), a business development company providing alternative financing for lower middle market companies, announced today that its Board of Directors declared a quarterly dividend of \$4.20 per share, or approximately \$10.8 million in the aggregate, to be paid in a combination of cash and shares of the Company’s common stock to shareholders of record as of December 16, 2024 (the “Record Date”).

Daniel P. Penberthy, President and CEO, commented, “In 2024, we successfully executed strategic portfolio exits and achieved what we believe are meaningful gains, even while navigating a challenging economic environment. In the third quarter, we realized a \$7.7 million gain from the sale of SciAps, marking a significant step in winding down our legacy investments. Additionally, earlier in the year, we divested our BDC and ACV Auctions holdings, contributing to total net realized gains of \$11.1 million for the nine months ended September 30, 2024. These achievements not only reflect our ability to unlock value from the portfolio but also supported an increase in shareholder dividends. Looking ahead, this activity aligns with our ongoing strategy to transition to a targeted, debt-focused portfolio primarily comprised of mezzanine debt investments. We believe this strategy will provide strong, consistent income and continue to enhance shareholder returns over the long term.”

The total amount of cash to be distributed to all shareholders for the dividend will be limited to 20% of the aggregate amount of the total dividend to be paid (the “Cash Limitation”), or approximately \$2.2 million, excluding any cash paid for fractional shares. The remaining portion of the dividend will be paid in shares of Rand’s common stock. The exact distribution of cash and stock to any given shareholder will be dependent upon his/her election as well as elections of other shareholders, subject to the Cash Limitation. The dividend will be distributed on or about January 24, 2025.

The amount, details and U.S. federal tax consequences of the dividend will be described in the election form and accompanying materials that will be mailed to shareholders in connection with the dividend promptly following the Record Date. Election forms must be returned on or before 5:00 p.m. Eastern Time on January 7, 2025 (the “Election Deadline”) to be effective. Shareholders who do not return a timely and properly completed election form before the Election Deadline will be deemed to have made an election to receive the dividend all in cash, subject to the Cash Limitation.

Shareholders who hold their shares through a bank, broker or nominee, or in “street name,” will not receive an election form directly from Rand and should receive information regarding the election process from their bank, broker or nominee. Street name holders should contact their bank, broker or nominee for additional information.

The total number of shares of common stock to be distributed to shareholders receiving all or a portion of the dividend in shares of Rand’s common stock will be determined based upon the volume-weighted average price of the common stock on the Nasdaq Capital Market on December 11, 12 and 13, 2024.

Rand Capital Corporation Declares \$4.20 per Share Stock and Cash Dividend for Fourth Quarter 2024

December 5, 2024

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Additional Information Regarding Dividend Distributions

The amount and timing of dividend distributions, including future dividend distributions, are subject to the discretion of Rand’s Board of Directors. When declaring distributions, Rand’s Board of Directors reviews estimates of taxable income available for distribution, which may differ from consolidated net income under generally accepted accounting principles due to (i) changes in unrealized appreciation and depreciation, (ii) temporary and permanent differences in income and expense recognition, and (iii) the amount of spillover income carried over from a given year for distribution in the following year.

The final determination of taxable income for each tax year, as well as the tax attributes for distributions in such tax year, will be made after the close of the tax year.

ABOUT RAND CAPITAL CORPORATION

Rand Capital Corporation (Nasdaq: RAND) is an externally managed business development company (BDC). The Company’s investment objective is to maximize total return to its shareholders with current income and capital appreciation by focusing its debt and related equity investments in privately-held, lower middle market companies with committed and experienced managements in a broad variety of industries. Rand primarily invests in businesses that have sustainable, differentiated and market-proven products, revenue of more than \$10 million and EBITDA in excess of \$1.5 million. The Company’s investment activities are managed by its external investment adviser, Rand Capital Management, LLC. Additional information can be found at the Company’s website where it regularly posts information: randcapital.com.

Safe Harbor Statement

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than historical facts, including but not limited to statements regarding the strategy of the Company and its outlook; statements regarding maintaining or increasing the Company’s dividend; and any assumptions underlying any of the foregoing, are forward-looking statements. Forward-looking statements concern future circumstances and results and other statements that are not historical facts and are sometimes identified by the words “may,” “will,” “should,” “potential,” “intend,” “expect,” “endeavor,” “seek,” “anticipate,” “estimate,” “overestimate,” “underestimate,” “believe,” “could,” “project,” “predict,” “continue,” “target” or other similar words or expressions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove to be incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, (1) evolving legal, regulatory and tax regimes; (2) changes in general economic and/or industry specific conditions; and (3) other risk factors as detailed from time to time in Rand’s reports filed with the U.S. Securities and Exchange Commission (“SEC”), including Rand’s annual report on Form 10-K for the year ended December 31, 2023, quarterly reports on Form 10-Q, and other documents filed with the SEC. Consequently, such forward-looking statements should be regarded

as Rand's current plans, estimates and beliefs. Except as required by applicable law, Rand assumes no obligation to update the forward-looking information contained in this release.

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