

RAND CAPITAL CORP  
Form 8-K  
April 18, 2018

**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): April 17, 2018**

**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)**

**2200 Rand Building, Buffalo, NY 14203**

**16-0961359**  
**(I.R.S. Employer**

**Identification Number)**

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(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))

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 5.07 Submission of Matters on a Vote of Security Holders**

The 2018 Annual Meeting of Shareholders (the Annual Meeting ) of Rand Capital Corporation (the Company ) was held on April 17, 2018. Proxies were solicited pursuant to the Company s proxy statement filed on March 8, 2018 with the Securities and Exchange Commission under Section 14(a) of the Securities Exchange Act of 1934, as amended. 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 Annual Meeting and the final voting results.

**Proposal 1.** The election of five 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 listed below was re-elected to serve as a director.

|                      | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|-----------|---------------|-------------|------------------|
| Allen F. Grum        | 1,429,415 | 64,473        | 400         | 3,537,690        |
| Erland E. Kailbourne | 1,335,188 | 158,700       | 400         | 3,537,690        |
| Ross B. Kenzie       | 1,344,560 | 149,328       | 400         | 3,537,690        |
| Jayne K. Rand        | 1,386,315 | 107,573       | 400         | 3,537,690        |
| Robert M. Zak        | 1,416,315 | 77,573        | 400         | 3,537,690        |

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

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 1,418,622 | 58,972        | 16,694      | 3,537,690        |

**Proposal 3.** The ratification of the selection of Freed Maxick CPAs, P.C. as the Company s independent registered public accounting firm for the year ending December 31, 2018. In accordance with the results below, the selection of Freed Maxick CPAs, P.C. was ratified.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 4,937,133 | 22,812        | 72,033      |                  |

**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 18, 2018

By: /s/ Allen F. Grum

Name: Allen F. Grum

Title: President and Chief Executive Officer