

RAND CAPITAL CORP  
Form 8-K  
January 31, 2005

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934.

**Date of Report: January 31, 2005**  
**(Date of earliest event reported)**

**Rand Capital Corporation**

**(Exact name of registrant as specified in its charter) NY**

**(State or other jurisdiction of incorporation) 811-1825**

**(Commission File Number) 16-0961359**

**(IRS Employer Identification Number) 2200 Rand Building, Buffalo, NY**

**(Address of principal executive offices) 14203**

**(Zip Code)**

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

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**Item 9.01. Financial Statements and Exhibits**

**(c) Exhibits**

December 31, 2004 quarter end results

99.1 Press Release of Rand Capital Corporation dated January 31, 2005

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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.

Dated: January 31, 2005

**RAND CAPITAL CORPORATION**

By: /s/ Daniel P. Penberthy

Daniel P. Penberthy

*Treasurer*