

RAND CAPITAL CORP  
Form 8-K  
November 09, 2007

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**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): October 25, 2007

**RAND CAPITAL CORPORATION**  
(Exact name of registrant as specified in its charter)

New York  
(State or Other Jurisdiction of  
Incorporation)

001-08205  
(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 (*see* General Instruction A.2. below):

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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**EXHIBIT INDEX**

| <b><u>Exhibit<br/>Number</u></b> | <b><u>Description</u></b>   |
|----------------------------------|---|
| <u>99.1</u>                      | Resolutions of the Board of Directors of Rand Capital Corporation adopted on October 25, 2007 relating to amendment to its By-laws. |
| <u>99.2</u>                      | By-laws of Rand Capital Corporation as amended through October 25, 2007.  |

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