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# RAND CAPITAL

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CORPORATION

2016 ANNUAL REPORT

**Dear Shareholders,**

**2016** was a year of significant progress for Rand, with exits, new investments and advancement of our ongoing relationship with the U.S. Small Business Administration (“SBA”).



Early in 2016, we realized the largest exit in our history, with the sale of our Gemcor investment. We received total proceeds of approximately \$14 million, representing a return on our invested capital of approximately 11x and an internal rate of return of approximately 64%. During our 12-year holding period, Gemcor revenue increased by more than five times to approximately \$35 million and the workforce grew from 29 to 95. We're pleased to have had the opportunity to work with the Gemcor senior management team to reorganize the company, change its business practices and invest in needed equipment to improve efficiency. Ultimately, Gemcor was sold to Ascent Aerospace, a leading integrator of aircraft assembly line solutions.

Over the past five years, we exited twelve investments, which were in our portfolio for an average holding period of approximately six years. This resulted in \$53 million of gross proceeds including lifetime income, quadrupling our cash investment and representing an internal rate of return in excess of 30%. During this period, from January 1, 2012 through December 31, 2016, our net asset value (“NAV”) grew from \$3.58 to \$5.16 per share.

We invested nearly \$6 million in twelve companies during 2016, four of which were new to our portfolio and eight of which already existed. New additions to the Rand portfolio were:

- **eHealth Global Technologies, Inc.** – an industry-leading provider of clinically-informed referral services, including aggregation of patients’ clinical records and access to full diagnostic quality medical images. Investment: \$1.5 million senior subordinated secured term loan
- **PostProcess Technologies LLC** – the first and only provider of automated and intelligent post-processing for 3D-printed parts. Investment: \$300,000 promissory note
- **ClearView Social** – a simple online global solution for law firms to share legal content with their lawyers’ networks, helping to grow their businesses. Investment: \$200,000 seed equity financing
- **ACV Auctions, Inc.** – an advanced mobile platform that enables used car dealers to view, bid and purchase car inventory via online auctions. Investment: \$163,000 preferred equity

During 2016 we also initiated the process to obtain a license to form and operate our second Small Business Investment Company (“SBIC”) subsidiary. In early 2017, we received a “Green Light” letter from the SBA, inviting us to continue the application process. If approved, the second SBIC subsidiary will supplement our \$7.5 million of cash with \$15 million of additional SBA debentures for a \$22.5 million fund. The capital will allow us to continue our investment strategy and partnership with the SBA.

Armed with solid financial strength, we’re well positioned to continue to grow our NAV per share.

Thank you for your interest and investment in Rand Capital.

Sincerely,

Reginald B. Newman II  
Chairman

Allen F. Grum  
President and Chief Executive Officer

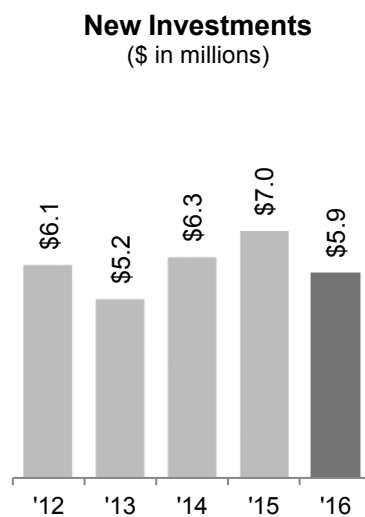
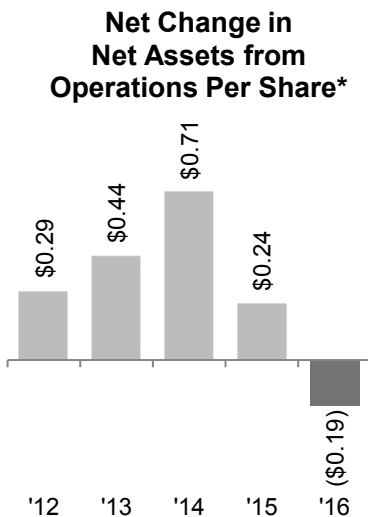
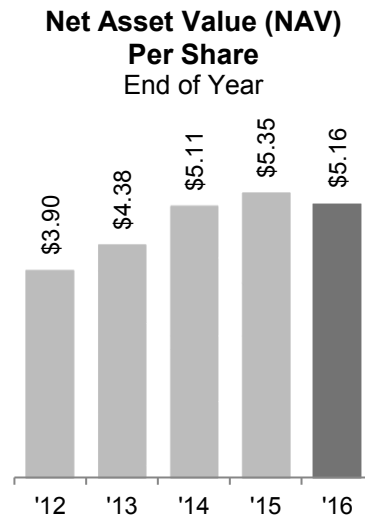
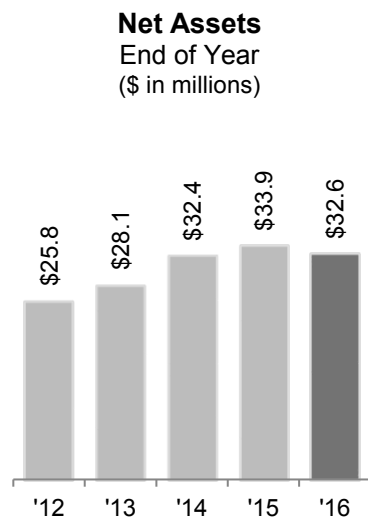
March 16, 2017

**Rand Capital Corporation** (NASDAQ: RAND) provides investors the ability to participate in venture capital opportunities through an investment in the Company's stock. We are a Business Development Company (BDC), and our wholly-owned subsidiary is licensed by the U.S. Small Business Administration (SBA) as a Small Business Investment Company (SBIC). We focus our equity investments in early or expansion stage companies and generally lend to more mature companies. We look for strong leadership who is bringing to market new or unique products, technologies or services that have a high potential for growth.



The primary focus of our investment strategy is to provide venture capital funds to businesses in Upstate New York and surrounding regions. We combine our financial strength with our extensive operational experience to create great partnerships with our portfolio companies.

## Investment Highlights













\* On a basic and fully diluted share basis.

## Portfolio of Investments – December 31, 2016

		Investment Details			
		Year Acquired	Percent Equity	Cost	Value
 <b>ACV Auctions, Inc.</b> Buffalo, NY - Live mobile auctions for new and used cars <a href="http://www.acvauctions.com">www.acvauctions.com</a>	118,116 Series A preferred shares				
	2016	1%	\$163,000	\$163,000	
 <b>Advantage 24/7 LLC</b> Williamsville, NY – Marketing program for wine and spirits dealers [BOD] <a href="http://www.advantage24-7.com">www.advantage24-7.com</a>	53% Membership interest				
	2010	53%	\$99,500	\$99,500	
 <b>Athenex, Inc.</b> Buffalo, NY – Specialty pharmaceutical and drug development <a href="http://www.athenex.com">www.athenex.com</a>	46,296 common shares				
	2014	<1%	\$143,285	\$416,664	
 <b>Grainful, LLC</b> Ithaca, NY – Frozen entrées and packaged dry side dishes made from 100% whole grain steel cut oats under Grainful brand name [BOD] <a href="http://www.grainful.com">www.grainful.com</a>	1,119,024 Series A-2 preferred membership units; \$150,000 convertible promissory note at 8% due September 1, 2017				
	2014	9%	\$509,000	\$509,000	
 <b>Carolina Skiff LLC</b> Waycross, GA – Manufacturer of fresh water, ocean fishing and pleasure boats [BOD] <a href="http://www.carolinaskiff.com">www.carolinaskiff.com</a>	6.0825% Class A common membership interest				
	2004	7%	\$15,000	\$1,100,000	
 <b>City Dining Cards, Inc. (Loupe)</b> Buffalo, NY – Customer loyalty technology company that helps businesses attract and retain customers [BOD] <a href="http://www.loupeapp.io">www.loupeapp.io</a>	9,525.25 Series B preferred shares				
	2015	4%	\$500,000	\$500,000	
 <b>ClearView Social, Inc.</b> Buffalo, NY – Social media publishing tool for law, CPA and professional firms <a href="http://www.clearviewsocial.com">www.clearviewsocial.com</a>	312,500 Series seed plus preferred shares				
	2016	6%	\$200,000	\$200,000	
 <b>eHealth Global Technologies, Inc.</b> Henrietta, NY – eHealth Connect® improves health care delivery through intelligently aggregated clinical record and images for patient referrals <a href="http://www.ehealthtechnologies.com">www.ehealthtechnologies.com</a>	\$1,500,000 term note at 9% due September 2, 2019				
	2016	0%	\$1,500,000	\$1,500,000	
 <b>Empire Genomics, LLC</b> Buffalo, NY – Molecular diagnostics company that offers a comprehensive menu of assay services for diagnosing and guiding patient therapeutic treatments [BOD] <a href="http://www.empiregenomics.com">www.empiregenomics.com</a>	\$900,000 senior secured convertible term notes at 10% due April 1, 2017; \$250,000 promissory note at 12% due December 31, 2019; (i) interest receivable \$200,339				
	2014	0%	\$1,150,000	\$1,150,000	
 <b>First Wave Products Group, LLC</b> Batavia, NY – Sells First Crush automated pill crusher that crushes and grinds medical pills for nursing homes and medical institutions [BOD] <a href="http://www.firstwaveproducts.com">www.firstwaveproducts.com</a>	\$500,000 senior term notes at 10% due January 31, 2017; \$280,000 junior term notes at 10% due January 31, 2017; Warrant for 41,619 capital securities				
	2012	7%	\$1,000,032	\$250,000	


## Portfolio of Investments – December 31, 2016

		Investment Details			
		Year Acquired	Percent Equity	Cost	Value
 <a href="http://www.geniconendo.com">www.geniconendo.com</a>	<b>Genicon, Inc.</b> Winter Park, FL – Designs, produces and distributes patented surgical instrumentation [BOD]	1,586,902 Series B preferred shares; \$1,100,000 promissory note at 12% due April 1, 2019; \$600,000 promissory note at 14% due March 31, 2018			
		2015	6%	\$2,700,000	\$2,700,000
 <a href="http://www.givegab.com">www.givegab.com</a>	<b>GiveGab, Inc.</b> Ithaca, NY – Online fundraising, day of giving supporter engagement software for non-profit organizations	5,084,329 Series seed preferred shares			
		2013	7%	\$616,221	\$424,314
 <a href="http://www.gonoodle.com">www.gonoodle.com</a>	<b>GoNoodle, Inc.</b> Nashville, TN – Student engagement education software providing core aligned physical activity breaks	\$1,000,000 secured note at 12% due January 31, 2020 [1% Payment in Kind (PIK)]; Warrant for 47,324 Series C preferred shares			
		2015	<1%	\$1,019,126	\$1,019,126
 <a href="http://www.gas-tec.com">www.gas-tec.com</a>	<b>G-TEC Natural Gas Systems</b> Buffalo, NY – Manufactures and distributes systems that allow natural gas to be used as an alternative fuel to gases [BOD]	16.930% Class A membership interest; 8% cumulative dividend			
		1999	17%	\$400,000	\$100,000
 <a href="http://www.intrinsiqmaterials.com">www.intrinsiqmaterials.com</a>	<b>Intrinsiq Materials, Inc.</b> Rochester, NY – Produces printable electronics utilizing a unique process of nanomaterial-based ink used in a room temperature environment	4,161,747 Series A preferred shares			
		2013	12%	\$1,125,673	\$780,000
 <a href="http://www.knoa.com">www.knoa.com</a>	<b>Knoa Software, Inc.</b> New York, NY – End user experience management and performance (EMP) solutions utilizing enterprise applications	973,533 Series A-1 convertible preferred shares; 1,876,922 Series B preferred shares; \$48,466 convertible promissory note at 8% due May 9, 2018			
		2012	7%	\$1,277,621	\$497,921
 <a href="http://www.knowledgevision.com">www.knowledgevision.com</a>	<b>KnowledgeVision Systems, Inc.</b> Lincoln, MA – Online presentation and training software	200,000 Series A-1 preferred shares; 214,285 Series A-2 preferred shares; 129,033 Series A-3 preferred shares; Warrant for 46,743 Series A-3 shares			
		2013	7%	\$750,001	\$500,001
 <a href="http://www.mercantilesolutions.com">www.mercantilesolutions.com</a>	<b>Mercantile Adjustment Bureau, LLC</b> Williamsville, NY – Full service accounts receivable management and collections company	\$1,099,039 subordinated secured note at 13% (3% for calendar year 2016) due October 30, 2017; \$150,000 subordinated debenture at 8% due June 30, 2018; Warrant for 3.29% membership interests; Option for 1.5% membership interests			
		2012	4%	\$1,338,315	\$1,090,690
 <a href="http://www.mezmeriz.com">www.mezmeriz.com</a>	<b>Mezmeriz, Inc.</b> Ithaca, NY – Micro-electronic mechanical systems (MEMS) developer of carbon fiber MEMS mirror modules for gesture recognition and 3D scanning [BOD]	1,554,565 Series seed preferred shares			
		2008	14%	\$742,850	\$351,477
 <a href="http://www.microcision.com">www.microcision.com</a>	<b>Microcision LLC</b> Pennsauken Township, NJ – Manufacturer of precision machined medical implants, components and assemblies [BOD]	\$1,500,000 subordinated promissory note at 12% (1% PIK) due December 31, 2024; 15% Class A common membership interest			
		2009	15%	\$1,891,964	\$1,891,964

**Portfolio of Investments – December 31, 2016**

		Investment Details			
		Year Acquired	Percent Equity	Cost	Value
 <a href="http://www.monarchmt.com">www.monarchmt.com</a>	<b>New Monarch Machine Tool, Inc.</b> Cortland, NY – Manufactures and services vertical/horizontal machining centers [BOD]	22.84 common shares			
		2003	15%	\$22,841	\$22,841
 <a href="http://www.oncoregolf.com">www.oncoregolf.com</a>	<b>OnCore Golf Technology, Inc.</b> Buffalo, NY – Maker of patented hollow-metal core golf balls [BOD]	150,000 Series AA preferred shares; \$300,000 subordinated convertible promissory notes at 6% due January 24, 2017			
		2014	7%	\$675,000	\$300,000
 <a href="http://www.outmatch.com">www.outmatch.com</a>	<b>Outmatch (Formerly Chequed Holdings, LLC)</b> Dallas, TX – Web-based predictive employee selection and reference checking	2,446,199 Class P1 Units 109,788 Class C1 Units			
		2010	4%	\$2,145,496	\$2,145,496
 <a href="http://www.postprocess.com">www.postprocess.com</a>	<b>PostProcess Technologies LLC</b> Buffalo, NY – Provides innovative solutions for the post-processing of additive manufactured 3D parts	\$300,000 convertible promissory note at 5% due July 28, 2018			
		2016	0%	\$300,000	\$300,000
 <a href="http://www.rheonix.com">www.rheonix.com</a>	<b>Rheonix, Inc.</b> Ithaca, NY – Developer of fully automated microfluidic based molecular assay and diagnostic testing devices [BOD]	9,676 common shares; 1,839,422 Series A preferred shares; 50,593 common shares; 589,420 Series B preferred shares			
		2009	4%	\$2,802,731	\$2,938,731
 <a href="http://www.sciaps.com">www.sciaps.com</a>	<b>SciAps, Inc.</b> Woburn, MA – Instrumentation company producing portable analytical devices using XRF, LIBS and RAMAN spectroscopy to identify compounds, minerals and elements [BOD]	187,500 Series A convertible preferred shares; 274,299 Series A-1 convertible preferred shares; 117,371 Series B convertible preferred shares; \$200,000 subordinated convertible note at 10% due April 8, 2017; \$100,000 secured subordinated convertible note at 10% due December 31, 2017			
		2013	9%	\$2,554,710	\$2,054,710
 <a href="http://www.socialflow.com">www.socialflow.com</a>	<b>SocialFlow, Inc.</b> New York, NY – Provides instant analysis of social networks using a proprietary, predictive analytic algorithm to optimize advertising and publishing	1,049,538 Series B preferred shares; 1,204,819 Series B-1 preferred shares; 717,772 Series C preferred shares			
		2013	4%	\$1,750,000	\$2,071,300
 <a href="http://www.somersetgas.com">www.somersetgas.com</a>	<b>Somerset Gas Transmission Company, LLC</b> Columbus, OH – Natural gas transportation	26.5337 units			
		2002	3%	\$719,097	\$500,000
 <a href="http://www.microgreenfilter.com">www.microgreenfilter.com</a>	<b>SOMS Technologies, LLC</b> Valhalla, NY – Produces and markets the microGreen Extended Performance Oil Filter [BOD]	5,959,490 Series B membership interests			
		2008	9%	\$472,632	\$528,348
 <a href="http://www.ipacesetters.com">www.ipacesetters.com</a>	<b>Teleservices Solutions Holdings, LLC</b> Montvale, NJ – Customer contact center specializing in customer acquisition and retention for selected industries	250,000 Class B preferred units; 1,000,000 Class C preferred units; 80,000 Class D preferred units; 104,198 Class E preferred units; PIK dividend for Series C and D at 12% and 14%, respectively			
		2014	6%	\$1,636,078	\$395,398

**Portfolio of Investments – December 31, 2016**

		Investment Details			
		Year Acquired	Percent Equity	Cost	Value
 <a href="http://www.tilsontech.com">www.tilsontech.com</a>	<b>Tilson Technology Management, Inc.</b> Portland, ME – Cellular fiber optic and wireless information systems, construction, and management	120,000 Series B preferred shares; 21,391 Series C convertible preferred shares; \$200,000 subordinated promissory note at 8% due September 28, 2021			
		2015	8%	\$1,000,000	\$1,000,000
Other Investments				\$410,857	\$0
<b>Total Portfolio Investments</b>				<b>\$31,631,030</b>	<b>\$27,500,481</b>

[BOD] indicates companies for which Rand has a seat on the Board of Directors



SEC Form 10-K



UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from to

Commission File Number: 814-00235

**Rand Capital Corporation**

(Exact name of registrant as specified in its charter)

New York

(State or Other Jurisdiction of  
Incorporation or organization)

16-0961359

(IRS Employer Identification No.)

2200 Rand Building, Buffalo, NY

(Address of Principal executive offices)

14203

(Zip Code)

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

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

Title of Each Class

Name of Exchange on Which Registered

Common Stock, \$0.10 par value

NASDAQ Capital Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 under the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's outstanding common stock held by non-affiliates of the registrant as of June 30, 2016 was approximately \$18,330,211 based upon the closing price as reported on the NASDAQ Capital Market on such date.

As of March 1, 2017, there were 6,321,988 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Corporation's definitive proxy statement for the 2017 Annual Meeting of Shareholders are incorporated by reference into Part III of this report.

**RAND CAPITAL CORPORATION**  
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## PART I

### Item 1. *Business*

#### **Overview of Our Business**

Rand Capital Corporation (“Rand”, “we”, “us” and “our”) was incorporated under the laws of New York in February 1969. Throughout our history, our principal business has been to make venture capital investments in early or expansion stage companies, typically in upstate New York. We are now seeking investments in a broader geographic area, in close proximity to New York, in accordance with our strategic growth plan. We look for companies with strong leadership that are bringing to market new or unique products, technologies or services and have a high potential for growth. We invest in a mixture of debt and equity instruments. The debt securities typically have an equity component in the form of warrants or options to acquire stock or the right to convert the debt securities into stock. Responding to our request during 2016, the U.S. Small Business Administration (SBA) issued a “green light” or “go forth” letter inviting Rand to continue its application process to obtain a license to form and operate its second small business investment company (“SBIC”) subsidiary. Our anticipated new SBIC subsidiary will continue our investment strategy of focusing on privately-held, early stage and emerging growth businesses with proven management teams. Our first SBIC, Rand Capital SBIC, Inc. (Rand SBIC) has historically been our primary investment vehicle since its formation; once approved, we expect to continue this investment strategy through our new SBIC subsidiary.

#### ***Our Investment Objectives and Strategy***

Our principal investment objective is to achieve long-term capital appreciation on our equity investments while maintaining a current cash flow from our debenture and pass-through equity instruments to fund expenses. Therefore, we invest in a variety of financial instruments to provide a current return on a portion of the investment portfolio. The equity features contained in our investment portfolio are structured to realize capital appreciation over the long-term and typically do not generate current income in the form of dividends or interest.

Our investment strategy is to partner with other investors to invest in small companies that either have a new product, service or technology they are trying to commercialize or are working to accelerate their rate of growth. We define small companies as businesses that may not yet be generating revenue up to companies with \$20 million in revenue.

We have historically made an initial investment of \$500,000 to \$1,000,000 directly in a company through equity or in debt or loan instruments and frequently provide follow-on investments during our investment tenure. The debt instruments we acquire generally have a maturity of not more than five years and usually are convertible or have detachable equity warrants. Interest is either paid currently or deferred. We fund new investments and operating expenses through existing cash balances, proceeds from investment exits, and interest and principal payments from our portfolio companies.

#### ***Our Investment Process***

Our primary business is making subordinated debt and equity investments in small companies that meet some or all of the following criteria:

- 1) a qualified and experienced management team;
- 2) a new or unique product or service; and
- 3) high potential for growth in revenue and cash flow.

Our management team identifies investment opportunities through a network of investment referral relationships. Investment proposals may come to us from other sources, including unsolicited proposals from companies and referrals from banks, lawyers, accountants and other members of the financial community. We believe that our reputation in the investment community and our experience provide a competitive advantage in originating qualified new investments.

In a typical private financing, our management team will review, analyze, and confirm, through due diligence, the business plan and operations of the potential portfolio company. Additionally, we will familiarize ourselves with the portfolio company's industry and competition and may conduct reference checks with its customers and suppliers.

Following our initial investment, we may make follow-on investments in the portfolio company. Follow-on investments may be made to take advantage of warrants or other preferential rights granted to us to increase or maintain our position in a promising portfolio company, or provide additional funds to allow a portfolio company to fully implement its business plans, develop a new line of business or recover from unexpected business problems. Follow-on investments in a portfolio company are evaluated individually and may be subject to regulatory restrictions.

### ***Disposition of Investments***

We may exit investments through the maturation of a debt security or when a liquidity event takes place, such as the sale, recapitalization, or initial public offering of a portfolio company. The method and timing of the disposition of our portfolio investments can be critical to the realization of maximum total return. We generally expect to dispose of our equity securities through private sales of securities to other investors or through the sale or merger of the company. We anticipate our debt investments will be repaid with interest and hope to realize further appreciation from the warrants or other equity type instruments we receive in connection with the investment.

### **Current Portfolio Companies**

For a description of our current portfolio company investments, see "Item 7. Management's Discussion and Analysis of Financial Conditions and Results of Operations — Composition of the Investment Portfolio."

### **Competition**

We compete for investments with other venture capital firms, individual investors, business development companies, and investment funds (including private equity funds and mezzanine funds), as well as traditional financial services companies such as commercial banks. We believe we are able to compete with these entities primarily on the basis of our referral network, our investing reputation and experience, our responsive, quick and efficient investment analysis and decision-making process, the investment terms we offer, and our willingness to make smaller investments.

For information concerning the competitive risks we face, see "Item 1A. Risk Factors."

### **Employees**

As of December 31, 2016, we had four employees, unchanged from 2015.

### **Organization and History**

We completed our initial public offering in 1971 as an internally managed, closed-end, diversified, management investment company. We have elected to be treated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). As a BDC we are required to comply with certain regulatory requirements. For instance, we generally have to invest at least 70% of our total assets in "qualifying assets" and provide managerial assistance to the portfolio companies in which we invest. See "Item 1. Business — Regulation, Regulation as a Business Development Company."

We historically made the majority of our investments through Rand SBIC, an SBIC that has been licensed by the SBA since 2002. Rand SBIC's predecessor was organized as a Delaware limited partnership and was converted into a New York corporation in 2008, at which time our operations as a licensed SBIC were continued. Although Rand SBIC had operated as if it were a BDC, it was registered as an investment company under the 1940 Act. In 2012, the SEC granted an Order of Exemption for Rand with respect to the operations of Rand SBIC and Rand SBIC then filed an election to be regulated as a BDC under the 1940 Act. Rand SBIC's board of directors is comprised of the directors of Rand, a majority of whom are not "interested persons" of Rand or Rand SBIC.

We operate as an internally managed investment company whereby our officers and employees conduct our business under the general supervision of our Board of Directors. We have not elected to qualify to be taxed as a regulated investment company as defined under Subchapter M of the Internal Revenue Code.

In this Annual Report on Form 10-K, (“Annual Report”), unless the context otherwise requires, “we”, the “Corporation”, “us”, and “our” refer to Rand Corporation and Rand Capital SBIC.

Our corporate office is located in Buffalo, NY and our website address is [www.randcapital.com](http://www.randcapital.com). We make available free of charge on our website our annual and periodic reports, proxy statements and other information as soon as reasonably practicable after such material is filed with the Securities and Exchange Commission (“SEC”). Our shares are traded on the NASDAQ Capital Market under the ticker symbol “RAND.”

## **Regulation**

The following discussion is a general summary of the material prohibitions and descriptions governing BDCs and SBA-licensed SBICs. It does not purport to be a complete description of all of the laws and regulations affecting BDCs and SBICs.

### ***Regulation as a Business Development Company***

We have elected to be regulated as a BDC under the 1940 Act. Although the 1940 Act exempts a BDC from registration under that Act, it contains significant limitations on the operations of BDCs. Among other things, the 1940 Act contains prohibitions and restrictions relating to transactions between a BDC and its affiliates, principal underwriters and affiliates of its affiliates or underwriters. The 1940 Act also prohibits a BDC from changing the nature of its business so as to cease to be, or to withdraw its election as, a BDC unless so authorized by a vote of the holders of a majority of its outstanding voting securities. BDCs are not required to maintain fundamental investment policies relating to diversification and concentration of investments within a single industry. More specifically, in order to qualify as a BDC, a company must:

- (1) be a domestic company;
- (2) have registered a class of its equity securities or have filed a registration statement with the SEC pursuant to Section 12 of the Securities Exchange Act of 1934 (the “Exchange Act”);
- (3) operate for the purpose of investing in the securities of certain types of companies, namely immature or emerging companies and businesses suffering or just recovering from financial distress. Generally, a BDC must be primarily engaged in the business of furnishing capital and providing managerial expertise to companies that do not have ready access to capital through conventional financial channels. Such companies are termed “eligible portfolio companies;”
- (4) extend significant managerial assistance to such portfolio companies; and
- (5) have a majority of “disinterested” directors (as defined in the 1940 Act).

### ***Qualifying Assets***

Under the 1940 Act, a BDC may not acquire any asset other than assets of the type listed in Section 55(a) of the 1940 Act, which are referred to as qualifying assets, unless, at the time the acquisition is made, qualifying assets represent at least 70% of the company’s total assets. The 1940 Act prohibits BDCs from investing in certain types of companies, such as brokerage firms, insurance companies, investment banking firms and investment companies.

An eligible portfolio company is, generally, a private domestic operating company, or a public domestic operating company whose securities are not listed on a national securities exchange. In addition, any small business investment company that is licensed by the SBA and is a wholly owned subsidiary of a BDC is an eligible portfolio company.

Qualifying assets include:

- (1) securities of companies that were eligible portfolio companies at the time the BDC acquired their securities;
- (2) securities of bankrupt or insolvent companies that were eligible at the time of the BDC's initial acquisition of their securities but are no longer eligible, provided that the BDC has maintained a substantial portion of its initial investment in those companies;
- (3) securities received in exchange for or distributed on or with respect to any of the foregoing; and
- (4) cash items, government securities and high-quality short-term debt.

The 1940 Act also places restrictions on the nature of the transactions in which, and the persons from whom, securities can be purchased in order for the securities to be considered qualifying assets.

A BDC is permitted to invest in the securities of public companies and other investments that are not qualifying assets, but those kinds of investments may not exceed 30% of the BDC's total asset value at the time of the investment. At December 31, 2016, we were in compliance with this rule.

#### *Managerial Assistance to Portfolio Companies*

In order to count portfolio securities as qualifying assets for the purpose of the 70% test discussed above, a BDC must either control the issuer of the securities or must offer to make available significant managerial assistance; except that, where the BDC purchases the securities in conjunction with one or more other persons acting together, one of the other persons in the group may make available such managerial assistance. Making available significant managerial assistance means, among other things, any arrangement whereby the BDC, through its directors, officers or employees, offers to provide and, if accepted, does so provide, significant guidance and counsel concerning the management, operations or business objectives and policies of a portfolio company through monitoring of portfolio company operations, selective participation in board and management meetings, consulting with and advising a portfolio company's officers or other organizational or financial guidance.

#### ***Small Business Investment Company Regulations***

##### *SBA Lending Restrictions*

SBICs are designed to stimulate the flow of private debt and/or equity capital to small businesses. The types and dollar amounts of the loans and other investments we may make are limited by the 1940 Act, the Small Business Act (the "SBA Act") and SBA regulations. Rand SBIC uses funds borrowed from the SBA that can be combined with our own capital to provide loans to, and make equity investments in, businesses that meet the following criteria:

- (a) have a tangible net worth not in excess of \$19.5 million and average net income after U.S. federal income taxes for the preceding two completed fiscal years not in excess of \$6.5 million, or
- (b) meet size standards set by the SBA that are measured by either annual receipts or number of employees, depending on the industry in which the businesses are primarily engaged.

In addition, at the end of each fiscal year, an SBIC must have at least 20% (in total dollars) invested in "smaller enterprises." The SBA defines "smaller enterprises" as businesses that:

- (a) do not have a net worth in excess of \$6 million and have average net income after U.S. federal income taxes for the preceding two years no greater than \$2 million, or
- (b) meet size standards set by the SBA that are measured by either annual receipts or number of employees, depending on the industry in which the concerns are primarily engaged.

We have complied with this requirement since the inception of Rand SBIC.

Rand SBIC is subject to regulation and oversight by the SBA. Receipt of an SBIC license does not assure that Rand SBIC will receive future SBA guaranteed debenture funding, which is dependent upon it continuing to



be in compliance with SBA regulations and policies. The SBA, as a creditor, will have a superior claim to Rand SBIC's assets over our shareholders in the event we liquidate Rand SBIC or the SBA exercises its remedies under the SBA-guaranteed debentures issued by Rand SBIC upon an event of default.

Rand SBIC may invest directly in the equity of portfolio companies, but may not become a general partner of a non-incorporated entity or otherwise become jointly or severally liable for the general obligations of a non-incorporated entity. Rand SBIC may acquire options or warrants in portfolio companies, and the options or warrants may have redemption provisions, subject to certain restrictions. Pursuant to SBA regulations, the maximum cash which may be invested in any one portfolio company by Rand SBIC is currently \$3.0 million.

#### *SBA Leverage*

The SBA raises capital to enable it to provide funds to SBICs by guaranteeing certificates or bonds that are pooled and sold to purchasers of the government guaranteed securities. The amount of funds that the SBA may lend to SBICs is determined by annual Congressional appropriations.

SBA debentures are issued with ten year maturities. Interest only is payable semi-annually until maturity. All of our outstanding SBA debentures may be prepaid without penalty. To reserve the approved SBA debenture leverage, we paid an upfront 1% commitment fee to the SBA as a partial prepayment of the SBA's nonrefundable 3% leverage fee. These fees are expensed over the life of the corresponding SBA debenture instruments.

At December 31, 2016, we had \$8,000,000 in outstanding SBA debenture instruments.

### **Item 1A. Risk Factors**

#### **Risks related to our business and structure**

##### ***Our financial results will depend on our skill to manage and deploy capital effectively***

Our ability to achieve our principal investment objective to achieve long-term capital appreciation on our equity investments while maintaining a current cash flow from our debenture and pass-through equity instruments depends on our capability to effectively identify, invest and manage our capital.

Accomplishing this investment objective effectively will be based on our management team's handling of the investment process, starting with its ability to find investments that offer us favorable terms and meet our investment objective. They will also have to monitor the portfolio company's performance and may be called upon to provide managerial assistance. These demands on their time may distract them or may slow the rate of investment.

Even if we are able to grow and build on our investment, any failure to manage our growth effectively could have a material adverse effect on our business, financial condition, results of operations and prospects. If we cannot successfully operate our business or implement our investment objective, it could negatively impact our stock price.

##### ***We are subject to risks created by our regulated environment***

We are regulated by the SBA and the SEC. Changes in the laws or regulations that govern SBICs and BDCs could significantly affect our business. Regulations and laws may be changed periodically, and the interpretations of the relevant regulations and laws are also subject to change. Any change in the regulations and laws governing our business could have a material impact on our financial condition and our results of operations. Moreover, the laws and regulations that govern BDCs and SBICs may place conflicting demands on the manner in which we operate, and the resolution of those conflicts may restrict or otherwise adversely affect our operations.

##### ***We are subject to risks created by borrowing funds from the SBA***

Our liabilities include large amounts of debt instruments issued through the SBA which have fixed interest rates. Until and unless we are able to invest substantially all of the proceeds from debentures at annualized interest or other rates of return that substantially exceed annualized interest rates that Rand SBIC must pay the SBA, our operating results may be adversely affected which may, in turn, depress the market price of our common stock.

***We are subject to risks created by the valuation of our portfolio investments***

At December 31, 2016, 100% of our investments are in private securities that are not publicly traded. There is typically no public market for securities of the small privately held companies in which we invest. Investments are valued in accordance with our established valuation policy and are stated at fair value as determined in good faith by management and approved by our Board of Directors. In the absence of a readily ascertainable market value, the estimated value of our portfolio of securities may differ significantly, favorably or unfavorably, from the values that would be placed on the portfolio if a ready market for the securities existed. Any changes in estimated value are recorded in the consolidated statement of operations as “Net increase (decrease) in unrealized depreciation or appreciation on investments.”

***We are dependent upon key management personnel for future success***

We are dependent on the skill, diligence, and the network of business contacts of our two executive officers, Allen F. Grum and Daniel P. Penberthy, for the sourcing and selection, structuring, closing, monitoring and valuation of our investments. Our future success depends, to a significant extent, on the continued employment of these two officers and their departure could materially adversely affect our ability to implement our business strategy. We do not maintain key man life insurance or employment agreements on these officers.

***We operate in a competitive market for investment opportunities***

We operate in a highly competitive market for investment opportunities. We face competition in our investing activities from many entities including other SBICs, private venture capital funds, investment affiliates of large companies, wealthy individuals and other domestic or foreign investors. The competition is not limited to entities that operate in the same geographical area as we do. As a regulated BDC, we are required to disclose quarterly and annually the name and business description of our portfolio companies and the value of their portfolio securities. Most of our competitors are not subject to this disclosure requirement. This obligation to disclose this information could hinder our ability to invest in some portfolio companies. Additionally, other regulations, current and future, may make us less attractive as a potential investor to a given portfolio company than a private venture capital fund.

***We may experience fluctuations in our quarterly results***

Our quarterly operating results could fluctuate significantly as a result of a number of factors. These factors include, among others, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which portfolio companies encounter competition in their markets, their ability to raise additional capital, if needed, and general economic conditions. As a result of these factors, results for any quarter cannot be relied upon as being indicative of performance in future quarters or for a full year.

**Risks related to our investments**

***We have a limited number of companies in our portfolio of investments, and may be subjected to greater risk if any of these companies default***

Our portfolio investment values are concentrated in a small number of companies and as such, we may experience a significant loss in our net asset value if one or more of these companies perform poorly or go out of business. The unrealized or realized depreciation in the value of the securities of any one of these companies would negatively impact our net asset value.

***The lack of liquidity in our investments may adversely affect our business***

We invest, and will continue to invest, in portfolio companies that are not publicly traded, and whose securities are subject to restrictions on resale and will be less liquid than publicly traded securities. Most of our investments are or will be either equity securities or subordinated debt securities acquired directly from small, private companies. The illiquidity of most of our portfolio may adversely affect our ability to dispose of the securities at times when it may be advantageous for us to liquidate investments. In addition, we may not realize the full value of these private investments if we have to liquidate all or a part of our portfolio quickly.



***Economic downturns or recessions may adversely affect our portfolio companies' financial performance and therefore harm our operating results***

The United States economy has periodically experienced periods of instability and recessions and the financial results of the small companies in which we invest could be negatively affected by this instability and suffer deterioration. This deterioration may have a negative effect on our financial performance.

***Investing in private companies involves a high degree of risk***

We typically invest a substantial portion of our assets in small private companies. These private businesses may be thinly capitalized, unproven companies with risky technologies, may lack management depth, and may not have attained profitability. Because of the speculative nature and the lack of a public market for these investments, there is significantly greater risk of loss than is the case with securities traded on a public exchange. We expect that some of our investments will become worthless and that some will appear likely to become successful but will never realize their potential. We have been risk seeking rather than risk averse in our approach to our investments.

Even if our portfolio companies are able to develop commercially viable products, the market for those new products and services is likely to be highly competitive and rapidly changing. Commercial success is difficult to predict and the marketing efforts of the portfolio companies may not be successful.

***We typically are minority shareholders in companies***

We typically invest as a minority shareholder in our portfolio companies. As a minority shareholder we are unable to require the company to seek or entertain liquidity events as a way to exit our investments. This may cause us to hold investments longer than planned or to seek a sale that may not reflect the full value of our investment.

***We may not have the funds or ability to make follow-on investments in our portfolio companies***

We may not have the funds or ability to make additional investments in our portfolio companies. After our initial investment in a company, we may be asked to participate in another round of financing to the company. There is no assurance that we will make, or have sufficient funds to make, these follow-on investments. Any decision to not make an additional investment in our portfolio company may have a negative impact on the portfolio company in need of the capital, and have a negative impact on our ownership in the company.

**Risks related to our securities**

***Investing in our shares may be inappropriate for an investor's risk tolerance***

Our venture capital investments, in accordance with our investment objective and principal strategies, result in a greater than average amount of risk and volatility and may result in loss of principal. Our investments in portfolio companies are highly speculative and aggressive and, therefore, an investment in our shares may not be suitable for investors for whom such risk is inappropriate. Neither our investments nor an investment in our shares constitutes a balanced investment program.

***Sales of substantial amounts of our securities may have an adverse effect on the market price of our securities.***

Sales of substantial amounts of our securities, or the availability of such securities for sale, could adversely affect the prevailing market prices for our securities.

***Our shares may trade at a discount to our net asset value***

Shares of business development companies may trade at a market price that is less than the net asset value that is attributable to those shares. This characteristic of closed-end investment companies is separate and distinct from the risk that our net asset value per share may decline. It is not possible to predict whether shares will trade at, above, or below net asset value.

**Item 1B. Unresolved Staff Comments**

Not applicable.

**Item 2. Properties**

We currently lease office space in Buffalo, New York for our corporate headquarters. We believe that these leased facilities are adequate to support our current staff and expected future needs.

**Item 3. Legal Proceedings**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

## Part II

**Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock (“Common Stock”) is traded on the NASDAQ Capital Market (“NASDAQ”) under the symbol “RAND.” The following table sets forth, for the periods indicated, the range of high and low closing sales prices per share as reported by NASDAQ:

<u>2016 Quarter ended:</u>	<u>High</u>	<u>Low</u>
March 31 .....	\$4.69	\$3.48
June 30 .....	\$4.50	\$3.65
September 30 .....	\$3.78	\$3.21
December 31 .....	\$3.61	\$3.12
 <u>2015 Quarter ended:</u>	 <u>High</u>	 <u>Low</u>
March 31 .....	\$4.20	\$3.83
June 30 .....	\$4.01	\$3.73
September 30 .....	\$4.15	\$3.77
December 31 .....	\$4.03	\$3.58

We have not paid any cash dividends in the two most recent fiscal years, and have no present intention of paying cash dividends in the 2017 fiscal year.

### Issuer Purchases of Equity Securities

<u>Period</u>	<u>Total number of shares purchased(1)</u>	<u>Average price paid per share(2)</u>	<u>Total number of shares purchased as part of publicly announced plan(3)</u>	<u>Maximum number of shares that may yet be purchased under the share repurchase plan(3)</u>
10/1 – 10/31/2016 .....	—	—	—	458,954
11/1 – 11/30/2016 .....	—	—	—	458,954
12/1 – 12/31/2016 .....	—	—	—	458,954

- (1) There were no shares repurchased during the fourth quarter of 2016.
- (2) The average price paid per share is calculated on a settlement basis and includes commission.
- (3) On October 19, 2016, the Board of Directors extended the repurchase authorization of up to 1,000,000 shares of the Corporation’s common stock on the open market at prices no greater than the then current net asset value through October 19, 2017.

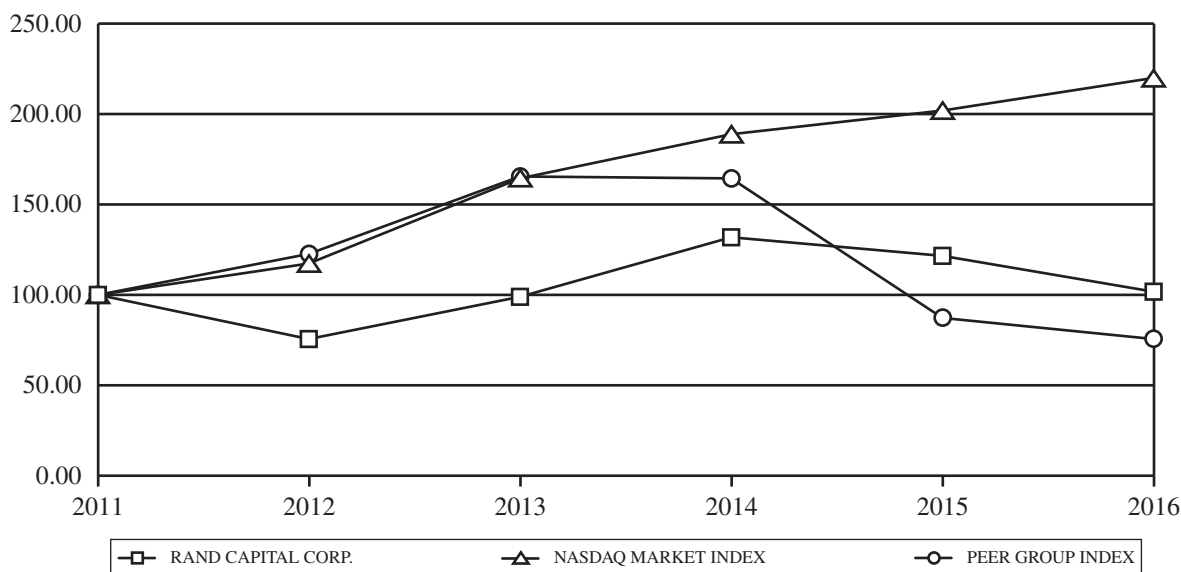
### Shareholders of Record

On March 1, 2017 we had a total of 792 shareholders, which included 92 record holders of our Common Stock, and an estimated 700 holders with shares beneficially owned in nominee name or under clearinghouse positions of brokerage firms or banks.

### Corporation Performance Graph

The following graph shows a five-year comparison of cumulative total shareholder returns for our Common Stock, the NASDAQ Market Index, and our Peer Group, assuming a base index of \$100 at the end of 2011. The cumulative total return for each annual period within the five years presented is measured by dividing (1) the sum of (A) the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and (B) the difference between share prices at the end and at the beginning of the measurement period by (2) the share price at the beginning of the measurement period.

Comparison of 5 Year Cumulative Total Return  
Assumes Initial Investment of \$100  
December 2016



Comparison of cumulative total return of one or more companies, peer groups, industry indexes and/or broad markets

#### FISCAL YEAR ENDED DECEMBER 31,

Company/Index/Market	2011	2012	2013	2014	2015	2016
Rand Capital Corporation	\$100.00	\$ 75.48	\$ 99.03	\$131.94	\$121.61	\$101.94
NASDAQ Market Index	\$100.00	\$117.45	\$164.57	\$188.84	\$201.98	\$219.89
Peer Group Index	\$100.00	\$122.65	\$165.51	\$164.44	\$ 87.44	\$ 75.78

The Peer Group was comprised of the following companies:

- Capital Southwest Corporation (NasdaqGS: CSWC)
- First Hand Technology Value Fund, Inc. (NasdaqGS: SVVC)
- GSV Capital Corp. (NasdaqCM: GSVC)
- Harris & Harris Group, Inc. (NasdaqGM: TINY)

We selected the Peer Group because it is our belief that the four issuers in the group have investment objectives that are similar to ours, and among the publicly traded companies, they are relatively similar in size to us.

The performance graph information provided above will not be deemed to be “soliciting material” or “filed” with the SEC or subject to Regulations 14A or 14C, or to the liabilities of section 18 of the Securities Exchange Act, unless in the future we specifically request that the information be treated as soliciting material or specifically incorporate it by reference into any filing under the Securities Act or the Exchange Act.

### Item 6. Selected Financial Data

The following table provides selected consolidated financial data for the periods indicated. You should read the selected financial data set forth below in conjunction with Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and with the consolidated financial statements and related notes appearing within Item 8. of this Annual Report.

#### Balance Sheet Data as of December 31:

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Total assets .....	\$42,418,530	\$44,562,060	\$45,525,987	\$39,750,370	\$34,252,413
Total liabilities .....	\$ 9,789,167	\$10,708,400	\$13,172,546	\$11,681,038	\$ 8,470,113
Net assets .....	\$32,629,363	\$33,853,660	\$32,353,441	\$28,069,332	\$25,782,300
Net asset value per outstanding share .....	\$ 5.16	\$ 5.35	\$ 5.11	\$ 4.38	\$ 3.90
Shares of common stock outstanding .....	6,321,988	6,328,538	6,328,538	6,411,918	6,610,236

#### Operating Data for the years ended December 31:

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
Investment income .....	\$ 1,031,858	\$ 2,824,337	\$ 2,584,475	\$ 2,451,036	\$2,604,621
Total expenses .....	\$ 3,401,037	\$ 1,817,279	\$ 2,499,297	\$ 2,359,252	\$1,795,600
Net investment (loss) gain, net of tax .....	(\$1,553,268)	\$ 842,902	\$ 21,835	\$ 154,478	\$ 686,061
Net realized gain (loss) on sales and dispositions of investments, net of tax .....	\$ 8,864,653	(\$ 27,973)	\$ 4,767,484	\$ 4,374,354	\$ 831,139
Net (decrease) increase in unrealized depreciation or appreciation on investments, net of tax .....	(\$8,514,068)	\$ 685,290	(\$ 247,838)	(\$1,655,475)	\$ 422,567
Net (decrease) increase in net assets from operations .....	(\$1,202,683)	\$ 1,500,219	\$ 4,541,481	\$ 2,873,357	\$1,939,767

### Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the consolidated financial statements and related notes included within Item 8 of this Annual Report.

#### FORWARD LOOKING STATEMENTS

Statements included in this Management’s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report that do not relate to present or historical conditions are “forward-looking

statements” within the meaning of that term in Section 27A of the Securities Act of 1933, as amended, and in Section 21E of the Securities Exchange Act of 1934, as amended. Additional oral or written forward-looking statements may be made by us from time to time, and forward-looking statements may be included in documents that are filed with the Securities and Exchange Commission. Forward-looking statements involve risks and uncertainties that could cause our results or outcomes to differ materially from those expressed in the forward-looking statements. Forward-looking statements may include, without limitation, statements relating to our plans, strategies, objectives, expectations and intentions and are intended to be made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Words such as “believes,” “forecasts,” “intends,” “possible,” “expects,” “estimates,” “anticipates,” or “plans” and similar expressions are intended to identify forward-looking statements. Among the important factors on which such statements are based are assumptions concerning the state of the United States economy and the local markets in which our portfolio companies operate, the state of the securities markets in which the securities of our portfolio companies could be traded, liquidity within the United States financial markets, and inflation. Forward-looking statements are also subject to the risks and uncertainties described under the caption “Risk Factors” contained in Part I, Item 1A. of this Annual Report.

There may be other factors not identified that affect the accuracy of our forward-looking statements. Further, any forward-looking statement speaks only as of the date when it is made and, except as required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made or to reflect the occurrence of anticipated or unanticipated events or circumstances. New factors emerge from time to time that may cause our business not to develop as we expect, and we cannot predict all of them.

## **Overview**

We are an internally managed investment company that lends to and invests in small companies often concurrently with other investors. We have elected to be treated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”). As a BDC, we are required to comply with certain regulatory requirements. We have historically made the majority of our investments through our wholly-owned subsidiary, Rand Capital SBIC, Inc. (“Rand SBIC”), which operates as a small business investment company (“SBIC”) and has been licensed by the U.S. Small Business Administration (“SBA”) since 2002. Responding to our request during 2016, in early 2017 the U.S. Small Business Administration (SBA) issued a “green light” or “go forth” letter inviting Rand to continue its application process to obtain a license to form and operate its second SBIC subsidiary. Our anticipated new SBIC subsidiary will continue our investment strategy of focusing on privately-held, early stage and emerging growth businesses with proven management teams. Our initial wholly-owned subsidiary, Rand SBIC, has historically been our primary investment vehicle since its formation and, once approved by the SBA, we expect to continue this investment strategy through our new SBIC subsidiary.

Our principal investment objective is to achieve long-term capital appreciation on our equity investments while maintaining a current cash flow from our debenture and pass-through equity instruments to fund our operating expenses. Therefore, we invest in a variety of financial instruments to provide a current return on a portion of the investment portfolio. The equity features contained in our investment portfolio are structured to realize capital appreciation over the long-term and typically do not generate current income in the form of dividends or interest.

We have historically made initial investments of \$500,000 to \$1,000,000 directly in companies through equity or in debt or loan instruments and frequently provided follow-on investments during our investment tenure. The debt instruments generally have a maturity of not more than five years and usually have detachable equity warrants. Interest may be paid currently or deferred, based on the investment structure negotiated.

We may exit investments through the maturation of a debt security or when a liquidity event takes place, such as the sale, recapitalization, or initial public offering of a portfolio company. The method and timing of the disposition of our portfolio investments can be critical to the realization of maximum total return. We generally expect to dispose of our equity securities through private sales of securities to other investors or through an

outright sale of the company or a merger. We anticipate our debt investments will be repaid with interest and hope to realize further appreciation from the warrants or other equity type instruments we receive in connection with the investment. We fund new investments and operating expenses through existing cash balances, investment returns, and interest and principal payments from our portfolio companies. In addition, following the anticipated licensing of the new SBIC fund, we believe the SBA will provide additional leverage for future investments.

## **2016 Portfolio and Investment Activity**

We believe the change in net asset value over time is the leading valuation metric of our performance. Exits from our portfolio holdings are the key driver of growth in net asset value over time. Changes from quarter to quarter, and at any point in time, are impacted by specific activity related to an investment, but the overall growth trend demonstrates the effectiveness of our investment efforts.

- Net asset value of our portfolio decreased to \$5.16 per share, or \$32.6 million, at December 31, 2016, down (\$0.19) per share, or (3.6%), compared with net asset value of \$5.35 per share, or \$33.9 million, at the end of the prior year.
- We exited from one investment during 2016, Gemcor, whose appreciated value was recorded during 2015 and in prior years. Accordingly, our net asset value did not benefit from any exits during 2016.
- At year end, the estimated value of our portfolio, which included securities held in 33 businesses, was \$27.5 million. This value included \$4.1 million in net pre-tax unrealized depreciation.
- Approximately 64% of the portfolio was equity investments with the remainder being debt and loan investments.
- The portfolio generated approximately \$1.0 million in interest, fee, dividend and other income.
- During 2016, we made \$5.9 million in new investments in 12 businesses, including follow-on investments in eight existing portfolio companies. We added four new portfolio companies during the year.
- In January 2017, we received a “green light” letter from the SBA that authorized us to file a formal application for a new SBIC fund. If approved, the new SBIC will provide \$15 million of available SBA borrowings for additional investments.

## **Outlook**

At the end of 2016, we had \$12.3 million in cash for future investments and expenses, an increase from \$5.8 million at the end of 2015. The increase is the result of cash proceeds from the Gemcor sale during 2016. During our 12-year holding period, Gemcor grew to be a strong provider of cash flow to Rand in the form of dividend and investment income. Accordingly, our near-term investment focus is on rebuilding cash dividends and interest to fund our ongoing operating expenses.

With the “green light” letter from the SBA authorizing us to proceed with our application process we plan to use some of the cash we received from the Gemcor exit, combined with additional the SBA additional leverage, to create a new \$22.5 million SBIC fund. We will use the fund to advance our investment strategy of focusing on privately-held, early stage and emerging growth businesses with proven management teams.

As we work to create our new SBIC fund, we believe the combination of cash on hand, proceeds from portfolio exits, potential future SBA leverage, and prospective investment income provide sufficient capital for us to continue to add new investments to our portfolio while reinvesting in existing portfolio companies that demonstrate continued growth potential. Both short and long-term trends provide us confidence in our ability to grow Rand.

- We expect that well run businesses will require capital to grow and should be able to compete effectively given the low cost of capital, strong business and consumer spending, and eager reception of new technologies and service concepts.

- Given our increased scale we are able to invest larger amounts in companies, which will provide an opportunity to accelerate our rate of growth.
- We continue to manage risk by investing with other investors, when possible.
- We are actively involved with the governance and management of our portfolio companies which enables us to support their operating and marketing efforts and facilitate their growth.
- As our portfolio continues to expand, we are able to better leverage our infrastructure.
- We have sufficient cash to invest in new opportunities and to repurchase shares. At year end, we had authorization to repurchase an additional 458,954 shares of our common stock. However, our prioritized use of cash continues to be growing our portfolio.

### **Critical Accounting Policies**

We prepare our consolidated financial statements in accordance with United States generally accepted accounting principles, or GAAP, which require the use of estimates and assumptions that affect the reported amounts of assets and liabilities. For a summary of all significant accounting policies, including critical accounting policies, see Note 1 to the consolidated financial statements in Item 8 of this Annual Report.

The increasing complexity of the business environment and applicable authoritative accounting guidance require us to closely monitor our accounting policies and procedures. We have two critical accounting policies that require the use of significant judgment. The following summary of critical accounting policies is intended to enhance a reader's ability to assess our financial condition and results of operations and the potential volatility due to changes in estimates.

#### ***Valuation of Investments***

Investments are valued at fair value as determined in good faith by management and submitted to the Board of Directors for approval. We invest in loan, debt, and equity instruments and there is no single standard for determining fair value of these investments. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment and employing a consistent valuation process. We analyze and value each investment quarterly, and record unrealized depreciation for an investment that we believe has become impaired, including where collection of a loan or realization of the recorded value of an equity security is doubtful. Conversely, we will record unrealized appreciation if we believe that an underlying portfolio company has appreciated in value and, therefore, its equity security has also appreciated in value. These estimated fair values may differ from the values that would have been used had a ready market for the investments existed and these differences could be material if our assumptions and judgments differ from results of actual liquidation events.

Our investments are carried at fair value in accordance with FASB Accounting Standards Codification (ASC) 820, "Fair Value Measurements and Disclosures", which defines fair value, establishes a framework for measuring fair value in accordance with GAAP, and expands disclosures about fair value measurements.

Loan investments are defined as traditional loan financings with no equity features. Debt investments are defined as debt financings that include one or more equity features such as conversion rights, stock purchase warrants, and/or stock purchase options. A financing may also be categorized as a debt financing if it is accompanied by the direct purchase of an equity interest in the company.

We utilize several approaches to determine the fair value of an investment. The main approaches are:

- Loan and debt securities are valued at cost when it is representative of the fair value of the investment or sufficient assets or liquidation proceeds are expected to exist from a sale of a portfolio company at its estimated fair value. However, they may be valued at an amount other than the price the security would command given the rate and related inherent portfolio risk of the investment. We believe the contractual rates of the respective portfolio investments represent market.



A loan or debt instrument may be reduced in value if it is judged to be of poor quality, collection is in doubt or insufficient liquidation proceeds exist.

- Equity securities may be valued using the “asset approach”, “market approach” or “income approach.” The asset approach involves estimating the liquidation value of the portfolio company’s assets. The market approach uses observable prices and other relevant information generated by similar market transactions. It may include the use of market multiples derived from a set of comparables to assist in pricing the investment. Additionally, we may adjust valuations if a subsequent significant equity financing has occurred that includes a meaningful portion of the financing by a sophisticated, unrelated new investor. The income approach employs a cash flow and discounting methodology to value an investment.

ASC 820 classifies the inputs used to measure fair value into the following hierarchy:

Level 1: Quoted prices in active markets for identical assets or liabilities, used in our valuation at the measurement date.

Level 2: Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

Level 3: Unobservable and significant inputs to determining the fair value.

Financial assets are categorized based upon the level of judgment associated with the inputs used to measure their fair value.

Any changes in estimated fair value are recorded in the statement of operations as “Net (decrease) increase in unrealized depreciation or appreciation on investments.”

Under the valuation policy, we value unrestricted publicly traded companies, categorized as Level 1 investments, at the average closing bid price for the last three trading days of the reporting period. There were no such Level 1 investments as of December 31, 2016.

In the valuation process, we value restricted securities, categorized as Level 3 investments, using information from these portfolio companies, which may include:

- Audited and unaudited statements of operations, balance sheets and operating budgets;
- Current and projected financial, operational and technological developments;
- Current and projected ability of the portfolio company to service its debt obligations;
- The current capital structure of the business and the seniority of the various classes of equity if a deemed liquidation event were to occur;
- Pending debt or capital restructuring of the portfolio company;
- Current information regarding any offers to purchase the investment, or recent fundraising transactions;
- Current ability of the portfolio company to raise additional financing if needed;
- Changes in the economic environment which may have a material impact on the operating results of the portfolio company;
- Internal occurrences that may have an impact (both positive and negative) on the operating performance of the portfolio company;
- Qualitative assessment of key management;
- Contractual rights, obligations or restrictions associated with the investment; and
- Other factors deemed relevant by our management to assess valuation.



The valuation may be reduced if a portfolio company's performance and potential have deteriorated significantly. If the factors that led to a reduction in valuation are overcome, the valuation may be readjusted.

### **Equity Securities**

Equity Securities may include preferred stock, common stock, warrants and limited liability company membership interests.

The significant unobservable inputs used in the fair value measurement of our equity investments are earnings before interest, taxes and depreciation and amortization (EBITDA) and revenue multiples, where applicable, the financial and operational performance of the business, and the senior equity preferences that may exist in a deemed liquidation event. Standard industry multiples may be used when available; however, our portfolio companies are typically small and in early stages of development and these industry standards may be adjusted to more closely match the specific financial and operational performance of the portfolio company. Due to the nature of certain investments, fair value measurements may be based on other criteria, which may include third party appraisals. Significant changes to the unobservable inputs, such as variances in financial performance from expectations, may result in a significantly higher or lower fair value measurement. Significant changes in any of these unobservable inputs may result in a significantly higher or lower fair value estimate.

Another key factor used in valuing equity investments is a significant recent arms-length equity transaction with a sophisticated non-strategic unrelated new investor entered into by the portfolio company. The terms of these equity transactions may not be identical to the equity transactions between the portfolio company and us, and the impact of the difference in transaction terms on the market value of the portfolio company may be difficult or impossible to quantify.

When appropriate the Black-Scholes pricing model is used to estimate the fair value of warrants for accounting purposes. This model requires the use of highly subjective inputs including expected volatility and expected life, in addition to variables for the valuation of minority equity positions in small private and early stage companies. Significant changes in any of these unobservable inputs may result in a significantly higher or lower fair value estimate.

For recent investments, we generally rely on the cost basis, which is deemed to represent fair value, unless other fair market value inputs are identified causing us to depart from this basis.

### **Loans and Debt Securities**

The significant unobservable inputs used in the fair value measurement of our loan and debt securities are the financial and operational performance of the portfolio company, similar debt with similar terms with other portfolio companies, current market rates for underlying risks associated with the particular company, as well as the market acceptance of the portfolio company's products or services and its future performance. These inputs will likely provide an indicator as to the probability of principal recovery of the investment. Our debt investments are often junior secured or unsecured debt securities. Fair value may also be determined based on other criteria where appropriate. Significant changes to the unobservable inputs may result in a change in fair value. For recent investments, we generally rely on the cost basis, which is deemed to represent the fair value, unless other fair market value inputs are identified causing us to depart from this basis.

### **Revenue Recognition**

Interest income generally is recognized on the accrual basis except where the investment is in default or otherwise presumed to be in doubt. In such cases, interest income is recognized at the time of receipt. A reserve for possible losses on interest receivable is maintained when appropriate.

Rand SBIC's interest accrual is also regulated by the SBA's "Accounting Standards and Financial Reporting Requirements for Small Business Investment Companies." Under these rules, interest income cannot be recognized if collection is doubtful, and a 100% reserve must be established. The collection of interest is presumed to be in doubt when there is substantial doubt about a portfolio company's ability to continue as a

going concern or the loan is in default more than 120 days. Management also uses other qualitative and quantitative measures to determine the value of a portfolio investment and the collectability of any accrued interest.

We hold debt securities in our investment portfolio that contain payment-in-kind (“PIK”) interest provisions. PIK interest, computed at the contractual rate specified in each debt agreement, is periodically added to the principal balance of the debt and is recorded as interest income. Thus, the actual collection of this interest may be deferred until the time of debt principal repayment.

We may receive distributions from portfolio companies that are limited liability companies or corporations. These distributions are classified as dividend income on the consolidated statement of operations. Dividend income is recognized on an accrual basis when it can be reasonably estimated.

We hold preferred equity securities that may contain cumulative dividend provisions. Cumulative dividends are recorded as dividend income when they are declared and deemed a contractual obligation. Any dividends in arrears are added to the balance of the preferred equity investment. The actual collection of these dividends in arrears may be deferred until such time as the preferred equity is redeemed.

## Financial Condition

### Overview:

	<u>12/31/16</u>	<u>12/31/15</u>	<u>Decrease</u>	<u>% Decrease</u>
Total assets . . . . .	\$42,418,530	\$44,562,060	(\$2,143,530)	(4.8%)
Total liabilities . . . . .	9,789,167	10,708,400	(919,233)	(8.6%)
Net assets . . . . .	<u>\$32,629,363</u>	<u>\$33,853,660</u>	<u>(\$1,224,297)</u>	<u>(3.6%)</u>

Net asset value was \$5.16 per share at December 31, 2016 versus \$5.35 per share at December 31, 2015.

The outstanding SBA debentures at December 31, 2016 are \$8,000,000, which will mature from 2022 through 2025.

Cash approximated 38% of net assets at December 31, 2016 compared to 17% at December 31, 2015.

## Composition of the Investment Portfolio

Our financial condition is dependent on the success of our portfolio holdings, which are investments in small companies. The following summarizes our investment portfolio at the year-ends indicated.

	<u>12/31/16</u>	<u>12/31/15</u>	<u>Increase (Decrease)</u>	<u>% Increase (Decrease)</u>
Investments, at cost . . . . .	\$31,631,030	\$27,410,742	\$ 4,220,288	15.4%
Unrealized (depreciation) appreciation, net . . . . .	(4,130,549)	9,421,658	(13,552,207)	(143.8%)
Investments, at fair value . . . . .	<u>\$27,500,481</u>	<u>\$36,832,400</u>	<u>(\$ 9,331,919)</u>	<u>(25.3%)</u>
Number of Portfolio Companies . . . . .	<u>33</u>	<u>31</u>		

Our total investments at fair value, as estimated by management and approved by the Board of Directors, approximated 84% of net assets at December 31, 2016 and 109% of net assets at December 31, 2015.

The change in investments, at cost, during the year ended December 31, 2016, is comprised of the following:

	<u>Cost Increase (Decrease)</u>
<b>New investments:</b>	
Genicon, Inc. (Genicon) . . . . .	\$ 1,700,000
eHealth Global Technologies, Inc. (eHealth) . . . . .	1,500,000
Empire Genomics, LLC (Empire Genomics) . . . . .	550,000
Intrinsiq Materials, Inc. (Intrinsiq) . . . . .	421,546
Tilson Technology Management, Inc. (Tilson) . . . . .	400,000
PostProcess Technologies LLC (Post Process) . . . . .	300,000
SciAps, Inc. (Sciaps) . . . . .	300,000
ClearView Social, Inc. (Clearview Social) . . . . .	200,000
ACV Auctions, Inc. (ACV Auctions) . . . . .	163,000
BeetNPath, LLC (Beetnpath) . . . . .	150,000
OnCore Golf Technology, Inc. (Oncore) . . . . .	150,000
Knoa Software, Inc. (Knoa) . . . . .	48,466
Total of new investments . . . . .	<u>5,883,012</u>
<b>Other changes to investments:</b>	
Intrinsiq interest conversion . . . . .	9,125
GoNoodle, Inc. (GoNoodle) interest conversion . . . . .	10,127
Mercantile Adjustment Bureau, LLC (Mercantile) OID amortization . . . . .	9,996
Total of other changes to investments . . . . .	<u>29,248</u>
<b>Investments repaid, sold or liquidated:</b>	
Satisfy, Inc. (Satisfy) realized loss . . . . .	(650,000)
Gemcor II, LLC (Gemcor) repayment . . . . .	(1,041,972)
Total investments repaid, sold or liquidated . . . . .	<u>(1,691,972)</u>
<b>Net change in investments, at cost</b> . . . . .	<b><u><u>\$ 4,220,288</u></u></b>

Our top five portfolio companies represented 28% of total assets at December 31, 2016:

<u>Company</u>	<u>Industry</u>	<u>Fair Value at December 31, 2016</u>	<u>% of Total Assets at December 31, 2016</u>
Rheonix, Inc. . . . .	Health Care — Testing Device	\$2,938,731	7%
Genicon, Inc. . . . .	Health Care — Testing Device	\$2,700,000	6%
Outmatch Holdings, LLC . . . . .	Software	\$2,145,496	5%
Social Flow, Inc. . . . .	Software	\$2,071,300	5%
SciAps, Inc. (Sciaps) . . . . .	Manufacturing	\$2,054,710	5%

Our top five portfolio companies represented 50% of total assets at December 31, 2015:

<u>Company</u>	<u>Industry</u>	<u>Fair Value at December 31, 2015</u>	<u>% of Total Assets at December 31, 2015</u>
Gemcor .....	Manufacturing — Aerospace Machinery	\$13,816,972	31%
Rheonix, Inc. ....	Health Care — Testing Devices	\$ 2,938,731	7%
Outmatch Holdings, LLC .....	Software	\$ 2,145,496	5%
Social Flow, Inc. ....	Software	\$ 2,071,300	4%
Microcision, LLC .....	Manufacturing — Medical Products	\$ 1,891,964	4%

Below is the geographic breakdown of our investments at fair value as of December 31, 2016 and 2015:

<u>Geographic Region</u>	<u>% of Net Asset Value at December 31, 2016</u>	<u>% of Net Asset Value at December 31, 2015</u>
USA – East .....	78%	107%
USA – South .....	6%	2%
Total investments as a % of net asset value .....	84%	109%

As of December 31, 2016 and 2015, the investment portfolio consisted of the following investments:

	<u>Cost</u>	<u>Percentage of Total Portfolio</u>	<u>Fair Value</u>	<u>Percentage of Total Portfolio</u>
<b>December 31, 2016:</b>				
Subordinated Debt and Promissory Notes .....	\$ 8,779,787	28%	\$ 7,901,755	29%
Convertible Debt .....	1,998,466	6	1,998,466	7
Equity and Membership Interests ....	20,698,127	65	17,565,235	64
Equity Warrants .....	154,650	1	35,025	0
Total .....	\$31,631,030	100%	\$27,500,481	100%
<b>December 31, 2015:</b>				
Subordinated Debt and Promissory Notes .....	\$ 5,526,636	20%	\$ 4,648,604	13%
Convertible Debt .....	845,000	3	845,000	2
Equity and Membership Interests ....	20,290,424	74	30,709,739	83
Equity Warrants .....	748,682	3	629,057	2
Total .....	\$27,410,742	100%	\$36,832,400	100%

## Results of Operations

### Investment Income

Our investment objective is to achieve long-term capital appreciation on our equity investments while investing in a mixture of loan, debenture and equity instruments, which may provide a current return on a portion of the investment portfolio. The equity features contained in our investment portfolio are structured to realize capital appreciation over the long-term.

**Comparison of the years ended December 31, 2016 and 2015**

Investment income decreased 64%, or \$1,792,479, from \$2,824,337 for the year ended December 31, 2015 to \$1,031,858 for the year ended December 31, 2016. The net decrease was primarily attributable to a decrease in dividend income caused by the sale of a large dividend producing investment, Gemcor, II, LLC (Gemcor) during 2016.

	<u>December 31, 2016</u>	<u>December 31, 2015</u>	<u>Increase (Decrease)</u>	<u>% Increase (Decrease)</u>
Interest from portfolio companies . . . . .	\$ 767,153	\$ 691,109	\$ 76,044	11%
Interest from other investments . . . . .	45,139	22,048	23,091	105%
Dividend and other investment income . . .	192,932	2,081,847	(1,888,915)	(91%)
Fee income . . . . .	26,634	29,333	(2,699)	(9%)
Total investment income . . . . .	<u>\$1,031,858</u>	<u>\$2,824,337</u>	<u>(\$ 1,792,479)</u>	<u>(64%)</u>

Interest from portfolio companies — Our portfolio interest income increased during 2016 due to the addition of several large debt instruments in late 2015 and throughout 2016. The new debt instruments were originated from Genicon Inc. (Genicon), eHealth Global Technologies, Inc. (eHealth), Empire Genomics, LLC (Empire Genomics), SciAps, Inc. (Sciaps) and several other portfolio companies.

The following investments remain on non-accrual status: G-TEC Natural Gas Systems (G-Tec), First Wave Products Group, LLC (First Wave) and a portion of the Mercantile Adjustment Bureau, LLC (Mercantile) outstanding loan balance.

Interest from other investments — The increase in interest from other investments was primarily due to higher average cash balances during the year ended December 31, 2016 versus the year ended December 31, 2015.

Dividend and other investment income — Dividend income is comprised of distributions from limited liability companies (LLCs) and corporations in which we have invested. Our investment agreements with certain LLCs require those LLCs to distribute funds to us for payment of income taxes on our allocable share of the LLC’s profits. These portfolio companies may also elect to make additional discretionary distributions. Dividend income will fluctuate based upon the profitability of these LLCs and corporations and the timing of the distributions or the impact of new investments or divestitures. Dividend and other investment income decreased in 2016 due to the asset sale of Gemcor II, LLC in March 2016. The dividend distributions for the respective years were:

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Carolina Skiff LLC (Carolina Skiff) . . . . .	\$131,785	\$ 116,052
New Monarch Machine Tool, LLC (Monarch) . . . . .	27,409	27,409
Tilson Technology Management, Inc. (Tilson) . . . . .	16,250	14,417
SOMS Technologies, LLC (SOMS) . . . . .	13,464	4,355
Empire Genomics, LLC (Empire Genomics) . . . . .	4,024	—
Gemcor, II, LLC (Gemcor) . . . . .	—	1,735,934
Teleservices Solutions Holdings, LLC (Teleservices) . . . . .	—	183,680
Total dividend and other investment income . . . . .	<u>\$192,932</u>	<u>\$2,081,847</u>

Fee income — Fee income consists of the revenue associated with the amortization of financing fees charged to the portfolio companies upon successful closing of Rand SBIC financings and income from portfolio company board attendance fees. The financing fees are amortized ratably over the life of the instrument associated with the fees. The unamortized fees are carried on the balance sheet under the line item “Deferred revenue.”

The income associated with the amortization of financing fees was \$22,634 and \$18,333 for the years ended December 31, 2016 and 2015, respectively. The financing fee income based on the existing portfolio is expected to be approximately \$20,000 in 2017, \$15,000 in 2018, \$11,000 in 2019 and \$300 in 2020.

Fees paid for board service at the portfolio companies were \$4,000 and \$11,000 for the years ended December 31, 2016 and 2015, respectively.

***Comparison of the years ended December 31, 2015 and 2014***

Investment income increased 9%, or \$239,862, from \$2,584,475 for the year ended December 31, 2014 to \$2,824,337 for the year ended December 31, 2015. The net increase was primarily attributable to an increase in dividend income.

	<u>December 31, 2015</u>	<u>December 31, 2014</u>	<u>(Decrease) Increase</u>	<u>% (Decrease) Increase</u>
Interest from portfolio companies . . . . .	\$ 691,109	\$ 789,548	(\$ 98,439)	(13%)
Interest from other investments . . . . .	22,048	14,288	7,760	54%
Dividend and other investment income . . . .	2,081,847	1,750,439	331,408	19%
Fee income . . . . .	29,333	30,200	(867)	(3%)
Total investment income . . . . .	<u>\$2,824,337</u>	<u>\$2,584,475</u>	<u>\$ 239,862</u>	9%

Interest from portfolio companies — Our portfolio interest income decreased during 2015 due to the decrease in principal balances on loan and debt investments in Gemcor, II, LLC (Gemcor) and Carolina Skiff, LLC (Carolina Skiff).

After reviewing their performance and the circumstances surrounding our investments, we ceased accruing interest income on First Wave Products Group, LLC (First Wave), Intrinsic Materials, Inc. (Intrinsic), and a portion of the Mercantile Adjustment Bureau, LLC (Mercantile) outstanding loan balance during 2015.

Interest from other investments — The increase in interest from other investments was primarily due to higher average cash balances during the year ended December 31, 2015 versus the year ended December 31, 2014.

Dividend and other investment income — Dividend income is comprised of distributions from LLCs and corporations in which we have invested. Our investment agreements with certain LLCs require those LLCs to distribute funds to us for payment of income taxes on our allocable share of the LLC’s profits. These portfolio companies may also elect to make additional discretionary distributions. Dividend income will fluctuate based upon the profitability of these LLCs and corporations and the timing of the distributions. The dividend distributions for the respective years were:

	<u>December 31, 2015</u>	<u>December 31, 2014</u>
Gemcor, II, LLC (Gemcor) . . . . .	\$1,735,934	\$1,508,822
Teleservices Solutions Holdings, LLC (Teleservices) . . . . .	183,680	98,952
Carolina Skiff LLC (Carolina Skiff) . . . . .	116,052	54,089
New Monarch Machine Tool, LLC (Monarch) . . . . .	27,409	45,682
Tilson Technology Management, Inc. (Tilson) . . . . .	14,417	—
SOMS Technologies, LLC (SOMS) . . . . .	4,355	—
Advantage 24/7 LLC (Advantage) . . . . .	—	37,695
NDT Acquisition LLC (NDT) . . . . .	—	2,668
Somerset Gas Transmission Company, LLC (Somerset) . . . . .	—	2,531
Total dividend and other investment income . . . . .	<u>\$2,081,847</u>	<u>\$1,750,439</u>

Fee income — Fee income consists of the revenue associated with the amortization of financing fees charged to the portfolio companies upon successful closing of Rand SBIC financings and income from portfolio company board attendance fees. The financing fees are amortized ratably over the life of the instrument associated with the fees. The unamortized fees are carried on the balance sheet under the line item “Deferred revenue.”

The amortization of financing fees was \$18,333 and \$16,200 for the years ended December 31, 2015 and 2014, respectively. The financing fee income based on the existing portfolio is expected to be approximately \$10,000 in 2016, \$8,000 in 2017 and \$4,000 in each of 2018 and 2019.

Fees paid for board service at the portfolio companies were \$11,000 and \$14,000 for the years ended December 31, 2015 and 2014, respectively.

## Expenses

### *Comparison of the years ended December 31, 2016 and 2015*

	<u>December 31, 2016</u>	<u>December 31, 2015</u>	<u>Increase</u>	<u>% Increase</u>
Total expenses . . . . .	\$3,401,037	\$1,817,279	\$1,583,758	87%

Operating expenses predominately consist of compensation expense, including profit sharing, and related benefits, interest expense on outstanding SBA borrowings, and general and administrative expenses including shareholder and office expenses and professional fees.

The increase in operating expenses during 2016 was comprised primarily of a \$1,262,552 increase in bonus and profit sharing expense and a \$137,629, increase in professional fees.

Our largest portfolio company, in terms of fair value, Gemcor II, LLC (Gemcor) sold its assets during March 2016 and, based on our ownership percentage, we received gross cash proceeds of approximately \$14.1 million. The realized gain from the sale, before income taxes, was \$14,620,063 and included \$1,100,000 that continued to be held in escrow at December 31, 2016. The escrow holdback is recorded in “Other Assets” on the accompanying consolidated statement of financial position. The escrow is scheduled to be released during 2017, subject to potential claims. Related to this asset sale, we accrued \$1,270,052 under our Profit Sharing Plan for the year ended December 31, 2016, that is payable to our executive officers. Recording of the profit sharing expense is primarily based on net realized gains, which may be in years subsequent to when the unrealized appreciation is recognized on the underlying investments in the financial statements. This may cause a recognition of profit sharing expense in a period later than when the appreciation is recognized, as was the case in 2016. There were no amounts earned pursuant to the Profit Sharing Plan for the year ended December 31, 2015.

Professional fees were also higher during the year ended December 31, 2016 versus 2015 because we incurred additional expenses in connection with developing and implementing our long-term growth strategy. These expenses included external legal, tax consulting and other advisory expenses to support refinement of our strategy, which involved assessing options relative to the complex regulatory environment in which we operate.

### *Comparison of the years ended December 31, 2015 and 2014*

	<u>December 31, 2015</u>	<u>December 31, 2014</u>	<u>Decrease</u>	<u>% Decrease</u>
Total expenses . . . . .	\$1,817,279	\$2,499,297	(\$682,018)	(27%)

Operating expenses predominately consist of compensation expense and related benefits, interest expense on outstanding SBA borrowings, and general and administrative expenses including shareholder and office expenses and professional fees.

The 27%, or \$682,018, decrease in operating expenses for the year ended December 31, 2015 as compared to the same period in 2014 is due, in part, to the fact that bonus and profit sharing expense decreased



approximately \$814,000. During the year ended December 31, 2015 we accrued \$122,500 in bonus expense. There was no profit sharing expense during the year ended December 31, 2015. During the year ended December 31, 2014, we accrued \$899,500 in profit sharing obligations and \$91,490 in bonus expense. This decrease was partially offset by an increase in interest and shareholder expense. Interest expense on our SBA borrowings increased due to higher outstanding debt balances during 2015 versus 2014. Shareholder expense increased because we have increased our strategic analysis and communication to shareholders and potential investors.

### Net Realized Gains and Losses on Investments

	<u>December 31, 2016</u>	<u>December 31, 2015</u>	<u>December 31, 2014</u>
Net realized gain (loss) on sales and dispositions, before income tax expense (benefit) . . . . .	\$14,138,203	(\$42,469)	\$7,237,937

During the first quarter of 2016, our portfolio company Gemcor II, LLC sold its assets, and accordingly, we received gross cash proceeds of approximately \$14.1 million, excluding amounts that continue to be held in escrow, and recognized a realized gain, before income taxes, of \$14,620,063. The escrow holdback at December 31, 2016 is \$1,100,000 and is recorded in “Other Assets” on the accompanying consolidated statement of financial position. The escrow is scheduled to be released during 2017, subject to potential claims.

In addition, we recorded a realized gain of \$168,140 during the year ended December 31, 2016 from the earn out provision in connection with the 2014 sale of QuaDPharma, LLC to Athenex Inc.

We realized a loss of \$650,000 on our investment in Satisfy, Inc. (Satisfy) during the year ended December 31, 2016 when the company ceased operations.

During the year ended December 31, 2015, we recognized a net realized gain, before income taxes, of \$262,925 on the sale of 301,582 shares of Synacor, Inc. (Synacor). Synacor trades on the NASDAQ Global Market under the symbol “SYNC”. As of December 31, 2015, we did not own any shares of Synacor.

We recognized a realized loss of \$5,394 on an adjustment to the BinOptics Corporation (Binoptics) escrow receivable. At December 31, 2015 the Binoptics escrow receivable was \$1,504,854 and was received during 2016. The escrow holdback was recorded in “Other Assets” on the accompanying consolidated statement of financial position.

We realized a loss of \$300,000 on our investment in CrowdBouncer, Inc. during the year ended December 31, 2015 when the company ceased operations.

For the year ended December 31, 2014, we recognized a realized gain on Binoptics of \$8,333,344 which included \$1,510,248 that was held in escrow at December 31, 2014.

QuaDPharma, LLC (Quadpharma) was purchased by Athenex, Inc. (Athenex) (formerly Kinex Pharmaceuticals, Inc.) during 2014 and we received \$923,634 in net proceeds for our debt and equity securities. The realized gain from the sale of \$160,634 included \$14,737 that was held in escrow and received during 2014. As part of the sale, we also received 11,574 common shares of Athenex that had a fair value at the time of receipt of \$254,628.

During the year ended December 31, 2014, we recognized a net realized loss of \$9,792 on the sale of 127,061 shares of Synacor. Synacor trades on the NASDAQ Global Market under the symbol “SYNC”. At December 31, 2014, we owned 301,582 shares of Synacor.

In addition, during the year ended December 31, 2014, we recognized a realized loss of \$778,253 on Emerging Med. The company was sold during January 2014 and we did not receive any proceeds from the sale. This investment had been valued at \$0 at December 31, 2013. We also recognized a realized loss of \$472,664 on an adjustment to the Liazon Corporation escrow receivable and a gain of \$4,668 on an adjustment to the Ultra-Scan escrow receivable.



## Net (Decrease) Increase in Unrealized Depreciation or Appreciation of Investments

The change in unrealized depreciation before income taxes for the year ended December 31, 2016 was comprised of the following:

	<u>December 31,</u> <u>2016</u>
Reclassify Gemcor II, LLC (Gemcor) to a realized gain .....	(\$12,775,000)
Teleservices Solutions Holdings, LLC (Teleservices) .....	(990,680)
Knoa Software, Inc. (Knoa) .....	(422,800)
OnCore Golf Technology, Inc. (Oncore) .....	(187,500)
Athenex, Inc. (Athenex) .....	69,444
Intrinsiq Materials, Inc. (Intrinsiq) .....	254,329
Carolina Skiff LLC (Carolina Skiff) .....	500,000
<b>Total change in net unrealized depreciation of investments before income taxes during the year ended December 31, 2016 .....</b>	<u><u>(\$13,552,207)</u></u>

During the first quarter of 2016, our portfolio company, Gemcor II, LLC sold its assets and we received gross cash proceeds of approximately \$14.1 million. The realized gain from the sale, before income taxes, was \$14,620,063 and included \$1,100,000 that is held in escrow and recorded on the accompanying consolidated statement of financial position in “Other Assets.”

Our investment in Teleservices was revalued after we reviewed their operations and their current and past financial performance. This review indicated that a further deterioration of their business had occurred. If the factors that led to this reduction in valuation are overcome, the value may be restored. The portfolio company remains in operation and is developing new business strategies.

The valuation of our investment in Knoa was decreased during 2016 to value our equity at liquidation value.

The valuation of our investment in Oncore was decreased after we reviewed the portfolio company and its financial condition and determined that a valuation adjustment was necessary.

In accordance with our valuation policy, we increased the value of our investment in Athenex based on a significant equity financing by a new non-strategic outside entity. This new financing used a higher valuation for Athenex than had been used for its prior financing rounds.

Intrinsiq’s value was increased based on the completion of an equity refinancing in the third quarter of 2016.

Carolina Skiff’s value was increased based on a financial analysis of the portfolio company indicating continued improved performance.

The change in unrealized appreciation before income taxes for the year ended December 31, 2015 was comprised of the following:

	<b>December 31, 2015</b>
Gemcor II, LLC (Gemcor) .....	\$4,100,000
SocialFlow, Inc. (SocialFlow) .....	321,300
CrowdBouncer, Inc.(Crowdbouncer) reclass to a realized loss .....	300,000
Athenex, Inc. (Athenex) <i>(formerly Kinex Pharmaceuticals, Inc.)</i> .....	92,592
OnCore Golf Technology, Inc. (Oncore) .....	(187,500)
GiveGab, Inc. (Givegab) .....	(191,907)
Synacor, Inc. (Synacor) reclass to a realized gain .....	(220,320)
Mercantile Adjustment Bureau, LLC (Mercantile) .....	(247,625)
KnowledgeVision Systems, Inc. (Knowledge Vision) .....	(250,000)
Teleservices Solutions Holdings, LLC (Teleservices) .....	(250,000)
Somerset Gas Transmission Company, LLC (Somerset) .....	(286,748)
SciAps, Inc. (Sciaps) .....	(500,000)
Intrinsiq Materials, Inc. (Intrinsiq) .....	(600,002)
First Wave Products Group, LLC (First Wave) .....	(750,031)
<b>Total change in net unrealized appreciation of investments before income taxes during the year ended December 31, 2015</b> .....	<b>\$1,329,759</b>

In December 2015 we entered into an asset purchase agreement under which we agreed to sell Gemcor. The required percentage of Gemcor shareholders ratified and approved the sale in January 2016. The transaction closed in the first quarter of 2016. Based on our ownership of Gemcor, we received gross cash proceeds of approximately \$14 million at closing, before considering the \$1.1 million held in escrow. Additionally, we incurred the related profit sharing expense in the first quarter of 2016. We valued our investment in Gemcor at December 31, 2015 based on an EBITDA multiple which approximated our sales proceeds.

In accordance with our valuation policy, we increased the value of our holdings in Athenex and Social Flow based on significant equity financings for each during 2015 with sophisticated new non-strategic outside investors at a higher valuation for each than their prior financing round valuation.

The Crowdbouncer investment was written off after the company ceased doing business during 2015.

We sold our remaining shares of Synacor during the year ended December 31, 2015.

The Oncore, Givegab, Mercantile and Knowledge Vision investment values were decreased after we reviewed each of the portfolio companies' commercial progress against their business plans and their past financial performance. These reviews indicated that deterioration of their respective businesses had occurred. If the factors which led to these reductions in valuations are overcome, the valuations may be restored.

The Somerset investment value was decreased during 2015 after a review of the company's financial performance and the overall weakness in the oil and gas sector.

The First Wave, Intrinsiq, and Teleservices investment values were decreased during 2015 after we reviewed each of the portfolio companies' progress toward commercialization and broad based acceptance of their respective business technologies and services in their respective markets. We also considered in our review the past financial performance of the companies, their forecasted cash needs, and their fundraising plans for 2016 in determining that reductions in values were appropriate. The three portfolio companies remain in operation, and are developing new business strategies to achieve success in 2016. If the factors which led to the reductions in valuations are overcome, the valuations may be restored.

The valuation of Sciaps was decreased during the year ended December 31, 2015 to revalue our equity holdings based upon liquidation preferences of our securities and on the most recent equity round of financing.

The change in unrealized appreciation for the year ended December 31, 2014 was comprised of the following:

	<b>December 31, 2014</b>
EmergingMed.com, Inc. (Emerging Med) reclass to a realized loss .....	\$ 778,253
Athenex, Inc. (Athenex) (formerly Kinex Pharmaceuticals, Inc.) .....	111,343
NDT Acquisitions, LLC (NDT) .....	5,336
Synacor, Inc. (Synacor) .....	(208,503)
CrowdBouncer, Inc. (Crowdbouncer) .....	(300,000)
Knoa Software, Inc. (Knoa) .....	(356,900)
Mezmeriz, Inc. (Mezmeriz) .....	(391,373)
<b>Total change in net unrealized appreciation before income taxes during the year ended December 31, 2014</b> .....	<b>(\$ 361,844)</b>

The Emerging Med investment was written off during the year ended December 31, 2014, after the company was sold and we did not receive proceeds.

The Athenex shares were received as part of the sale of our investment in Quadpharma. The proceeds from this sale included cash and Athenex stock. The value of the stock was based on a 2014 equity financing by Athenex.

The NDT investment value was adjusted for royalties received.

Synacor, as a publicly traded stock, is marked to market at the end of each quarter. We valued our 301,582 shares of Synacor at a three-day average bid price of \$2.01 as of December 31, 2014.

The Crowdbouncer and Mezmeriz investment values were decreased during 2014 after we reviewed the portfolio companies and their financials and determined that both of the businesses had deteriorated since the time of our original funding. Both portfolio companies remained in operation at December 31, 2014 and were developing new business strategies.

The valuation of Knoa was decreased during the year ended December 31, 2014 to value our equity holdings at the most recent insider round of financing.

All of these value adjustments resulted from a review by management using the guidance set forth by ASC 820 and our established valuation policy.

### **Net (Decrease) Increase in Net Assets from Operations**

We account for our operations under GAAP for investment companies. The principal measure of our financial performance is “net (decrease) increase in net assets from operations” on our consolidated statements of operations. During the year ended December 31, 2016, the net decrease in net assets from operations was (\$1,202,683) as compared with net increases of \$1,500,219 in 2015 and \$4,541,481 in 2014.

### **Liquidity and Capital Resources**

Our principal objective is to achieve capital appreciation. Therefore, a significant portion of the investment portfolio is structured to maximize the potential for capital appreciation and may provide little or no current yield in the form of dividends or interest payments.

As of December 31, 2016, our total liquidity was \$12,280,140 in cash.

Net cash provided by operating activities has averaged approximately \$611,000 over the last three years. The cash flow may fluctuate based on dividend income, realized gains and the associated income taxes paid. We will generally use cash to fund our operating expenses and also to invest in companies as we build our portfolio utilizing our available cash and proceeds from liquidations of portfolio investments. We anticipate that we will continue to exit investments. However, the timing of liquidation events within the portfolio is difficult to project with any certainty. As of December 31, 2016, we did not have any outstanding commitments to borrow funds from the SBA. Starting in 2022 (See Footnote 5 in the Notes to the Consolidated Financial Statements) our SBA debt begins to reach maturity and this will require us to identify sources of future funding if liquidation of investments is not sufficient to fund operations and repay the SBA debt obligation.

We received authorization from the SBA in January 2017 to file a formal application to start a new SBIC. We expect to fund the new SBIC with \$7.5 million of cash and, if our application is approved by the SBA, to receive a debt commitment for the SBA equal to two times our capital, or \$15 million, for a total fund of \$22.5 million.

The following table summarizes the SBA leverage at December 31, 2016 and December 31, 2015:

	<u>12/31/16</u>	<u>12/31/15</u>
Outstanding SBA leverage .....	\$8,000,000	\$8,000,000
Outstanding SBA commitment .....	—	—

The following table summarizes the cash estimated to be received over the next five years from existing portfolio companies based on contractual obligations as of December 31, 2016. This table does not include any escrow receivable amounts. These payments represent scheduled principal and interest payments that are due under the terms of the investment securities we own in each portfolio company and are subject to change based on factors such as conversions and restructurings.

	<u>Cash Receipts due by year</u>				
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021 and beyond</u>
Scheduled cash receipts from portfolio companies .....	\$4,020,000	\$3,380,000	\$2,780,000	\$310,000	\$3,180,000

The preceding table only includes debt instruments and does not include any equity investments which may provide additional proceeds upon exit of the investment.

We believe that the cash on hand at December 31, 2016 and the scheduled interest payments on our portfolio investments will be sufficient to meet our cash needs throughout 2017. We continue to seek potential exits from portfolio companies to increase the amount of liquidity available for new investments, operating activities and future SBA debenture obligations.

### Contractual Obligations

The following table shows our specified contractual obligations at December 31, 2016. We do not have any capital lease obligations or other long-term liabilities reflected on our statement of financial position.

	<u>Payments due by period</u>				
	<u>Total</u>	<u>Less than 1 year</u>	<u>1-3 years</u>	<u>3-5 years</u>	<u>More than 5 yrs</u>
SBA debentures .....	\$ 8,000,000	\$ 0	\$ 0	\$3,000,000	\$5,000,000
SBA interest expense .....	\$ 1,953,000	\$283,000	\$849,000	\$ 566,000	\$ 255,000
Operating lease obligations (Rent of office space) .....	\$ 77,160	\$ 18,840	\$ 58,320	\$ 0	\$ 0
<b>Total</b> .....	<u>\$10,030,160</u>	<u>\$301,840</u>	<u>\$907,320</u>	<u>\$3,566,000</u>	<u>\$5,255,000</u>

**Item 7A. *Quantitative and Qualitative Disclosures about Market Risk***

Our investment activities contain elements of risk. The portion of our investment portfolio consisting of equity and debt securities in private companies is subject to valuation risk. Because there is typically no public market for the equity and debt securities in which we invest, the valuations of the equity interests in the portfolio are stated at “fair value” as determined in good faith by us and approved by our Board of Directors. This is in accordance with our investment valuation policy. (The discussion of valuation policy contained in “Note 1-Summary of Significant Accounting Policies—Investments” in the consolidated financial statements contained in Item 8 of this report is incorporated herein by reference.) In the absence of readily ascertainable market values, the estimated value of the portfolio may differ significantly from the values that would be placed on the portfolio if a ready market for the investments existed. Any changes in valuation are recorded on the consolidated statement of operations as “Net increase (decrease) in unrealized appreciation or depreciation on investments.”

At times, a portion of our portfolio may include marketable securities traded in the over-the-counter market. In addition, there may be a portion of the portfolio for which no regular trading market exists. In order to realize the full value of a security, the market must trade in an orderly fashion or a willing purchaser must be available when a sale is to be made. Should an economic or other event occur that would not allow markets to trade in an orderly fashion, we may not be able to realize the fair value of our marketable investments or other investments in a timely manner.

As of December 31, 2016, we did not have any off-balance sheet arrangements or hedging or similar derivative financial instrument investments.

**Item 8. *Financial Statements and Supplementary Data***

The following consolidated financial statements and consolidated supplemental schedule of the Corporation and report of Independent Registered Public Accounting Firm thereon are set forth below:

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Statements of Changes in Net Assets for the three years in the period ended December 31, 2016 .....	31
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**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**December 31,**

	2016	2015
<b>ASSETS</b>		
Investments at fair value:		
Control investments (cost of \$99,500 and \$1,141,472, respectively) . . . . .	\$ 99,500	\$13,916,472
Affiliate investments (cost of \$17,589,623 and \$17,663,217, respectively) . . .	13,605,974	14,662,219
Non-affiliate investments (cost of \$13,941,907 and \$8,606,053, respectively) . . . . .	13,795,007	8,253,709
Total investments, at fair value (cost of \$31,631,030 and \$27,410,742, respectively) . . . . .	27,500,481	36,832,400
Cash . . . . .	12,280,140	5,844,795
Interest receivable (net of allowance: 2016: \$161,000, 2015: \$122,000) . . . . .	324,237	215,224
Deferred tax asset . . . . .	1,165,164	—
Prepaid income taxes . . . . .	—	65,228
Other assets . . . . .	1,148,508	1,604,413
<b>Total assets</b> . . . . .	<b>\$42,418,530</b>	<b>\$44,562,060</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (NET ASSETS)</b>		
<b>Liabilities:</b>		
Debtures guaranteed by the SBA (net of debt issuance costs) . . . . .	\$ 7,827,773	\$ 7,800,373
Profit sharing and bonus payable . . . . .	1,270,052	282,000
Income tax payable . . . . .	320,008	—
Deferred tax liability . . . . .	—	2,361,186
Accounts payable and accrued expenses . . . . .	324,537	238,911
Deferred revenue . . . . .	46,797	25,930
Total liabilities . . . . .	9,789,167	10,708,400
Commitments and contingencies (See Note 9)		
<b>Stockholders' equity (net assets):</b>		
Common stock, \$.10 par; shares authorized 10,000,000; shares issued 6,863,034; shares outstanding of 6,321,988 at 12/31/16 and 6,328,538 as of 12/31/15 . . . . .	686,304	686,304
Capital in excess of par value . . . . .	10,581,789	10,581,789
Accumulated net investment (loss) . . . . .	(1,577,848)	(24,580)
Undistributed net realized gain on investments . . . . .	27,127,054	18,262,401
Net unrealized (depreciation) appreciation on investments . . . . .	(2,718,831)	5,795,237
Treasury stock, at cost: 541,046 shares at 12/31/16 and 534,496 shares as of 12/31/15 . . . . .	(1,469,105)	(1,447,491)
Total stockholders' equity (net assets) (per share 2016: \$5.16, 2015: \$5.35) . . . . .	32,629,363	33,853,660
<b>Total liabilities and stockholders' equity</b> . . . . .	<b>\$42,418,530</b>	<b>\$44,562,060</b>

See accompanying notes

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**For The Years Ended December 31, 2016, 2015 and 2014**

	2016	2015	2014
<b>Investment income:</b>			
Interest from portfolio companies:			
Control investments	\$ 11,828	\$ 77,077	\$ 112,218
Affiliate investments	403,850	388,135	481,649
Non-Control/Non-Affiliate investments	351,475	225,897	195,681
Total interest from portfolio companies	767,153	691,109	789,548
Interest from other investments:			
Non-Control/Non-Affiliate investments	45,139	22,048	14,288
Total interest from other investments	45,139	22,048	14,288
Dividend and other investment income:			
Control investments	—	1,735,934	1,549,185
Affiliate investments	188,908	345,913	198,723
Non-Control/Non-Affiliate investments	4,024	—	2,531
Total dividend and other investment income	192,932	2,081,847	1,750,439
Fee income:			
Control investments	2,000	8,000	12,000
Affiliate investments	5,862	4,666	8,866
Non-Control/Non-Affiliate investments	18,772	16,667	9,334
Total fee income	26,634	29,333	30,200
<b>Total investment income</b>	<b>1,031,858</b>	<b>2,824,337</b>	<b>2,584,475</b>
<b>Operating expenses:</b>			
Salaries	621,749	598,220	590,675
Bonus and profit sharing	1,385,052	122,500	936,344
Employee benefits	174,796	117,937	169,808
Directors' fees	184,750	129,000	112,500
Professional fees	339,823	202,194	164,740
Shareholders and office operating	227,631	222,431	133,505
Insurance	32,134	32,086	35,709
Corporate development	64,412	62,553	64,490
Other operating	21,414	23,330	19,116
	3,051,761	1,510,251	2,226,887
Interest on SBA obligations	310,276	307,028	266,099
Bad debt expense	39,000	—	6,311
Total expenses	3,401,037	1,817,279	2,499,297
<b>Investment (loss) gain before income taxes</b>	<b>(2,369,179)</b>	<b>1,007,058</b>	<b>85,178</b>
Income tax (benefit) expense	(815,911)	164,156	63,343
<b>Net investment (loss) gain</b>	<b>(1,553,268)</b>	<b>842,902</b>	<b>21,835</b>
<b>Net realized gain (loss) on sales and dispositions of investments:</b>			
Control investments	14,620,063	—	—
Affiliate investments	(650,000)	(300,000)	(617,619)
Non-Control/Non-Affiliate investments	168,140	257,531	7,855,556
Net realized gain (loss) on sales and dispositions, before income tax expense (benefit)	14,138,203	(42,469)	7,237,937
Income tax expense (benefit)	5,273,550	(14,496)	2,470,453
Net realized gain (loss) on sales and dispositions of investments	8,864,653	(27,973)	4,767,484
<b>Net (decrease) increase in unrealized depreciation or appreciation on investments:</b>			
Control investments	(12,775,000)	4,100,000	5,336
Affiliate investments	(846,651)	(2,429,440)	(270,020)
Non-Control/Non-Affiliate investments	69,444	(340,801)	(97,160)
Change in unrealized depreciation or appreciation before income tax (benefit) expense	(13,552,207)	1,329,759	(361,844)
Deferred income tax (benefit) expense	(5,038,139)	644,469	(114,006)
Net (decrease) increase in unrealized depreciation or appreciation on investments	(8,514,068)	685,290	(247,838)
<b>Net realized and unrealized gain on investments</b>	<b>350,585</b>	<b>657,317</b>	<b>4,519,646</b>
<b>Net (decrease) increase in net assets from operations</b>	<b>(\$ 1,202,683)</b>	<b>\$ 1,500,219</b>	<b>\$4,541,481</b>
<b>Weighted average shares outstanding</b>	<b>6,325,792</b>	<b>6,328,538</b>	<b>6,391,175</b>
<b>Basic and diluted net (decrease) increase in net assets from operations per share</b>	<b>\$ (0.19)</b>	<b>\$ 0.24</b>	<b>\$ 0.71</b>

See accompanying notes



**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS**  
**For The Years Ended December 31, 2016, 2015 and 2014**

	<u>2016</u>	<u>2015</u>	<u>2014</u>
<b>Net assets at beginning of period</b> .....	<b>\$ 33,853,660</b>	\$ 32,353,441	\$ 28,069,332
Net investment (loss) gain .....	<b>(1,553,268)</b>	842,902	21,835
Net realized gain (loss) on sales and dispositions of investments .....	<b>8,864,653</b>	(27,973)	4,767,484
Net (decrease) increase in unrealized depreciation or appreciation on investments .....	<b>(8,514,068)</b>	685,290	(247,838)
Net (decrease) increase in net assets from operations .....	<b>(1,202,683)</b>	1,500,219	4,541,481
Purchase of treasury stock .....	<b>(21,614)</b>	—	(257,372)
Total (decrease) increase in net assets .....	<b>(1,224,297)</b>	1,500,219	4,284,109
<b>Net assets at end of period</b> .....	<b>\$ 32,629,363</b>	\$ 33,853,660	\$ 32,353,441
<b>Accumulated net investment (loss)</b> .....	<b>(\$ 1,577,848)</b>	(\$ 24,580)	(\$ 867,482)

See accompanying notes.

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For The Years Ended December 31, 2016, 2015 and 2014**

	2016	2015	2014
<b>Cash flows from operating activities:</b>			
Net (decrease) increase in net assets from operations . . . . .	(\$ 1,202,683)	\$ 1,500,219	\$ 4,541,481
Adjustments to reconcile net (decrease) increase in net assets to net cash provided by (used in) operating activities:			
Investments originated . . . . .	(5,883,012)	(6,969,008)	(6,091,152)
Proceeds from sale of portfolio investments . . . . .	15,413,203	648,605	9,234,323
Proceeds from loan repayments . . . . .	416,972	1,315,829	968,803
Depreciation and amortization . . . . .	33,390	33,051	28,175
Original issue discount accretion . . . . .	(9,996)	(17,339)	(15,492)
Change in interest receivable allowance . . . . .	39,000	(6,311)	6,311
Decrease (increase) in unrealized appreciation on investments . . . . .	13,552,207	(1,329,759)	361,844
Deferred tax (benefit) expense . . . . .	(3,526,350)	522,835	(368,457)
Net realized (gain) loss on portfolio investments . . . . .	(14,138,203)	42,469	(7,237,937)
Non-cash conversion of debenture interest . . . . .	(19,252)	(212,426)	(211,127)
Changes in operating assets and liabilities:			
Increase in interest receivable . . . . .	(148,013)	(43,819)	(113,312)
Decrease (increase) in other assets . . . . .	450,752	(14,917)	795,404
Decrease (increase) in prepaid income taxes . . . . .	65,228	(65,228)	—
Increase (decrease) in income taxes payable . . . . .	320,008	(2,065,795)	842,368
Increase (decrease) in profit sharing and bonus payable . . . . .	988,052	(671,490)	66,246
Increase (decrease) in accounts payable and accrued liabilities . . . . .	85,626	(51,735)	(46,450)
Increase (decrease) in deferred revenue . . . . .	20,867	1,666	(2,200)
Total adjustments . . . . .	7,660,479	(8,883,372)	(1,782,653)
<b>Net cash provided by (used in) operating activities . . . . .</b>	<b>6,457,796</b>	<b>(7,383,153)</b>	<b>2,758,828</b>
<b>Cash flows from investing activities:</b>			
Capital expenditures . . . . .	(837)	(2,769)	(11,299)
<b>Net cash used in investing activities . . . . .</b>	<b>(837)</b>	<b>(2,769)</b>	<b>(11,299)</b>
<b>Cash flows from financing activities:</b>			
Proceeds from SBA debentures . . . . .	—	—	1,000,000
Origination costs to SBA . . . . .	—	—	(24,250)
Purchase of treasury shares . . . . .	(21,614)	—	(257,372)
<b>Net cash (used in) provided by financing activities . . . . .</b>	<b>(21,614)</b>	<b>—</b>	<b>718,378</b>
Net increase (decrease) in cash . . . . .	6,435,345	(7,385,922)	3,465,907
Cash:			
Beginning of year . . . . .	5,844,795	13,230,717	9,764,810
End of year . . . . .	\$ 12,280,140	\$ 5,844,795	\$13,230,717

See accompanying notes

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2016**

(a) Company, Geographic Location, Business Description, (Industry) and Website	Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
<b>Non-Control/Non-Affiliate Investments</b>						
— 42.3% of net assets:(j)						
<b>ACV Auctions, Inc.(e)(g)</b> Buffalo, NY. Live mobile auctions for new and used cars. (Software) www.acvauctions.com	118,116 Series A preferred shares.	8/12/16	1%	\$ 163,000	\$ 163,000	0.5%
<b>Athenex, Inc.(e)(g)</b> <b>(Formerly Kinex Pharmaceuticals, Inc.)</b> Buffalo, NY. Specialty pharmaceutical and drug development. (Health Care) www.athenex.com	46,296 common shares.	9/8/14	<1%	143,285	416,664	1.3%
<b>City Dining Cards, Inc. (Loupe)(e)(g)</b> Buffalo, NY. Customer loyalty technology company that helps businesses attract and retain customers. (Software) www.loupeapp.io	9,525.25 Series B preferred shares.	9/1/15	4%	500,000	500,000	1.5%
<b>eHealth Global Technologies, Inc.(g)</b> Henrietta, NY. eHealth Connect® improves health care delivery through intelligently aggregated clinical record and images for patient referrals. (Health Care) www.ehealthtechnologies.com	\$1,500,000 term note at 9% due September 2, 2019.	6/28/16	0%	1,500,000	1,500,000	4.6%
<b>Empire Genomics, LLC(e)(g)</b> Buffalo, NY. Molecular diagnostics company that offers a comprehensive menu of assay services for diagnosing and guiding patient therapeutic treatments. (Health Care) www.empiregenomics.com	\$900,000 senior secured convertible term notes at 10% due April 1, 2017. \$250,000 promissory note at 12% due December 31, 2019. (i) Interest receivable \$200,339.	6/13/14	0%	900,000  250,000	900,000  250,000	3.5%
<b>Total Empire</b>				1,150,000	1,150,000	
<b>GoNoodle, Inc.(g)</b> <b>(Formerly HealthTeacher, Inc.)</b> Nashville, TN. Student engagement education software providing core aligned physical activity breaks. (Software) www.gonoodle.com	\$1,000,000 secured note at 12% due January 31, 2020, (1% Payment in Kind (PIK)). Warrant for 47,324 Series C Preferred shares.	2/6/15	<1%	1,019,101  25	1,019,101  25	3.1%
<b>Total GoNoodle</b>				1,019,126	1,019,126	
<b>Mercantile Adjustment Bureau, LLC(g)</b> Williamsville, NY. Full service accounts receivable management and collections company. (Contact Center) www.mercantilesolutions.com	\$1,099,039 subordinated secured note at 13% (3% for the calendar year 2016) due October 30, 2017. (e) \$150,000 subordinated debenture at 8% due June 30, 2018. Warrant for 3.29% membership interests. Option for 1.5% membership interests.	10/22/12	4%	1,090,690  150,000  97,625	1,090,690  0  0	3.3%
<b>Total Mercantile</b>				1,338,315	1,090,690	
<b>Outmatch Holdings, LLC(e)(g)</b> <b>(Chequed Holdings, LLC)</b> Dallas, TX. Web based predictive employee selection and reference checking. (Software) www.outmatch.com	2,446,199 Class P1 Units. 109,788 Class C1 Units.	11/18/10	4%	2,140,007 5,489	2,140,007 5,489	6.6%
<b>Total Outmatch</b>				2,145,496	2,145,496	
<b>PostProcess Technologies LLC(e)(g)</b> Buffalo, NY. Provides innovative solutions for the post-processing of additive manufactured 3D parts. (Manufacturing) www.postprocess.com	\$300,000 convertible promissory note at 5% due July 28, 2018.	7/25/16	0%	300,000	300,000	0.9%

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2016 (Continued)**

(a) Company, Geographic Location, Business Description, (Industry) and Website	Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
<b>Rheonix, Inc.(e)</b> Ithaca, NY. Developer of fully automated microfluidic based molecular assay and diagnostic testing devices. (Health Care) www.rheonix.com	9,676 common shares.	10/29/09	4%	\$ —	\$ 11,000	9.0%
	(g) 1,839,422 Series A preferred shares.			2,099,999	2,165,999	
	(g) 50,593 common shares.			—	59,000	
	(g) 589,420 Series B preferred shares.			702,732	702,732	
<b>Total Rheonix</b>				2,802,731	2,938,731	
<b>SocialFlow, Inc.(e)(g)</b> New York, NY. Provides instant analysis of social networks using a proprietary, predictive analytic algorithm to optimize advertising and publishing. (Software) www.socialflow.com	1,049,538 Series B preferred shares.	4/5/13	4%	500,000	731,431	6.3%
	1,204,819 Series B-1 preferred shares.			750,000	839,648	
	717,772 Series C preferred shares.			500,000	500,221	
<b>Total Social Flow</b>				1,750,000	2,071,300	
<b>Somerset Gas Transmission Company, LLC(e)</b> Columbus, OH. Natural gas transportation. (Oil and Gas) www.somersetgas.com	26.5337 units.	7/10/02	3%	719,097	500,000	1.5%
<b>Other Non-Control/Non-Affiliate Investments:</b>						
<b>DataView, LLC (Software)(e)</b>	Membership Interest.	—	—	310,357	—	0.0%
<b>UStec/Wi3 (Manufacturing)(e)</b>	Common Stock.	—	—	100,500	—	0.0%
<b>Subtotal Non-Control/Non-Affiliate Investments</b>				\$13,941,907	\$13,795,007	
<b>Affiliate Investments — 41.7% of net assets(k)</b>						
<b>BeetNPath, LLC (Grainful)(e)(g)</b> Ithaca, NY. Frozen entrées and packaged dry side dishes made from 100% whole grain steel cut oats under Grainful brand name. (Consumer Product) www.grainful.com	1,119,024 Series A-2 Preferred Membership Units.	10/20/14	9%	\$ 359,000	\$ 359,000	1.6%
	\$150,000 convertible promissory note at 8% due September 1, 2017.			150,000	150,000	
	<b>Total BeetNPath</b>				509,000	509,000
<b>Carolina Skiff LLC(g)</b> Waycross, GA. Manufacturer of fresh water, ocean fishing and pleasure boats. (Manufacturing) www.carolinaskiff.com	6.0825% Class A common membership interest.	1/30/04	7%	15,000	1,100,000	3.4%
<b>ClearView Social, Inc.(e)(g)</b> Buffalo, NY. Social media publishing tool for law, CPA and professional firms. (Software) www.clearviewsocial.com	312,500 Series seed plus preferred shares.	1/4/16	6%	200,000	200,000	0.6%
<b>First Wave Products Group, LLC(e)(g)</b> Batavia, NY. Sells First Crush automated pill crusher that crushes and grinds medical pills for nursing homes and medical institutions. (Health Care) www.firstwaveproducts.com	\$500,000 senior term notes at 10% due January 31, 2017.	4/19/12	7%	661,563	250,000	0.8%
	\$280,000 junior term notes at 10% due January 31, 2017.			316,469	0	
	Warrant for 41,619 capital securities.			22,000	0	
<b>Total First Wave</b>				1,000,032	250,000	
<b>Genicon, Inc.(g)</b> Winter Park, FL. Designs, produces and distributes patented surgical instrumentation. (Health Care) www.geniconendo.com	1,586,902 Series B preferred shares.	4/10/15	6%	1,000,000	1,000,000	8.3%
	\$1,100,000 promissory note at 12% due April 1, 2019.			1,100,000	1,100,000	
	\$600,000 promissory note at 14% due March 31, 2018.			600,000	600,000	
	<b>Total Genicon</b>				2,700,000	2,700,000

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2016 (Continued)**

(a) Company, Geographic Location, Business Description, (Industry) and Website	Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
<b>GiveGab, Inc.(e)(g)</b> Ithaca, NY. Online fundraising, day of giving supporter engagement software for non-profit organizations. (Software) www.givegab.com	5,084,329 Series Seed preferred shares.	3/13/13	7%	\$ 616,221	\$ 424,314	1.3%
<b>G-TEC Natural Gas Systems(e)</b> Buffalo, NY. Manufactures and distributes systems that allow natural gas to be used as an alternative fuel to gases. (Manufacturing) www.gas-tec.com	16.930% Class A membership interest. 8% cumulative dividend.	8/31/99	18%	400,000	100,000	0.3%
<b>Intrinsic Materials, Inc.(e)(g)</b> Rochester, NY. Produces printable electronics utilizing a unique process of nanomaterial based ink in a room-temperature environment. (Manufacturing) www.intrinsicmaterials.com	4,161,747 Series A preferred shares.	9/19/13	12%	1,125,673	780,000	2.4%
<b>Knoa Software, Inc.(e)(g)</b> New York, NY. End user experience management and performance (EMP) solutions utilizing enterprise applications. (Software) www.knoa.com	973,533 Series A-1 convertible preferred shares. 1,876,922 Series B preferred shares. \$48,466 convertible promissory note at 8% due May 9, 2018.	11/20/12	7%	750,000 479,155 48,466	0 449,455 48,466	1.5%
<b>Total Knoa</b>				<u>1,277,621</u>	<u>497,921</u>	
<b>KnowledgeVision Systems, Inc.(e)(g)</b> Lincoln, MA. Online presentation and training software. (Software) www.knowledgevision.com	200,000 Series A-1 preferred shares. 214,285 Series A-2 preferred shares. 129,033 Series A-3 preferred shares. Warrant for 46,743 Series A-3 shares.	11/13/13	7%	250,000 300,000 165,001 35,000	0 300,000 165,001 35,000	1.5%
<b>Total KnowledgeVision</b>				<u>750,001</u>	<u>500,001</u>	
<b>Mezmeriz, Inc.(e)(g)</b> Ithaca, NY. Micro-electronic mechanical systems (MEMS) developer of carbon fiber MEMS mirror modules for gesture recognition and 3D scanning. (Electronics Developer) www.mezmeriz.com	1,554,565 Series Seed preferred shares.	1/9/08	14%	742,850	351,477	1.1%
<b>Microcision LLC(g)</b> Pennsauken Township, NJ. Manufacturer of precision machined medical implants, components and assemblies. (Manufacturing) www.microcision.com	\$1,500,000 subordinated promissory note at 12% (1% PIK) due December 31, 2024. 15% Class A common membership interest.	9/24/09	15%	1,891,964	1,891,964	5.8%
<b>Total Microcision</b>				<u>1,891,964</u>	<u>1,891,964</u>	
<b>New Monarch Machine Tool, Inc.(g)</b> Cortland, NY. Manufactures and services vertical/horizontal machining centers. (Manufacturing) www.monarchmt.com	22.84 common shares.	9/24/03	15%	22,841	22,841	0.1%
<b>OnCore Golf Technology, Inc.(e)(g)</b> Buffalo, NY. Maker of patented hollow-metal core golf balls. (Consumer Product) www.oncoregolf.com	150,000 Series AA preferred shares. \$300,000 subordinated convertible promissory notes at 6% due January 24, 2017.	12/31/14	7%	375,000 300,000	0 300,000	0.9%
<b>Total OnCore</b>				<u>675,000</u>	<u>300,000</u>	
<b>SciAps, Inc.(e)(g)</b> Woburn, MA. Instrumentation company producing portable analytical devices using XRF, LIBS and RAMAN spectroscopy to identify compounds, minerals, and elements. (Manufacturing) www.sciaps.com	187,500 Series A convertible preferred shares. 274,299 Series A-1 convertible preferred shares. 117,371 Series B convertible preferred shares. \$200,000 subordinated convertible note at 10% due April 8, 2017. \$100,000 secured subordinated convertible note at 10% due December 31, 2017.	7/12/13	9%	1,500,000 504,710 250,000 200,000 100,000	1,000,000 504,710 250,000 200,000 100,000	6.3%
<b>Total SciAps</b>				<u>2,554,710</u>	<u>2,054,710</u>	

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2016 (Continued)**

(a) Company, Geographic Location, Business Description, (Industry) and Website	Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
<b>SOMS Technologies, LLC(g)</b> Valhalla, NY. Produces and markets the microGreen Extended Performance Oil Filter. (Consumer Products) www.microgreenfilter.com	5,959,490 Series B membership interests.	12/2/08	9%	\$ 472,632	\$ 528,348	1.6%
<b>Teleservices Solutions Holdings, LLC(e)(g)(m)</b> Montvale, NJ. Customer contact center specializing in customer acquisition and retention for selected industries. (Contact Center) www.ipacesetters.com	250,000 Class B preferred units. 1,000,000 Class C preferred units. 80,000 Class D preferred units. 104,198 Class E preferred units. PIK dividend for Series C and D at 12% and 14%, respectively.	5/30/14	6%	250,000 1,190,680 91,200	0 200,000 91,200	1.2%
<b>Total Teleservices</b>				104,198	104,198	
				<u>1,636,078</u>	<u>395,398</u>	
<b>Tilson Technology Management, Inc.(g)</b> Portland, ME. Cellular, fiber optic and wireless information systems, construction, and management. (Professional Services) www.tilsonotech.com	120,000 Series B preferred shares. 21,391 Series C convertible preferred shares. \$200,000 subordinated promissory note at 8% due September 28, 2021.	1/20/15	8%	600,000 200,000 200,000	600,000 200,000 200,000	3.1%
<b>Total Tilson</b>				<u>1,000,000</u>	<u>1,000,000</u>	
<b>Subtotal Affiliate Investments</b>				<u>\$17,589,623</u>	<u>\$13,605,974</u>	
<b>Control Investments — 0.3% of net assets(l)</b>						
<b>Advantage 24/7 LLC(e)(g)</b> Williamsville, NY. Marketing program for wine and spirits dealers. (Marketing Company) www.advantage24-7.com	53% Membership interest.	12/30/10	53%	\$ 99,500	\$ 99,500	0.3%
<b>Subtotal Control Investments</b>				<u>\$ 99,500</u>	<u>\$ 99,500</u>	
<b>TOTAL INVESTMENTS — 84.3%</b>				<u>\$31,631,030</u>	<u>\$27,500,481</u>	
<b>OTHER ASSETS IN EXCESS OF LIABILITIES — 15.7%</b>					5,128,882	
<b>NET ASSETS — 100%</b>					<u>\$32,629,363</u>	

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2016 (Continued)**

**Notes to the Consolidated Schedule of Portfolio Investments**

- (a) At December 31, 2016, restricted securities represented 100% of the fair value of the investment portfolio. Restricted securities are subject to one or more restrictions on resale and are not freely marketable.
- (b) The Date Acquired column indicates the year in which the Corporation first acquired an investment in the company or a predecessor company.
- (c) Each equity percentage estimates the Corporation's ownership interest in the applicable portfolio investment. The estimated ownership is calculated based on the percent of outstanding voting securities held by the Corporation or the potential percentage of voting securities held by the Corporation upon exercise of warrants or conversion of debentures, or other available data. If applicable, the symbol "<1%" indicates that the Corporation holds an equity interest of less than one percent.
- (d) The Corporation's investments are carried at fair value in accordance with Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures," which defines fair value and establishes guidelines for measuring fair value. At December 31, 2016, ASC 820 designates 100% of the Corporation's investments as "Level 3" assets. Under the valuation policy of the Corporation, unrestricted publicly held securities are valued at the average closing bid price for these securities for the last three trading days of the month. Restricted securities are subject to restrictions on resale, and are valued at fair value as determined by the management of the Corporation and submitted to the Board of Directors for approval. Fair value is considered to be the amount that the Corporation may reasonably expect to receive for portfolio securities when sold on the valuation date. Valuations as of any particular date, however, are not necessarily indicative of amounts which may ultimately be realized as a result of future sales or other dispositions of securities and these favorable or unfavorable differences could be material. Among the factors considered in determining the fair value of restricted securities are the financial condition and operating results, projected operations, and other analytical data relating to the investment. Also considered are the market prices for unrestricted securities of the same class (if applicable) and other matters which may have an impact on the value of the portfolio company (see Note 2 "Investments" to the Consolidated Financial Statements).
- (e) These investments are non-income producing. All other investments are income producing. Non-income producing investments have not generated cash payments of interest or dividends including LLC tax-related distributions within the last twelve months, or are not expected to do so going forward.
- (f) As of December 31, 2016 the total cost of investment securities was approximately \$31.6 million. Net unrealized depreciation was approximately (\$4.1) million, which was comprised of \$1.9 million of unrealized appreciation of investment securities and (\$6.0) million of unrealized depreciation of investment securities. At December 31, 2016, the aggregate gross unrealized gain for federal income tax purposes was \$2.2 million and the aggregate gross unrealized loss for federal income tax purposes was (\$5.4) million. The net unrealized loss for federal income tax purposes was (\$3.3) million based on a tax cost of \$30.8 million.
- (g) Rand Capital SBIC, Inc. investment.
- (h) Reduction in cost and value from previously reported balances reflects current principal repayment. There were no principal repayments during the three months ended December 31, 2016.
- (i) Represents interest due (amounts over \$50,000 net of reserves) from investment included as interest receivable on the Corporation's Statement of Financial Position.
- (j) Non-Control/Non-Affiliate Investments are investments that are neither Control Investments nor Affiliate Investments.
- (k) Affiliate Investments are defined by the Investment Company Act of 1940, as amended ("1940 Act"), as those Non-Control investments in companies in which between 5% and 25% of the voting securities are owned by the Corporation.
- (l) Control Investments are defined by the 1940 Act as investments in companies in which more than 25% of the voting securities are owned by the Corporation or where greater than 50% of the board representation is maintained.
- (m) Payment in kind (PIK) represents earned interest that is added to the cost basis of the investment.



**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2016 (Continued)**

**Investments in and Advances to Affiliates**

Company	Type of Investment	December 31, 2015 Fair Value	Gross Additions (1)	Gross Reductions (2)	December 31, 2016 Fair Value	Amount of Interest/ Dividend/ Fee Income(3)
<b>Control Investments:</b>						
<b>Advantage 24/7 LLC</b>	53% Membership interest.	\$ 99,500	\$ —	\$ —	\$ 99,500	\$ —
<b>Gemcor II, LLC</b>	\$1,000,000 subordinated promissory note at 15%. 31.25 membership units. Escrow receivable due from sale of business.	416,972 13,400,000 —	— — —	(416,972) (13,400,000) —	— — —	11,828 2,000 —
<b>Total Gemcor</b>		13,816,972	—	(13,816,972)	—	13,828
<b>Total Control Investments</b>		<b>\$13,916,472</b>	<b>\$ 0</b>	<b>(\$ 13,816,972)</b>	<b>\$ 99,500</b>	<b>\$ 13,828</b>
<b>Affiliate Investments:</b>						
<b>BeetNPath, LLC</b>	1,119,024 Series A-2 Preferred Membership Units. \$150,000 convertible promissory note at 8%.	\$ 359,000 —	\$ — 150,000	\$ — —	\$ 359,000 150,000	\$ — 6,477
<b>Total BeetNPath</b>		359,000	150,000	—	509,000	6,477
<b>Carolina Skiff LLC</b>	6.0825% Class A common membership interest.	600,000	500,000	—	1,100,000	131,785
<b>ClearView Social, Inc.</b>	312,500 Series seed plus preferred shares.	—	200,000	—	200,000	—
<b>First Wave Products Group, LLC</b>	\$500,000 senior term notes at 10%. \$280,000 junior term notes at 10%. Warrant for 41,619 capital securities.	250,000 — —	— — —	— — —	250,000 — —	834 — —
<b>Total First Wave</b>		250,000	—	—	250,000	834
<b>Genicon, Inc.</b>	1,586,902 Series B preferred shares. \$1,100,000 senior term loans at 12%. \$600,000 term loan at 14%.	1,000,000 — —	— 1,100,000 600,000	— — —	1,000,000 1,100,000 600,000	3,028 109,700 28,700
<b>Total Genicon</b>		1,000,000	1,700,000	—	2,700,000	141,428
<b>GiveGab, Inc.</b>	5,084,329 Series Seed preferred shares.	424,314	—	—	424,314	—
<b>G-TEC Natural Gas Systems</b>	17.845% Class A membership interest. 8% cumulative dividend.	100,000	—	—	100,000	—
<b>Intrinsic Materials, Inc.</b>	4,161,747 Series A preferred shares. \$95,000 convertible promissory note at 8%.	— 95,000	780,000 —	— (95,000)	780,000 —	— 6,689
<b>Total Intrinsic</b>		95,000	780,000	(95,000)	780,000	6,689
<b>Knoa Software, Inc.</b>	973,533 Series A-1 convertible preferred shares. 1,876,922 Series B preferred shares. \$48,466 convertible promissory note at 8%.	381,503 490,752 —	— — 48,466	(381,503) (41,297) —	— 449,455 48,466	— — 2,499
<b>Total Knoa</b>		872,255	48,466	(422,800)	497,921	2,499
<b>KnowledgeVision Systems, Inc.</b>	200,000 Series A-1 preferred shares. 214,285 Series A-2 preferred shares. 129,033 Series A-3 preferred shares. Warrant for 46,743 Series A-3 shares.	— 300,000 165,001 35,000	— — — —	— — — —	— 300,000 165,001 35,000	— — — —
<b>Total Knowledge Vision</b>		500,001	—	—	500,001	—
<b>Mezmeriz, Inc.</b>	1,554,565 Series seed preferred shares.	351,477	—	—	351,477	—
<b>Microcision LLC</b>	\$1,500,000 subordinated promissory note at 11%. 15% Class A common membership interest.	1,891,964 —	— —	— —	1,891,964 —	211,269 —
<b>Total Microcision</b>		1,891,964	—	—	1,891,964	211,269



**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2016 (Continued)**

<u>Company</u>	<u>Type of Investment</u>	<u>December 31, 2015 Fair Value</u>	<u>Gross Additions (1)</u>	<u>Gross Reductions (2)</u>	<u>December 31, 2016 Fair Value</u>	<u>Amount of Interest/ Dividend/ Fee Income(3)</u>
<b>New Monarch Machine Tool, Inc.</b>	22.84 common shares.	22,841	—	—	22,841	29,409
<b>OnCore Golf Technology, Inc.</b>	150,000 Series AA preferred shares. \$300,000 subordinated convertible promissory notes at 6%.	187,500	—	(187,500)	—	—
		150,000	150,000	—	300,000	17,186
	<b>Total OnCore</b>	337,500	150,000	(187,500)	300,000	17,186
<b>Rheonix, Inc.</b>	9,676 common shares.	11,000	—	(11,000)	—	—
	1,839,422 Series A preferred shares.	2,165,999	—	(2,165,999)	—	—
	50,593 common shares.	59,000	—	(59,000)	—	—
	589,420 Series B preferred shares.	702,732	—	(702,732)	—	—
	<b>Total Rheonix</b>	2,938,731	—	(2,938,731)	—	—
<b>SciAps, Inc.</b>	187,500 Series A convertible preferred shares.	\$ 1,000,000	\$ —	\$ —	\$ 1,000,000	\$ —
	274,299 Series A-1 convertible preferred shares.	504,710	—	—	504,710	—
	117,371 Series B preferred shares.	250,000	—	—	250,000	—
	\$200,000 subordinated promissory note at 10%.	—	200,000	—	200,000	14,611
	\$100,000 secured subordinated convertible note at 10%.	—	100,000	—	100,000	2,555
	<b>Total SciAps</b>	1,754,710	300,000	—	2,054,710	17,166
<b>SOMS Technologies, LLC</b>	5,959,490 Series B membership interests.	528,348	—	—	528,348	13,464
<b>Statify, Inc.</b>	65,000 Series seed preferred shares.	20,968	—	(20,968)	—	—
	Warrant for 1,950,000 Series seed preferred shares.	629,032	—	(629,032)	—	—
	<b>Total Statify</b>	650,000	—	(650,000)	—	—
<b>Teleservices Solutions Holdings, LLC</b>	250,000 Class B shares.	—	—	—	—	—
	1,000,000 Class C shares.	1,190,680	—	(990,680)	200,000	—
	80,000 Class D preferred units.	91,200	—	—	91,200	—
	104,198 Class E preferred units.	104,198	—	—	104,198	—
	<b>Total Teleservices</b>	1,386,078	—	(990,680)	395,398	—
<b>Tilson Technology Management, Inc.</b>	12 Series B preferred shares.	600,000	—	—	600,000	16,250
	21,390 Series C convertible preferred shares.	—	200,000	—	200,000	—
	\$200,000 subordinated promissory note at 8%.	—	200,000	—	200,000	4,164
	<b>Total Tilson</b>	600,000	400,000	—	1,000,000	20,414
	<b>Total Affiliate Investments</b>	<b>\$14,662,219</b>	<b>\$4,228,466</b>	<b>(\$ 5,284,711)</b>	<b>\$13,605,974</b>	<b>\$598,620</b>
	<b>Total Control and Affiliate Investments</b>	<b>\$28,578,691</b>	<b>\$4,228,466</b>	<b>(\$ 19,101,683)</b>	<b>\$13,705,474</b>	<b>\$612,448</b>

This schedule should be read in conjunction with the Corporation's Consolidated Financial Statements, including the Consolidated Schedule of Portfolio Investments and Notes to the Consolidated Financial Statements.

- (1) Gross additions include increases in the cost basis of investments resulting from new portfolio investment, follow on investments, capitalized interest and the accretion of discounts. Gross additions also include net increases in unrealized appreciation or net decreases in unrealized depreciation, and the movement of an existing portfolio company into this category and out of another category.
- (2) Gross reductions include decreases in the cost basis of investments resulting from principal repayments, sales, note conversions, net increases in unrealized depreciation, net decreases in unrealized appreciation,

the exchange of existing securities for new securities and the movement of an existing portfolio company out of this category and into another category.

- (3) Represents the total amount of interest, fees or dividends credited to income for the portion of the period an investment was included in Control or Affiliate categories, respectively.

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2016 (Continued)**

<u>Industry Classification</u>	<u>Percentage of Total Investments (at fair value) as of December 31, 2016</u>
Healthcare .....	32.6%
Software .....	27.3
Manufacturing .....	22.7
Contact Center .....	5.4
Consumer Product .....	4.9
Professional Services .....	3.6
Oil and Gas .....	1.8
Electronics .....	1.3
Marketing .....	0.4
<b>Total Investments</b> .....	<b>100%</b>

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2015**

(a) Company, Geographic Location, Business Description, (Industry) and Website	Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
<b>Non-Control/Non-Affiliate Investments — 24.4% of net assets:(j)</b>						
<b>Athenex, Inc.(e)(g)</b> (Formerly Kinex Pharmaceuticals, Inc.) Buffalo, NY. Specialty pharmaceutical and drug development. (Health Care) www.athenex.com	46,296 common shares.	9/8/14	<1%	\$ 143,285	\$ 347,220	1.0%
<b>City Dining Cards, Inc. (Loupe)(e)(g)</b> Buffalo, NY. Customer loyalty technology company that helps businesses attract and retain customers. (Software) www.citydiningcards.com	9,525.25 Series B preferred shares.	9/1/15	4%	500,000	500,000	1.5%
<b>Empire Genomics, LLC(e)(g)</b> Buffalo, NY. Molecular diagnostics company that offers a comprehensive menu of assay services for diagnosing and guiding patient therapeutic treatments. (Health Care) www.empiregenomics.com	\$600,000 senior secured convertible term note at 10% due April 1, 2017. (i) Interest receivable \$92,833.	6/13/14	—	600,000	600,000	1.8%
<b>GoNoodle, Inc.(g)</b> (Formerly HealthTeacher, Inc.) Nashville, TN. Student engagement education software providing core aligned physical activity breaks. (Software) www.gonoodle.com	\$1,000,000 secured note at 12% due January 31, 2020, (1% Payment in Kind (PIK)). Warrant for 47,324 Series C Preferred shares.	2/6/15	<1%	1,008,974	1,008,974	3.0%
<b>Total GoNoodle</b>				1,008,999	1,008,999	
<b>Mercantile Adjustment Bureau, LLC(g)</b> Williamsville, NY. Full service accounts receivable management and collections company. (Contact Center) www.mercantilesolutions.com	\$1,099,039 subordinated secured note at 13% (3% for the calendar year 2015) due October 30, 2017. (e) \$150,000 subordinated debenture at 8% due June 30, 2018. Warrant for 3.29% membership interests. Option for 1.5% membership interests. (i) Interest receivable \$93,455.	10/22/12	4%	1,080,694	1,080,694	3.2%
<b>Total Mercantile</b>				1,328,319	1,080,694	
<b>Outmatch(e)(g)</b> (Formerly Chequed Holdings, LLC) Saratoga Springs, NY. Web based predictive employee selection and reference checking. (Software) www.outmatch.com	2,264,995 Class P1 Units. 109,788 Class C1 Units.	11/18/10	4%	2,140,007	2,140,007	6.3%
<b>Total Outmatch</b>				2,145,496	2,145,496	
<b>SocialFlow, Inc.(e)(g)</b> New York, NY. Provides instant analysis of social networks using a proprietary, predictive analytic algorithm to optimize advertising and publishing. (Software) www.socialflow.com	1,049,538 Series B preferred shares. 1,204,819 Series B-1 preferred shares. 717,772 Series C preferred	4/5/13	4%	500,000 750,000 500,000	731,431 839,648 500,221	6.1%
<b>Total Social Flow</b>				1,750,000	2,071,300	
<b>Somerset Gas Transmission Company, LLC(e)</b> Columbus, OH. Natural gas transportation. (Oil and Gas) www.somersetgas.com	26.5337 units.	7/10/02	3%	719,097	500,000	1.5%
<b>Other Non-Control/Non-Affiliate Investments:</b>						
<b>DataView, LLC (Software) (e)</b>	Membership Interest	—	—	310,357	—	0.0%
<b>UStec/Wi3 (Manufacturing) (e)</b>	Common Stock.	—	—	100,500	—	0.0%
<b>Subtotal Non-Control/Non-Affiliate Investments</b>				\$8,606,053	\$8,253,709	

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2015 (Continued)**

(a) Company, Geographic Location, Business Description, (Industry) and Website	Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
<b>Affiliate Investments — 43.3% of net assets(k)</b>						
<b>BeetNPath, LLC(e)(g)</b> Ithaca, NY. Frozen entrées and packaged dry side dishes made from 100% whole grain steel cut oats under Grainful brand name. (Consumer Product) www.grainful.com	1,119,024 Series A-2 Preferred Membership Units.	10/20/14	9%	\$ 359,000	\$ 359,000	1.0%
<b>Carolina Skiff LLC(g)</b> Waycross, GA. Manufacturer of fresh water, ocean fishing and pleasure boats. (Manufacturing) www.carolinaskiff.com	6.0825% Class A common membership interest.	1/30/04	7%	15,000	600,000	1.8%
<b>First Wave Products Group, LLC(e)(g)</b> Batavia, NY. Sells First Crush automated pill crusher that crushes and grinds medical pills for nursing homes and medical institutions. (Health Care) www.firstwaveproducts.com	\$500,000 senior term notes at 10% due December 31, 2016. \$280,000 junior term notes at 10% due December 31, 2016. Warrant for 41,619 capital securities.	4/19/12	7%	661,563 316,469 22,000	250,000 0 0	0.7%
<b>Total First Wave</b>				1,000,032	250,000	
<b>Genicon, Inc.(e)(g)</b> Winter Park, FL. Designs, produces and distributes patented surgical instrumentation. (Health Care) www.geniconendo.com	1,586,902 Series B preferred shares.	4/10/15	6%	1,000,000	1,000,000	3.0%
<b>GiveGab, Inc.(e)(g)</b> Ithaca, NY. Online fundraising, day of giving supporter engagement software for non-profit organizations. (Software) www.givegab.com	5,084,329 Series Seed preferred shares.	3/13/13	9%	616,221	424,314	1.2%
<b>G-TEC Natural Gas Systems(e)</b> Buffalo, NY. Manufactures and distributes systems that allow natural gas to be used as an alternative fuel to gases. (Manufacturing) www.gas-tec.com	17.845% Class A membership interest. 8% cumulative dividend.	8/31/99	18%	400,000	100,000	0.3%
<b>Intrinsic Materials, Inc.(e)(g)</b> Rochester, NY. Produces printable electronics utilizing a unique process of nanomaterial based ink in a room-temperature environment. (Manufacturing) www.intrinsicmaterials.com	599,055 Series 2 preferred shares. \$95,000 convertible promissory note at 8% due March 31, 2016.	9/19/13	7%	600,002 95,000	0 95,000	0.3%
<b>Total Intrinsic</b>				695,002	95,000	
<b>Knoa Software, Inc.(e)(g)</b> New York, NY. End user experience management and performance (EMP) solutions utilizing enterprise applications. (Software) www.knoa.com	973,533 Series A-1 convertible preferred shares. 1,876,922 Series B preferred shares.	11/20/12	7%	750,000 479,155	381,503 490,752	2.6%
				1,229,155	872,255	
<b>KnowledgeVision Systems, Inc.(e)(g)</b> Lincoln, MA. Online presentation and training software. (Software) www.knowledgevision.com	200,000 Series A-1 preferred shares. 214,285 Series A-2 preferred shares. 129,033 Series A-3 preferred shares. Warrant for 46,743 Series A-3 shares.	11/13/13	7%	250,000 300,000 165,001 35,000	0 300,000 165,001 35,000	1.5%
<b>Total KnowledgeVision</b>				750,001	500,001	
<b>Mezmeriz, Inc.(e)(g)</b> Ithaca, NY. Micro-electronic mechanical systems (MEMS) developer of carbon fiber MEMS mirror modules for gesture recognition and 3D scanning. (Electronics Developer) www.mezmeriz.com	1,554,565 Series Seed preferred shares.	1/9/08	15%	742,850	351,477	1.0%

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2015 (Continued)**

(a) Company, Geographic Location, Business Description, (Industry) and Website	Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
<b>Microcision LLC(g)</b> Philadelphia, PA. Manufacturer of precision machined medical implants, components and assemblies. (Manufacturing) www.microcision.com	\$1,500,000 subordinated promissory note at 11% due January 31, 2017. 15% Class A common membership interest.	9/24/09	15%	\$ 1,891,964	\$ 1,891,964	5.6%
<b>Total Microcision</b>				1,891,964	1,891,964	
<b>New Monarch Machine Tool, Inc.(g)</b> Cortland, NY. Manufactures and services vertical/horizontal machining centers. (Manufacturing) www.monarchmt.com	22.84 common shares.	9/24/03	15%	22,841	22,841	0.1%
<b>OnCore Golf Technology, Inc.(e)(g)</b> Buffalo, NY. Maker of patented hollow-metal core golf balls. (Consumer Product) www.oncoregolf.com	150,000 Series AA preferred shares. \$150,000 subordinated convertible promissory note at 6% due January 24, 2017.	12/31/14	7%	375,000	187,500	1.0%
<b>Total OnCore</b>				150,000	150,000	
<b>Total OnCore</b>				525,000	337,500	
<b>Rheonix, Inc.(e)</b> Ithaca, NY. Developer of fully automated microfluidic based molecular assay and diagnostic testing devices. (Health Care) www.rheonix.com	9,676 common shares. (g) 1,839,422 Series A preferred shares. (g) 50,593 common shares. (g) 589,420 Series B preferred shares.	10/29/09	5%	— 2,099,999 — 702,732	11,000 2,165,999 59,000 702,732	8.7%
<b>Total Rheonix</b>				2,802,731	2,938,731	
<b>SciAps, Inc.(e)(g)</b> Woburn, MA. Instrumentation company producing portable analytical devices using XRF, LIBS and RAMAN spectroscopy to identify compounds, minerals, and elements. (Manufacturing) www.sciaps.com	187,500 Series A convertible preferred shares. 274,299 Series A-1 convertible preferred shares. 117,371 Series B preferred shares.	7/12/13	9%	1,500,000 504,710 250,000	1,000,000 504,710 250,000	5.2%
<b>Total SciAps</b>				2,254,710	1,754,710	
<b>SOMS Technologies, LLC(e)(g)</b> Valhalla, NY. Produces and markets the microGreen Extended Performance Oil Filter. (Consumer Products) www.microgreenfilter.com	5,959,490 Series B membership interests.	12/2/08	9%	472,632	528,348	1.5%
<b>Statisfy, Inc.(e)(g)</b> Boston, MA. Mobile marketing platform for engagement, advertising and surveys. (Software) www.statisfy.co	65,000 Series seed preferred shares. Warrant for 1,950,000 Series seed preferred shares.	8/18/14	10%	20,968 629,032	20,968 629,032	1.9%
<b>Total Statisfy</b>				650,000	650,000	
<b>Teleservices Solutions Holdings, LLC(g)(n)</b> Montvale, NJ. Customer contact center specializing in customer acquisition and retention for selected industries. (Contact Center) www.ipacesetters.com	250,000 Class B preferred units. 1,000,000 Class C preferred units. 80,000 Class D preferred units. 104,198 Class E preferred units. PIK dividend for Series C and D at 12% and 14%, respectively.	5/30/14	6%	250,000 1,190,680 91,200	0 1,190,680 91,200	4.1%
<b>Total Teleservices</b>				104,198	104,198	
<b>Total Teleservices</b>				1,636,078	1,386,078	
<b>Tilson Technology Management, Inc.(g)</b> Portland, ME. Cellular, fiber optic and wireless information systems, construction, and management. (Professional Services) www.tilsontech.com	12 Series B preferred shares.	1/20/15	8%	600,000	600,000	1.8%
<b>Subtotal Affiliate Investments</b>				\$17,663,217	\$14,662,219	

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2015 (Continued)**

(a) Company, Geographic Location, Business Description, (Industry) and Website	Type of Investment	(b) Date Acquired	(c) Equity	Cost	(d)(f) Fair Value	Percent of Net Assets
<b>Control Investments — 41.1% of net assets(l)</b>						
<b>Advantage 24/7 LLC(e)(g)</b> Williamsville, NY. Marketing program for wine and spirits dealers. (Marketing Company) www.advantage24-7.com	53% Membership interest.	12/30/10	53%	\$ 99,500	\$ 99,500	0.3%
<b>Gemcor II, LLC(g)(h)(m)</b> West Seneca, NY. Designs and sells automatic riveting machines used in the assembly of aircraft. (Manufacturing) www.gemcor.com	\$1,000,000 subordinated promissory note at 15% due September 1, 2017. 31.25 membership units.	6/28/04	31%	416,972 625,000	416,972 13,400,000	40.8%
<b>Total Gemcor</b>				<u>1,041,972</u>	<u>13,816,972</u>	
<b>Subtotal Control Investments</b>				<u>\$ 1,141,472</u>	<u>\$13,916,472</u>	
<b>TOTAL INVESTMENTS — 108.8%</b>				<u>\$27,410,742</u>	<u>\$36,832,400</u>	
<b>LIABILITIES IN EXCESS OF OTHER ASSETS — (8.8%)</b>					<u>(2,978,740)</u>	
<b>NET ASSETS — 100%</b>					<u><u>\$33,853,660</u></u>	

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2015 (Continued)**

**Notes to the Consolidated Schedule of Portfolio Investments**

- (a) At December 31, 2015, restricted securities represented 100% of the fair value of the investment portfolio. Restricted securities are subject to one or more restrictions on resale and are not freely marketable. Freed Maxick CPA's P.C. has not audited the business descriptions of the portfolio companies.
- (b) The Date Acquired column indicates the year in which the Corporation acquired its first investment in the company or a predecessor company.
- (c) Each equity percentage estimates the Corporation's ownership interest in the applicable portfolio investment. The estimated ownership is calculated based on the percent of outstanding voting securities held by the Corporation or the potential percentage of voting securities held by the Corporation upon exercise of warrants or conversion of debentures, or other available data. If applicable, the symbol "<1%" indicates that the Corporation holds an equity interest of less than one percent.
- (d) The Corporation's investments are carried at fair value in accordance with Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures," which defines fair value and establishes guidelines for measuring fair value. At December 31, 2015, ASC 820 designates 100% of the Corporation's investments as "Level 3" assets. Under the valuation policy of the Corporation, unrestricted publicly held securities are valued at the average closing bid price for these securities for the last three trading days of the month. Restricted securities are subject to restrictions on resale, and are valued at fair value as determined by the management of the Corporation and submitted to the Board of Directors for approval. Fair value is considered to be the amount that the Corporation may reasonably expect to receive for portfolio securities when sold on the valuation date. Valuations as of any particular date, however, are not necessarily indicative of amounts which may ultimately be realized as a result of future sales or other dispositions of securities and these favorable or unfavorable differences could be material. Among the factors considered in determining the fair value of restricted securities are the financial condition and operating results, projected operations, and other analytical data relating to the investment. Also considered are the market prices for unrestricted securities of the same class (if applicable) and other matters which may have an impact on the value of the portfolio company (see Note 2 "Investments" to the Consolidated Financial Statements).
- (e) These investments are non-income producing. All other investments are income producing. Non-income producing investments have not generated cash payments of interest or dividends including LLC tax-related distributions within the last twelve months, or are not expected to do so going forward.
- (f) As of December 31, 2015, the total cost of investment securities was approximately \$27.5 million. Net unrealized appreciation was approximately \$9.4 million, which was comprised of \$14.1 million of unrealized appreciation of investment securities and (\$4.7) million related to unrealized depreciation of investment securities. At December 31, 2015, the aggregate gross unrealized gain for federal income tax purposes was \$10.2 million and the aggregate gross unrealized loss for federal income tax purposes was (\$4.4) million. The net unrealized gain for federal income tax purposes was \$5.8 million based on a tax cost of \$31.0 million.
- (g) Rand Capital SBIC, Inc. investment.
- (h) Reduction in cost and value from previously reported balances reflects current principal repayment.
- (i) Represents interest due (amounts over \$50,000 net of reserves) from investment included as interest receivable on the Corporation's Statement of Financial Position.
- (j) Non-Control/Non-Affiliate Investments are investments that are neither Control Investments nor Affiliate Investments.
- (k) Affiliate Investments are defined by the Investment Company Act of 1940, as amended ("1940 Act"), as those Non-Control investments in companies in which between 5% and 25% of the voting securities are owned by the Corporation.
- (l) Control Investments are defined by the 1940 Act as investments in companies in which more than 25% of the voting securities are owned by the Corporation or where greater than 50% of the board representation is maintained.
- (m) Gemcor II, LLC is an "unconsolidated significant subsidiary" as defined in SEC's Regulation S-X.
- (n) Payment in kind (PIK) represents earned interest that is added to the cost basis of the investment.



**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2015 (Continued)**

**Investments in and Advances to Affiliates**

Company	Type of Investment	December 31, 2014 Fair Value	Gross Additions (1)	Gross Reductions (2)	December 31, 2015 Fair Value	Amount of Interest/ Dividend/ Fee Income (3)
<b>Control Investments:</b>						
<b>Advantage 24/7 LLC</b>	53% Membership interest.	\$ 99,500	\$ —	\$ —	\$ 99,500	\$ —
<b>Gemcor II, LLC</b>	\$1,000,000 subordinated promissory note at 15%. 31.25 membership units.	622,800	—	(205,828)	416,972	77,077
		9,300,000	4,100,000	—	13,400,000	1,743,934
	<b>Total Gemcor</b>	9,922,800	4,100,000	(205,828)	13,816,972	1,821,011
	<b>Total Control Investments</b>	<b>\$10,022,300</b>	<b>\$4,100,000</b>	<b>(\$ 205,828)</b>	<b>\$13,916,472</b>	<b>\$1,821,011</b>
<b>Affiliate Investments:</b>						
<b>BeetNPath, LLC</b>	1,119,024 Series A-2 Preferred Membership Units.	—	\$ 359,000	—	\$ 359,000	7,250
<b>Carolina Skiff LLC</b>	\$985,000 Class A preferred membership interest at 9.8%. \$250,000 subordinated promissory note at 14%. 6.0825% Class A common membership interest.	985,000	—	(985,000)	—	81,782
		125,000	—	(125,000)	—	14,778
		600,000	—	—	600,000	116,052
	<b>Total Carolina Skiff</b>	1,710,000	—	(1,110,000)	600,000	212,612
<b>Chequed.com, Inc.</b>	408,476 Series A preferred shares. \$250,000 convertible promissory note at 8%.	1,383,222	—	(1,383,222)	—	—
		250,000	—	(250,000)	—	11,507
	<b>Total Chequed</b>	1,633,222	—	(1,633,222)	—	11,507
<b>CrowdBouncer, Inc.</b>	300,000 Series A preferred shares.	—	—	—	—	—
<b>First Wave Products Group, LLC</b>	\$500,000 senior term notes at 10%. \$280,000 junior term notes at 10%. Warrant for 41,619 capital securities.	637,992	23,571	(411,563)	250,000	24,571
		308,687	7,782	(316,469)	—	8,447
		22,000	—	(22,000)	—	—
	<b>Total First Wave</b>	968,679	31,353	(750,032)	250,000	33,018
<b>Genicon, Inc.</b>	1,586,902 Series B preferred shares.	—	1,000,000	—	1,000,000	—
<b>GiveGab, Inc.</b>	5,084,329 Series Seed preferred shares.	403,388	212,833	(191,907)	424,314	—
<b>G-TEC Natural Gas Systems</b>	17.8% Class A membership interest. 8% cumulative dividend.	100,000	—	—	100,000	—
<b>Intrinsic Materials, Inc.</b>	599,055 Series 2 preferred shares. \$95,000 convertible promissory note at 8%.	600,002	—	(600,002)	—	—
		—	95,000	—	95,000	2,436
	<b>Total Intrinsic</b>	600,002	95,000	(600,002)	95,000	2,436
<b>Knoa Software, Inc.</b>	973,533 Series A-1 convertible preferred shares. 1,876,922 Series B preferred shares.	381,503	—	—	381,503	—
		490,752	—	—	490,752	—
		872,255	—	—	872,255	—

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2015 (Continued)**

<u>Company</u>	<u>Type of Investment</u>	<u>December 31, 2014 Fair Value</u>	<u>Gross Additions (1)</u>	<u>Gross Reductions (2)</u>	<u>December 31, 2015 Fair Value</u>	<u>Amount of Interest/ Dividend/ Fee Income (3)</u>
<b>KnowledgeVision Systems, Inc.</b>	200,000 Series A-1 preferred shares.	250,000	—	(250,000)	—	—
	214,285 Series A-2 preferred shares.	300,000	—	—	300,000	—
	129,033 Series A-3 preferred shares.	—	165,001	—	165,001	—
	Warrant for 46,743 Series A-3 shares.	—	35,000	—	35,000	—
	<b>Total Knowledge Vision</b>	<u>550,000</u>	<u>200,001</u>	<u>(250,000)</u>	<u>500,001</u>	<u>—</u>
<b>Mezmeriz, Inc.</b>	1,554,565 Series seed preferred shares.	—	351,477	—	351,477	—
	\$200,000 convertible notes at 8%.	200,000	—	(200,000)	—	—
		<u>200,000</u>	<u>351,477</u>	<u>(200,000)</u>	<u>351,477</u>	<u>—</u>
	<b>Total Mezmeriz</b>	<u>200,000</u>	<u>351,477</u>	<u>(200,000)</u>	<u>351,477</u>	<u>—</u>
<b>Microcision LLC</b>	\$1,500,000 subordinated promissory note at 11%.	1,891,964	—	—	1,891,964	208,116
	15% Class A common membership interest.	—	—	—	—	—
		<u>1,891,964</u>	<u>—</u>	<u>—</u>	<u>1,891,964</u>	<u>208,116</u>
	<b>Total Microcision</b>	<u>1,891,964</u>	<u>—</u>	<u>—</u>	<u>1,891,964</u>	<u>208,116</u>
<b>New Monarch Machine Tool, Inc.</b>	22.84 common shares.	22,841	—	—	22,841	30,409
<b>OnCore Golf Technology, Inc.</b>	150,000 Series AA preferred shares.	—	375,000	(187,500)	187,500	—
	\$150,000 subordinated convertible promissory note at 6%.	—	150,000	—	150,000	3,945
		<u>—</u>	<u>525,000</u>	<u>(187,500)</u>	<u>337,500</u>	<u>3,945</u>
	<b>Total OnCore</b>	<u>—</u>	<u>525,000</u>	<u>(187,500)</u>	<u>337,500</u>	<u>3,945</u>
<b>Rheonix, Inc.</b>	9,676 common shares.	11,000	—	—	11,000	—
	1,839,422 Series A preferred shares.	2,165,999	—	—	2,165,999	—
	50,593 common shares.	59,000	—	—	59,000	—
	589,420 Series B preferred shares.	—	702,732	—	702,732	—
	\$680,475 convertible promissory notes at 8%.	—	702,732	(702,732)	—	22,258
		<u>2,235,999</u>	<u>1,405,464</u>	<u>(702,732)</u>	<u>2,938,731</u>	<u>22,258</u>
	<b>Total Rheonix</b>	<u>2,235,999</u>	<u>1,405,464</u>	<u>(702,732)</u>	<u>2,938,731</u>	<u>22,258</u>
<b>SciAps, Inc.</b>	187,500 Series A convertible preferred shares.	1,500,000	—	(500,000)	1,000,000	—
	274,299 Series A-1 convertible preferred shares.	—	504,710	—	504,710	4,711
	117,371 Series B preferred shares.	—	250,000	—	250,000	—
		<u>1,500,000</u>	<u>754,710</u>	<u>(500,000)</u>	<u>1,754,710</u>	<u>4,711</u>
	<b>Total SciAps</b>	<u>1,500,000</u>	<u>754,710</u>	<u>(500,000)</u>	<u>1,754,710</u>	<u>4,711</u>
<b>SOMS Technologies, LLC</b>	5,959,490 Series B membership interests.	528,348	—	—	528,348	4,355
<b>Statisfy, Inc.</b>	65,000 Series seed preferred shares.	—	20,968	—	20,968	—
	Warrant for 1,950,000 Series seed preferred shares.	—	629,032	—	629,032	—
		<u>—</u>	<u>650,000</u>	<u>—</u>	<u>650,000</u>	<u>—</u>
	<b>Total Statisfy</b>	<u>—</u>	<u>650,000</u>	<u>—</u>	<u>650,000</u>	<u>—</u>
<b>Teleservices Solutions Holdings, LLC</b>	250,000 Class B shares.	250,000	—	(250,000)	—	—
	1,000,000 Class C shares.	1,070,680	120,000	—	1,190,680	168,000
	80,000 Class D preferred units.	80,000	11,200	—	91,200	15,680
	104,198 Class E preferred units.	—	104,198	—	104,198	—
	<u>1,400,680</u>	<u>235,398</u>	<u>(250,000)</u>	<u>1,386,078</u>	<u>183,680</u>	
	<b>Total Teleservices</b>	<u>1,400,680</u>	<u>235,398</u>	<u>(250,000)</u>	<u>1,386,078</u>	<u>183,680</u>

<u>Company</u>	<u>Type of Investment</u>	<u>December 31, 2014 Fair Value</u>	<u>Gross Additions (1)</u>	<u>Gross Reductions (2)</u>	<u>December 31, 2015 Fair Value</u>	<u>Amount of Interest/ Dividend/ Fee Income (3)</u>
Tilson Technology Management, Inc.	12 Series B preferred shares.	—	600,000	—	600,000	14,417
	<b>Total Affiliate Investments</b>	<b>\$14,617,378</b>	<b>\$ 6,420,236</b>	<b>(\$6,375,395)</b>	<b>\$14,662,219</b>	<b>\$ 738,714</b>
	<b>Total Control and Affiliate Investments</b>	<b>\$24,639,678</b>	<b>\$10,520,236</b>	<b>(\$6,581,223)</b>	<b>\$28,578,691</b>	<b>\$2,559,725</b>

This schedule should be read in conjunction with the Corporation's Consolidated Financial Statements, including the Consolidated Schedule of Portfolio Investments and Notes to the Consolidated Financial Statements.

- (1) Gross additions include increases in the cost basis of investments resulting from new portfolio investment, follow on investments, capitalized interest and the accretion of discounts. Gross Additions also include net increases in unrealized appreciation or net decreases in unrealized depreciation, and the movement of an existing portfolio company into this category and out of a another category.
- (2) Gross reductions include decreases in the cost basis of investments resulting from principal repayments, sales, note conversions, net increases in unrealized depreciation, net decreases in unrealized appreciation, the exchange of existing securities for new securities and the movement of an existing portfolio company out of this category and into another category.
- (3) Represents the total amount of interest, fees or dividends credited to income for the portion of the period an investment was included in Control or Affiliate categories, respectively.

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**CONSOLIDATED SCHEDULE OF PORTFOLIO INVESTMENTS**  
**December 31, 2015 (Continued)**

<u>Industry Classification</u>	<u>Percentage of Total Investments (at fair value) as of December 31, 2015</u>
Manufacturing .....	49.6%
Software .....	22.2
Healthcare .....	13.9
Contact Center .....	6.7
Consumer Product .....	3.3
Professional Services .....	1.6
Oil and Gas .....	1.4
Electronics .....	1.0
Marketing .....	0.3
<b>Total Investments</b> .....	<u><u>100%</u></u>

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**FINANCIAL HIGHLIGHTS SCHEDULE**  
**For the Five Years Ended December 31, 2016, 2015, 2014, 2013 and 2012**

The following is a schedule of financial highlights for the years ended December 31, 2016, 2015, 2014, 2013 and 2012:

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>
<b>Per Share Data:</b>					
Income from investment operations(1):					
Investment income .....	\$ 0.16	\$ 0.45	\$ 0.40	\$ 0.38	\$ 0.39
Expenses .....	0.54	0.29	0.39	0.37	0.27
Investment (loss) gain before income taxes .....	(0.38)	0.16	0.01	0.01	0.12
Income tax (benefit) expense .....	(0.13)	0.02	0.01	(0.01)	0.02
Net investment (loss) gain .....	(0.25)	0.14	0.00	0.02	0.10
Purchase of treasury stock(2) .....	0.00	0.00	0.02	0.04	0.04
Net realized and unrealized gain on investments .....	0.06	0.10	0.71	0.42	0.18
(Decrease) increase in net asset value ...	(0.19)	0.24	0.73	0.48	0.32
Net asset value, beginning of year, based on weighted average shares .....	5.35	5.11	4.38	3.90	3.58
Net asset value, end of year, based on weighted average shares .....	\$ 5.16	\$ 5.35	\$ 5.11	\$ 4.38	\$ 3.90
Per share market value, end of year .....	\$ 3.16	\$ 3.77	\$ 4.09	\$ 3.07	\$ 2.34
Total return based on market value .....	(16.1%)	(7.8%)	33.2%	31.2%	(24.5)%
Total return based on net asset value .....	(3.62%)	4.64%	15.26%	8.87%	5.67%
<b>Supplemental Data:</b>					
Ratio of expenses before income taxes to average net assets .....	10.23%	5.49%	8.27%	8.76%	7.16%
Ratio of expenses including taxes to average net assets .....	8.48%	7.89%	16.28%	14.03%	11.01%
Ratio of net investment (loss) gain to average net assets .....	(3.62%)	2.55%	0.07%	0.57%	2.73%
Portfolio turnover .....	18.4%	21.4%	21.5%	17.9%	22.6%
Net assets end of year .....	\$32,629,363	\$33,853,660	\$32,353,441	\$28,069,332	\$25,782,300
Weighted average shares outstanding, end of year .....	6,325,792	6,328,538	6,391,175	6,513,385	6,770,389

(1) Per share data are based on shares outstanding and results are rounded.

(2) Net increase is due to purchase of common stock at prices less than beginning of period net asset value per share.

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Nature of Business** – Rand Capital Corporation (“Rand”) was incorporated under the laws of New York in 1969. Beginning in 1971, Rand operated as a publicly traded, closed-end, diversified management company that was registered under Section 8 of the Investment Company Act of 1940 (the “1940 Act”). In 2001, Rand elected to be treated as a business development company (“BDC”) under the 1940 Act. In 2002, Rand formed a wholly-owned subsidiary for the purpose of operating it as a small business investment company (“SBIC”) licensed by the U.S. Small Business Administration (“SBA”). The subsidiary received an SBA license to operate as an SBIC in 2002. The subsidiary, which had been organized as a Delaware limited partnership, was converted into a New York corporation on December 31, 2008, at which time its operations as a licensed SBIC were continued by the newly formed corporation under the name of Rand Capital SBIC, Inc. (“Rand SBIC”). In 2012, the SEC granted an Order of Exemption for Rand with respect to the operations of Rand SBIC. At that time, although Rand SBIC was operated as if it were a BDC, it was registered as an investment company under the 1940 Act. Upon Rand’s receipt of the order granting the exemptions, Rand SBIC filed an election to be regulated as a BDC under the 1940 Act. The following discussion describes the operations of Rand and its wholly-owned subsidiary Rand SBIC (collectively, the “Corporation”).

**Principles of Consolidation** – The consolidated financial statements include the accounts of Rand and its wholly-owned subsidiary Rand SBIC. All intercompany accounts and transactions have been eliminated in consolidation.

**Fair Value of Financial Instruments** – The carrying amounts reported in the consolidated statement of financial position of cash, interest receivable, accounts payable and accrued expenses approximate fair value because of the immediate or short-term maturity of these financial instruments.

**Fair Value of SBA Debentures** – In September 2016, the SBIC Funding Corporation completed a pooling of SBA debentures that have a coupon rate of 2.051%, excluding a mandatory SBA annual charge estimated to be 0.804%, resulting in a total estimated fixed rate for ten years of 2.855%. The carrying value of Rand’s SBA debentures is a reasonable estimate of fair value because stated interest rates approximate current interest rates that are available for debt with similar terms.

**Investment Classification** – In accordance with the provisions of the 1940 Act, the Corporation classifies its investments by level of control. Under the 1940 Act “Control Investments” are investments in companies that the Corporation is deemed to “Control” if it owns more than 25% of the voting securities of the company or has greater than 50% representation on the company’s board. “Affiliate Investments” are companies in which the Corporation owns between 5% and 25% of the voting securities. “Non-Control/Non-Affiliate Investments” are those companies that are neither Control Investments nor Affiliate Investments.

**Investments** – Investments are valued at fair value as determined in good faith by the management of the Corporation and approved by the Board of Directors. The Corporation invests in loan instruments, debt instruments, and equity instruments. There is no single standard for determining fair value in good faith. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while employing a consistent valuation process. The Corporation analyzes and values each investment quarterly, and records unrealized depreciation for an investment that it believes has become impaired, including where collection of a loan or debt security or realization of the recorded value of an equity security is doubtful. Conversely, the Corporation will record unrealized appreciation if it believes that an underlying portfolio company has appreciated in value and, therefore, its equity securities have also appreciated in value. These estimated fair values may differ from the values that would have been used had a ready market for the investments existed and these differences could be material if the Corporation’s assumptions and judgments differ from results of actual liquidation events. See Note 2 “Investments.”

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Qualifying Assets** – All of the Corporation’s investments were made in privately held small business enterprises, that were not investment companies, were principally based in the United States, and represent qualifying assets as defined by Section 55(a) of the 1940 Act.

**Revenue Recognition – Interest Income** – Interest income is recognized on the accrual basis except where the investment is in default or otherwise presumed to be in doubt. In such cases, interest is recognized at the time of receipt. A reserve for possible losses on interest receivable is maintained when appropriate.

Rand SBIC’s interest accrual is also regulated by the SBA’s “Accounting Standards and Financial Reporting Requirements for Small Business Investment Companies.” Under these rules, interest income cannot be recognized if collection is doubtful, and a 100% reserve must be established. The collection of interest is presumed to be in doubt when there is substantial doubt about a portfolio company’s ability to continue as a going concern or a loan is in default for more than 120 days. Management also uses other qualitative and quantitative measures to determine the value of a portfolio investment and the collectability of any accrued interest.

After reviewing each of our portfolio companies’ performance and the circumstances surrounding each investment, the Corporation ceased accruing interest income on our outstanding notes in First Wave Products Group, LLC (First Wave) and a portion of the Mercantile Adjustment Bureau, LLC (Mercantile) outstanding notes in 2015 and G-TEC Natural Gas Systems in 2004.

The Corporation holds debt securities in its investment portfolio that contain payment-in-kind (“PIK”) interest provisions. PIK interest, computed at the contractual rate specified in each debt agreement, is periodically added to the principal balance of the debt and is recorded as interest income. Thus, the actual collection of this interest may be deferred until the time of debt principal repayment.

**Revenue Recognition – Dividend Income** – The Corporation may receive distributions from portfolio companies that are limited liability companies or corporations and these distributions are classified as dividend income on the consolidated statement of operations. Dividend income is recognized on an accrual basis when it can be reasonably estimated.

The Corporation holds preferred equity securities that contain cumulative dividend provisions. Cumulative dividends are recorded as dividend income, and any dividends in arrears are added to the balance of the preferred equity investment. The actual collection of these dividends in arrears may be deferred until such time as the preferred equity is redeemed.

**Revenue Recognition – Fee Income** – Consists of the revenue associated with the amortization of financing fees charged to the portfolio companies upon successful closing of Rand SBIC financings and income associated with portfolio company board attendance fees. The income associated with the amortization of financing fees was \$22,634, \$18,333 and \$16,200 for the years ended December 31, 2016, 2015 and 2014, respectively and is estimated to be approximately \$20,000 in 2017, \$15,000 in 2018, \$11,000 in 2019 and \$300 in 2020. The board fees were \$4,000, \$11,000 and \$14,000 for the years ended December 31, 2016, 2015 and 2014, respectively.

**Realized Gain or Loss and Unrealized Appreciation or Depreciation of Investments** – Amounts reported as realized gains and losses are measured by the difference between the proceeds from the sale or exchange and the cost basis of the investment without regard to unrealized gains or losses recorded in prior periods. The cost of securities that have, in management’s judgment, become worthless are written off and reported as realized losses when appropriate. Unrealized appreciation or depreciation reflects the difference between the valuation of the investments and the cost basis of the investments.

**Original Issue Discount** – Investments may include “original issue discount”, or OID, income. This occurs, for example, when the Corporation purchases a warrant and a note from a portfolio company simultaneously, which requires an allocation of a portion of the purchase price to the warrant and reduces the purchase price allocated to the note by an equal amount in the form of a note discount or OID. The note is reported net of the

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

OID and the OID is accreted into interest income over the life of the loan. The Corporation recognized \$9,996, \$17,339 and \$15,492 in OID income for the years ended December 31, 2016, 2015 and 2014, respectively. OID income is estimated to be approximately \$8,000 for 2017.

**Deferred Debenture Costs** – SBA debenture origination and commitment costs, which are netted against the debenture obligation (See Note 5 “SBA Debenture Obligations”), will be amortized ratably over the terms of the SBA debentures. Amortization expense during the years ended December 31, 2016, 2015 and 2014 was \$27,400, \$27,400 and \$24,686, respectively. Amortization expense on currently outstanding debentures for the next five years is estimated to average \$27,000 per year.

**Net Assets Per Share** – Net assets per share are based on the number of shares of common stock outstanding. There are no common stock equivalents.

**Supplemental Cash Flow Information** – Income taxes paid during the years ended December 31, 2016, 2015 and 2014 amounted to \$2,560,614, \$2,402,317 and \$1,945,879, respectively. Interest paid during the years ended December 31, 2016, 2015 and 2014 was \$283,650, \$269,066 and \$220,667, respectively. During 2016, 2015 and 2014, the Corporation converted \$19,252, \$212,426 and \$211,127, respectively, of interest receivable and payment-in-kind interest (PIK) into debt investments. During the year ended December 31, 2016, the Corporation recorded one escrow receivable for \$1,100,000 from the sale of Gemcor II LLC. During the year ended December 31, 2014, the Corporation recorded one escrow receivable for \$1,510,248 from the sale of BinOptics Corporation which was collected during 2016. During 2014 the Corporation collected escrows of \$680,612 from Liazon Corporation and \$160,847 from Ultra-Scan Corporation. During 2015, the Corporation collected \$32,962 in escrow receivable from Ultra-Scan Corporation.

**Concentration of Credit and Market Risk** – The Corporation’s financial instruments potentially subject it to concentrations of credit risk. Cash is invested with banks in amounts which, at times, exceed insurable limits. Management does not anticipate non-performance by the banks.

As of December 31, 2016, 43% of the Corporation’s total investment value was held in notes and equity securities of five portfolio companies. As of December 31, 2015, 62% of the Corporation’s total investment value was held in debt and equity securities in five portfolio companies.

**Income Taxes** – The Corporation reviews the tax positions it has taken to determine if they meet the “more likely than not threshold” for the benefit of the tax position to be recognized in the financial statements. A tax position that fails to meet the more likely than not recognition threshold will result in either a reduction of a current or deferred tax asset or receivable, or the recording of a current or deferred tax liability. See Note 4 “Income Taxes.”

**Accounting Estimates** – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**SBA Debenture** – The Corporation had \$8,000,000 in outstanding SBA debentures at December 31, 2016 and December 31, 2015 with a weighted average interest rate of 3.54% as of December 31, 2016. The \$8,000,000 in outstanding SBA debentures matures from 2022 through 2025.

The Corporation has consented to the exercise by the SBA of all rights of the SBA under 13 C.F.R. 107.1810(i) “SBA remedies for automatic events of default” and has agreed to take all actions that the SBA may so require, which may include the Corporation’s automatic consent to the appointment of SBA or its designee as receiver under Section 311(c) of the Small Business Investment Act of 1958.

**Reclassification** – Certain balances in prior years were reclassified to conform to presentations adopted in 2016.



**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**NOTE 2. – INVESTMENTS**

The Corporation's investments are carried at fair value in accordance with Accounting Standards Codification (ASC) 820, "Fair Value Measurements and Disclosures", which defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements.

Loan investments are defined as traditional loan financings with no equity features. Debt investments are defined as debt financings that include one or more equity features such as conversion rights, stock purchase warrants, and/or stock purchase options. A financing may also be categorized as a debt financing if it is accompanied by the direct purchase of an equity interest in the company.

The Corporation uses several approaches to determine the fair value of an investment. The main approaches are:

- Loan and debt securities are valued at cost when it is representative of the fair value of the investment or sufficient assets or liquidation proceeds are expected to exist from a sale of a portfolio company at its estimated fair value. However, they may be valued at an amount other than the price the security would command given the rate and related inherent portfolio risk of the investment.

A loan or debt instrument may be reduced in value if it is judged to be of poor quality, collection is in doubt or insufficient liquidation proceeds exist.

- Equity securities may be valued using the "asset approach", "market approach" or "income approach." The asset approach involves estimating the liquidation value of the portfolio company's assets. To the extent the value exceeds the remaining principal amount of the debt or loan and all other debt securities of the portfolio company, the fair value of such securities is generally estimated to be their cost. However, where value is less than the remaining principal amount of the loan and all other debt securities, the Corporation may discount the value of such securities. The market approach uses observable prices and other relevant information generated by similar market transactions. It may include the use of market multiples derived from a set of comparables to assist in pricing the investment. Additionally, the Corporation adjusts valuations if a subsequent significant equity financing has occurred that includes a meaningful portion of the financing by a sophisticated, unrelated new investor. The income approach employs a cash flow and discounting methodology to value an investment.

ASC 820 classifies the inputs used to measure fair value into the following hierarchy:

Level 1: Quoted prices in active markets for identical assets or liabilities, used in the Corporation's valuation at the measurement date.

Level 2: Quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active, or other observable inputs other than quoted prices.

Level 3: Unobservable and significant inputs to determining the fair value.

Financial assets are categorized based upon the level of judgment associated with the inputs used to measure their fair value.

Any changes in estimated fair value are recorded in the statement of operations as "Net (decrease) increase in unrealized depreciation or appreciation on investments."

Under the valuation policy, the Corporation values unrestricted publicly traded companies, categorized as Level 1 investments, at the average closing bid price for the last three trading days of the reporting period. There were no such Level 1 investments as of December 31, 2016.

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In the valuation process, the Corporation values restricted securities, categorized as Level 3 investments, using information from these portfolio companies, which may include:

- Audited and unaudited statements of operations, balance sheets and operating budgets;
- Current and projected financial, operational and technological developments of the portfolio company;
- Current and projected ability of the portfolio company to service its debt obligations;
- The current capital structure of the business and the seniority of the various classes of equity if a deemed liquidation event were to occur;
- Pending debt or capital restructuring of the portfolio company;
- Current information regarding any offers to purchase the investment, or recent fundraising transactions;
- Current ability of the portfolio company to raise additional financing if needed;
- Changes in the economic environment which may have a material impact on the operating results of the portfolio company;
- Internal occurrences that may have an impact (both positive and negative) on the operating performance of the portfolio company;
- Qualitative assessment of key management;
- Contractual rights, obligations or restrictions associated with the investment; and
- Other factors deemed relevant by the Corporation's management to assess valuation.

The valuation may be reduced if a portfolio company's performance and potential have deteriorated significantly. If the factors that led to a reduction in valuation are overcome, the valuation may be readjusted.

**Equity Securities**

Equity Securities may include preferred stock, common stock, warrants and limited liability company membership interests.

The significant unobservable inputs used in the fair value measurement of the Corporation's equity investments are earnings before interest, tax and depreciation and amortization (EBITDA) and revenue multiples, where applicable, the financial and operational performance of the business, and the senior equity preferences that may exist in a deemed liquidation event. Standard industry multiples may be used when available; however, the Corporation's portfolio companies are typically small and in early stages of development and these industry standards may be adjusted to more closely match the specific financial and operational performance of the portfolio company. Due to the nature of certain investments, fair value measurements may be based on other criteria, which may include third party appraisals. Significant changes to the unobservable inputs, such as variances in financial performance from expectations, may result in a significantly higher or lower fair value measurement. Significant changes in any of these unobservable inputs may result in a significantly higher or lower fair value estimate.

Another key factor used in valuing equity investments is a significant recent arms-length equity transaction, entered into by the portfolio company, with a sophisticated non-strategic unrelated new investor. The terms of these equity transactions may not be identical to the equity transactions between the portfolio company and the Corporation, and the impact of the difference in transaction terms on the market value of the portfolio company may be difficult or impossible to quantify.

When appropriate the Black-Scholes pricing model is used to estimate the fair value of warrants for accounting purposes. This model requires the use of highly subjective inputs including expected volatility and

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

expected life, in addition to variables for the valuation of minority equity positions in small private and early stage companies. Significant changes in any of these unobservable inputs may result in a significantly higher or lower fair value estimate.

For recent investments, the Corporation generally relies on the cost basis, which is deemed to represent the fair value, unless other fair market value inputs are identified causing the Corporation to depart from this basis.

**Loan and Debt Securities**

The significant unobservable inputs used in the fair value measurement of the Corporation's loan and debt securities are the financial and operational performance of the portfolio company, similar debt with similar terms with other portfolio companies, as well as the market acceptance for the portfolio company's products or services. These inputs will likely provide an indicator as to the probability of principal recovery of the investment. The Corporation's loan and debt investments are often junior secured or unsecured debt securities. Fair value may also be determined based on other criteria where appropriate. Significant changes to the unobservable inputs may result in a change in fair value. For recent investments, the Corporation generally relies on the cost basis, which is deemed to represent the fair value, unless other fair market value inputs are identified causing the Corporation to depart from this basis.

The following table provides a summary of the significant unobservable inputs used to determine the fair value of the Corporation's Level 3 portfolio investments as of December 31, 2016:

<u>Investment Type</u>	<u>Market Approach EBITDA Multiple</u>	<u>Market Approach Liquidation Seniority</u>	<u>Market Approach Revenue Multiple</u>	<u>Market Approach Transaction Pricing</u>	<u>Asset Approach Liquidation Method</u>	<u>Totals</u>
Non-Control/Non-Affiliate Equity .....	\$ —	\$ —	\$ 2,571,325	\$ 6,163,891	\$ —	8,735,216
Non-Control/Non-Affiliate Debt ..	\$1,090,690	—	3,669,101	—	300,000	5,059,791
<b>Total Non-Control/ Non-Affiliate .....</b>	<b>\$1,090,690</b>	<b>\$ —</b>	<b>\$ 6,240,426</b>	<b>\$ 6,163,891</b>	<b>\$ 300,000</b>	<b>\$13,795,007</b>
Affiliate Equity .....	\$2,023,746	\$22,841	\$ 3,163,166	\$ 2,755,791	\$ 800,000	\$ 8,765,544
Affiliate Debt .....	1,891,964	—	1,048,466	1,700,000	200,000	4,840,430
<b>Total Affiliate .....</b>	<b>\$3,915,710</b>	<b>\$22,841</b>	<b>\$ 4,211,632</b>	<b>\$ 4,455,791</b>	<b>\$1,000,000</b>	<b>\$13,605,974</b>
Control Equity .....	\$ —	\$ —	\$ 99,500	\$ —	\$ —	\$ 99,500
Control Debt .....	—	—	—	—	—	—
<b>Total Control .....</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 99,500</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 99,500</b>
<b>Total Level 3 Investments .....</b>	<b>\$5,006,400</b>	<b>\$22,841</b>	<b>\$10,551,558</b>	<b>\$10,619,682</b>	<b>\$1,300,000</b>	<b>\$27,500,481</b>
Range .....	4.8X-6.7X	1X	0.5X-10.3X	Not Applicable	Not Applicable	
Unobservable Input .....	EBITDA Multiple	Asset Value	Revenue Multiple	Transaction Price	Asset Value	
Weighted Average .....	5.9X	1X	3.5X	Not Applicable	Not Applicable	

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table provides a summary of the components of Level 1, 2 and 3 Assets Measured at Fair Value on a Recurring Basis at December 31, 2016:

<u>Description</u>	<u>December 31, 2016</u>	<u>Fair Value Measurements at Reported Date Using</u>		
		<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Observable Inputs (Level 2)</u>	<u>Other Significant Unobservable Inputs (Level 3)</u>
Loan investments .....	\$ 3,200,000	\$—	\$—	\$ 3,200,000
Debt investments .....	6,700,221	—	—	6,700,221
Equity investments .....	17,600,260	—	—	17,600,260
Total .....	<u>\$27,500,481</u>	<u>\$—</u>	<u>\$—</u>	<u>\$27,500,481</u>

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table provides a summary of changes in Assets Measured at Fair Value on a Recurring Basis Using Significant Unobservable Inputs (Level 3) for the year ended December 31, 2016:

<u>Description</u>	<b>Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Venture Capital Investments</b>			
	<u>Loan Investments</u>	<u>Debt Investments</u>	<u>Equity Investments</u>	<u>Total</u>
<b>Ending Balance, December 31, 2015, of Level 3 Assets</b> . . . . .	\$ 416,972	\$5,076,632	\$ 31,338,796	\$ 36,832,400
<b>Realized Gains included in net change in net assets from operations:</b>				
Gemcor II, LLC (Gemcor) . . . . .	—	—	14,620,063	14,620,063
Satisfy, Inc. (Satisfy) . . . . .	—	—	(650,000)	(650,000)
<b>Total Realized Gains</b> . . . . .	—	—	13,970,063	13,970,063
<b>Unrealized Gains and Losses included in net change in net assets from operations:</b>				
Athenex, Inc. (Athenex) . . . . .	—	—	69,444	69,444
Carolina Skiff LLC (Carolina Skiff) . . . . .	—	—	500,000	500,000
Gemcor II, LLC (Gemcor) . . . . .	—	—	(12,775,000)	(12,775,000)
Intrinsiq Material, Inc. (Intrinsiq) . . . . .	—	—	254,329	254,329
Knoa Software, Inc. (Knoa) . . . . .	—	—	(422,800)	(422,800)
OnCore Golf Technology, Inc. (Oncore Golf) . . . . .	—	—	(187,500)	(187,500)
Teleservices Solutions Holdings, LLC (Teleservices) . . . . .	—	—	(990,680)	(990,680)
<b>Total Unrealized Gains and Losses</b> . . . . .	—	—	(13,552,207)	(13,552,207)
<b>Purchases of Securities/Changes to Securities/Non-cash conversions:</b>				
ACV Auctions, Inc. (ACV Auctions) . . . . .	—	—	163,000	163,000
BeetNPath, LLC (Beetnpath) . . . . .	—	150,000	—	150,000
ClearView Social, Inc. (Clearview Social) . . . . .	—	—	200,000	200,000
eHealth Global Technologies, Inc. (eHealth) . . . . .	1,500,000	—	—	1,500,000
Empire Genomics, LLC (Empire Genomics) . . . . .	—	550,000	—	550,000
Genicon, Inc. (Genicon) . . . . .	1,700,000	—	—	1,700,000
GoNoodle, Inc. (GoNoodle) . . . . .	—	10,127	—	10,127
Intrinsiq . . . . .	—	—	430,671	430,671
Knoa Software, Inc. (Knoa) . . . . .	—	48,466	—	48,466
Mercantile Adjustment Bureau, LLC (Mercantile) . . . . .	—	9,996	—	9,996
Oncore Golf . . . . .	—	150,000	—	150,000
PostProcess Technologies, Inc. (Post Process) . . . . .	—	300,000	—	300,000
SciAps, Inc. (Sciaps) . . . . .	—	300,000	—	300,000
Tilson Technology Management, Inc. (Tilson) . . . . .	—	200,000	200,000	400,000
<b>Total Purchases of Securities/Changes to Securities/Non-cash conversions</b> . . . . .	3,200,000	1,718,589	993,671	5,912,260
<b>Repayments and Sale of Securities:</b>				
Gemcor . . . . .	(416,972)	—	(15,245,063)	(15,662,035)
<b>Total Repayments and Sale of Securities</b> . . . . .	(416,972)	—	(15,245,063)	(15,662,035)
<b>Transfers within Level 3</b> . . . . .	—	(95,000)	95,000	—
<b>Ending Balance, December 31, 2016, of Level 3 Assets</b> . . . . .	<u>\$3,200,000</u>	<u>\$6,700,221</u>	<u>\$ 17,600,260</u>	<u>\$ 27,500,481</u>
Change in unrealized appreciation on investments for the period included in changes in net assets . . . . .				(\$ 13,552,207)
Net realized gain on investments for the period included in changes in net assets . . . . .				\$ 14,138,203

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table provides a summary of the significant unobservable inputs used to determine the fair value of the Corporation's Level 3 portfolio investments as of December 31, 2015:

<u>Investment Type</u>	<u>Market Approach EBITDA Multiple</u>	<u>Market Approach Liquidation Seniority</u>	<u>Market Approach Revenue Multiple</u>	<u>Market Approach Transaction Pricing</u>	<u>Asset Approach Liquidation Method</u>	<u>Totals</u>
Non-Control/Non-Affiliate Equity .....	\$ 1,080,694	\$ —	\$ —	\$ 5,064,041	\$ 500,000	\$ 6,644,735
Non-Control/Non-Affiliate Debt .....	—	—	—	—	1,608,974	1,608,974
<b>Total Non-Control/Non-Affiliate .....</b>	<b>\$ 1,080,694</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 5,064,041</b>	<b>\$ 2,108,974</b>	<b>\$ 8,253,709</b>
Affiliate Equity .....	\$ 1,128,348	\$ 22,841	\$ 600,001	\$ 10,524,065	\$ —	\$ 12,275,255
Affiliate Debt .....	—	—	—	150,000	2,236,964	2,386,964
<b>Total Affiliate .....</b>	<b>\$ 1,128,348</b>	<b>\$ 22,841</b>	<b>\$ 600,001</b>	<b>\$ 10,674,065</b>	<b>\$ 2,236,964</b>	<b>\$ 14,662,219</b>
Control Equity .....	\$ 13,400,000	\$ —	\$ 99,500	\$ —	\$ —	\$ 13,499,500
Control Debt .....	416,972	—	—	—	—	416,972
<b>Total Control .....</b>	<b>\$ 13,816,972</b>	<b>\$ —</b>	<b>\$ 99,500</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 13,916,472</b>
<b>Total Level 3 Investments ....</b>	<b>\$ 16,026,014</b>	<b>\$ 22,841</b>	<b>\$ 699,501</b>	<b>\$ 15,738,106</b>	<b>\$ 4,345,938</b>	<b>\$ 36,832,400</b>
Range .....	3.6X-7.5X	1X	0.75X-2.5X	0.0X – 1.0X	Not Applicable	
Unobservable Input .....	EBITDA Multiple	Asset Value	Revenue Multiple	Discount	Asset Value	
Weighted Average .....	6.2X	1X	2X	0.94X	Not Applicable	

The following table provides a summary of the components of Level 1, 2 and 3 Assets Measured at Fair Value on a Recurring Basis at December 31, 2015:

<u>Description</u>	<u>December 31, 2015</u>	<u>Fair Value Measurements at Reported Date Using</u>		
		<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Observable Inputs (Level 2)</u>	<u>Other Significant Unobservable Inputs (Level 3)</u>
Loan investments .....	\$ 416,972	\$—	\$—	\$ 416,972
Debt investments .....	5,076,632	—	—	5,076,632
Equity investments .....	31,338,796	—	—	31,338,796
<b>Total .....</b>	<b>\$ 36,832,400</b>	<b>\$—</b>	<b>\$—</b>	<b>\$ 36,832,400</b>

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table provides a summary of changes in Assets Measured at Fair Value on a Recurring Basis Using Significant Unobservable Inputs (Level 3) for the year ended December 31, 2015:

Description	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Venture Capital Investments			
	Loan Investments	Debt Investments	Equity Investments	Total
<b>Ending Balance, December 31, 2014, of Level 3 Assets</b>	\$ 622,801	\$5,384,339	\$23,692,236	\$ 29,699,376
<b>Realized Gains (Losses) included in net change in net assets from operations:</b>				
BinOptics Corporation (Binoptics)	—	—	(5,394)	(5,394)
CrowdBouncer, Inc. (Crowdbouncer)	—	—	(300,000)	(300,000)
<b>Total Realized Gains (Losses)</b>	—	—	(305,394)	(305,394)
<b>Unrealized Gains or Losses included in net change in net assets from operations:</b>				
Athenex, Inc. (Athenex)	—	—	92,592	92,592
Crowdbouncer	—	—	300,000	300,000
First Wave Products Group, LLC (First Wave)	—	(728,031)	(22,000)	(750,031)
Gemcor II, LLC (Gemcor)	—	—	4,100,000	4,100,000
GiveGab, Inc. (Give Gab)	—	—	(191,907)	(191,907)
Intrinsiq Material, Inc. (Intrinsiq)	—	—	(600,002)	(600,002)
KnowledgeVision Systems, Inc. (Knowledge Vision)	—	—	(250,000)	(250,000)
Mercantile Adjustment Bureau, LLC (Mercantile)	—	(150,000)	(97,625)	(247,625)
OnCore Golf Technology, Inc. (Oncore Golf)	—	—	(187,500)	(187,500)
SciAps, Inc. (Sciaps)	—	—	(500,000)	(500,000)
SocialFlow, Inc. (Social Flow)	—	—	321,300	321,300
Somerset Gas Transmission Company, LLC (Somerset)	—	—	(286,748)	(286,748)
Teleservices Solutions Holdings, LLC (Teleservices)	—	—	(250,000)	(250,000)
<b>Total Unrealized Gains and Losses</b>	—	(878,031)	2,428,110	1,550,079
<b>Purchases of Securities/Changes to Securities/Non-cash conversions:</b>				
BeetNPath, LLC (Beetnpath)	—	—	209,000	209,000
Binoptics	—	—	5,394	5,394
Chequed.com, Inc. (Chequed)	—	(250,000)	(1,383,222)	(1,633,222)
City Dining Cards, Inc. (City Dining)	—	—	500,000	500,000
First Wave	—	31,353	—	31,353
Genicon, Inc. (Genicon)	—	—	1,000,000	1,000,000
Give Gab	—	—	212,833	212,833
GoNoodle, Inc. (GoNoodle)	—	1,008,974	25	1,008,999
Intrinsiq	—	95,000	—	95,000
Knowledge Vision	—	—	200,001	200,001
Mercantile	—	9,997	—	9,997
Mezmeriz, Inc. (Mezmeriz)	—	(200,000)	351,477	151,477
Oncore Golf	—	150,000	175,000	325,000
Outmatch (formerly Chequed Holdings, LLC)	—	—	2,145,496	2,145,496
Rheonix, Inc. (Rheonix)	—	—	702,732	702,732
Sciaps	—	—	754,710	754,710
Social Flow	—	—	500,000	500,000
Statisfy, Inc.(Statisfy)	—	—	150,000	150,000
Teleservices	—	—	235,398	235,398
Tilson Technology Management, Inc. (Tilson)	—	—	600,000	600,000
<b>Total Purchases of Securities/Changes to Securities/Non-cash conversions</b>	—	845,324	6,358,844	7,204,168
<b>Repayments of Securities:</b>				
Carolina Skiff, LLC (Carolina Skiff)	—	(125,000)	(985,000)	(1,110,000)
Gemcor II, LLC (Gemcor)	(205,829)	—	—	(205,829)
<b>Total Repayments of Securities</b>	(205,829)	(125,000)	(985,000)	(1,315,829)
<b>Transfers within Level 3</b>	—	(150,000)	150,000	—
<b>Ending Balance, December 31, 2015, of Level 3 Assets</b>	\$ 416,972	\$5,076,632	\$31,338,796	\$ 36,832,400
Change in unrealized appreciation on investments for the period included in changes in net assets				1,550,079
Net realized (losses) on investments for the period included in changes in net assets				(\$ 305,394)

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**NOTE 3. – OTHER ASSETS**

At December 31, 2016 and 2015, other assets was comprised of the following:

	<u>2016</u>	<u>2015</u>
Escrow receivable from Gemcor II LLC (Gemcor) .....	\$1,100,000	—
Dividend receivable .....	34,101	86,724
Prepaid expenses .....	6,758	—
Equipment (net) .....	6,523	11,676
Operating receivables .....	1,126	1,159
Escrow receivable from BinOptics Corporation .....	—	1,504,854
Total other assets .....	<u>\$1,148,508</u>	<u>\$1,604,413</u>

During 2014, the Corporation sold its investment in BinOptics Corporation and a portion of the proceeds are held in escrow and were received by the Corporation during 2016. During the first quarter of 2016, Gemcor II, LLC sold its assets, and a portion of the proceeds are held in escrow and will be released during 2017. The Gemcor escrow receivable is subject to potential claims.

**NOTE 4. – INCOME TAXES**

Deferred tax assets and liabilities are recorded for temporary differences between the financial statement and tax bases of assets and liabilities using the tax rate expected to be in effect when the taxes are actually paid or recovered.

The tax effect of the major temporary differences and carryforwards that give rise to the Corporation's net deferred tax assets and (liabilities) at December 31, 2016 and 2015 are approximately as follows:

	<u>2016</u>	<u>2015</u>
Operations .....	<b>\$ 328,000</b>	\$ 305,000
Investments .....	<b>830,000</b>	(2,701,000)
NOL & tax credit carryforwards .....	<b>51,000</b>	69,000
Valuation allowance .....	<b>(44,000)</b>	(34,000)
Deferred tax asset (liability), net .....	<u><b>\$1,165,000</b></u>	<u><b>(\$ 2,361,000)</b></u>

The major temporary differences cited above include differences in the book and tax bases of the Corporation's joint venture investments, as well as unrealized gains and losses on corporate investments that will be taxed when realized in future years. The Corporation assesses the recoverability of its deferred tax assets annually to determine if a valuation allowance is necessary. In performing this assessment, it considers estimated future taxable income and ongoing tax planning strategies. Based on this assessment, it was determined that a valuation allowance was necessary against the deferred tax asset relating to certain state net operating loss carryforwards (NOL).



**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The components of income tax expense (benefit) reported in the statements of operations are as follows for the years ended December 31:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Current:			
Federal .....	\$ 2,571,560	\$257,279	\$2,670,129
State .....	374,290	14,015	118,118
	<u>2,945,850</u>	<u>271,294</u>	<u>2,788,247</u>
Deferred:			
Federal .....	(3,151,558)	320,546	(437,470)
State .....	(374,792)	202,289	69,013
	<u>(3,526,350)</u>	<u>522,835</u>	<u>(368,457)</u>
Total .....	<u>(\$ 580,500)</u>	<u>\$794,129</u>	<u>\$2,419,790</u>

A reconciliation of the expense (benefit) for income taxes at the federal statutory rate to the expense reported is as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Net investment (loss) gain, realized gain and unrealized (loss) gain before income tax expense .....	(\$1,783,183)	\$2,294,348	\$6,961,271
Expected tax (benefit) expense at statutory rate .....	(\$ 606,282)	\$ 780,078	\$2,366,832
State - net of federal effect .....	(2,586)	142,459	123,506
Pass-through expense (benefit) from portfolio investment .....	31,213	(135,262)	(71,850)
Dividend received deduction .....	(15,368)	(4,977)	(5,436)
Other .....	12,523	11,831	6,738
Total .....	<u>(\$ 580,500)</u>	<u>\$ 794,129</u>	<u>\$2,419,790</u>

At December 31, 2016 and 2015, the Corporation had no federal net operating loss carryforwards or capital loss carryforwards. For state tax purposes, there was a Pennsylvania net operating loss carryforward of \$671,184 and \$468,535 at December 31, 2016 and 2015, respectively. As mentioned previously, the related deferred tax asset has a valuation allowance since the net operating loss is not expected to be utilized. For state tax purposes the Corporation had a NYS Qualified Emerging Technology Company (QETC) tax credit carryforward of \$0 and \$29,204 at December 31, 2016 and 2015. The QETC credit carryforward does not have an expiration date. The Corporation also has a Georgia Employer's Jobs Tax Credit carryforward of \$10,398 and \$23,325 at December 31, 2016 and 2015 and this credit expires in the next five to ten years.

The Corporation is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ended December 31, 2013 through 2016. In general, the Corporation's state income tax returns are open to audit under the statute of limitations for the years ended December 31, 2013 through 2016.

It is the Corporation's policy to include interest and penalties related to income tax liabilities in income tax expense on the Statement of Operations. There was no amount recognized for interest and penalties related to unrecognized tax benefits for the years ended December 31, 2016, 2015, and 2014.

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**NOTE 5. – SBA DEBENTURE OBLIGATIONS**

At December 31, 2016 and 2015, Rand SBIC had debentures payable to and guaranteed by the SBA totaling \$8,000,000. The weighted average interest rate at December 31, 2016 was 3.54%.

The debenture terms require semiannual payments of interest at annual interest rates ranging from 2.245% to 3.644%, plus an annual charge of 0.804%. The debentures have fixed interest rates and a 10 year maturity date. As of December 31, 2016, no additional leverage is available from the SBA.

The debentures outstanding at December 31, 2016 will mature as follows:

<u>Maturity Date</u>	<u>Leverage</u>
2022 .....	3,000,000
2023 .....	2,500,000
2024 .....	1,500,000
2025 .....	<u>1,000,000</u>
Total Outstanding .....	<u><u>\$8,000,000</u></u>

The Corporation was previously required to pay the SBA a commitment fee equal to 1% of the face amount of the SBA leverage reserved as a partial prepayment of the SBA’s nonrefundable 3% leverage draw fees. There were no commitment and leverage draw fees paid during the years ended December 31, 2016 or 2015 and \$24,250 was paid during the year ended December 31, 2014.

The Corporation has consented to the exercise by the SBA of all rights of the SBA under 13 C.F.R. 107.1810(i) “SBA remedies for automatic events of default” and has agreed to take all actions that the SBA may so require, which may include the Corporation’s automatic consent to the appointment of SBA or its designee as receiver under section 311(c) of the Act.

Pursuant to Accounting Standard Update (ASU) 2015-03, the debt origination costs directly associated with the SBA debt obligations are presented as a direct deduction for the related debt liability.

	<u>December 31,</u> <u>2016</u>	<u>December 31,</u> <u>2015</u>
Debentures guaranteed by the SBA .....	\$8,000,000	\$8,000,000
Less unamortized issue costs .....	(172,227)	(199,627)
Debentures guaranteed by the SBA, net .....	<u>\$7,827,773</u>	<u>\$7,800,373</u>

**NOTE 6. – STOCKHOLDERS’ EQUITY (NET ASSETS)**

At December 31, 2016 and 2015, there were 500,000 shares of \$10.00 par value preferred stock authorized and unissued.

On October 19, 2016, the Board of Directors extended the repurchase authorization of up to 1,000,000 shares of the Corporation’s outstanding common stock on the open market through October 19, 2017 at prices that are no greater than the then current net asset value. During 2016, the Corporation repurchased 6,550 shares for \$21,615 and paid an average of \$3.30 per share. No shares were repurchased during the year ended December 31, 2015. At December 31, 2016, the total treasury shares held was 541,046 shares with a total cost of \$1,469,105.

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Summary of change in equity accounts:

	Accumulated Net Investment Loss	Undistributed Net Realized Gain on Investments	Net Unrealized Appreciation on Investments
<b>Balance, December 31, 2014</b> .....	(\$ 867,482)	\$18,290,374	\$ 5,109,947
Net increase (decrease) in net assets from operations . . . .	842,902	(27,973)	685,290
<b>Balance, December 31, 2015</b> .....	(\$ 24,580)	\$18,262,401	\$ 5,795,237
Net (decrease) increase in net assets from operations . . .	(1,553,268)	8,864,653	(8,514,068)
<b>Balance, December 31, 2016</b> .....	(\$ 1,577,848)	\$27,127,054	(\$ 2,718,831)

**NOTE 7. – STOCK OPTION PLANS**

In 2001, the stockholders of the Corporation authorized the establishment of an Employee Stock Option Plan (the “Option Plan”) that provides for the award of options to purchase up to 200,000 common shares to eligible employees. In 2002, the Corporation placed the Option Plan on inactive status as it developed a new profit sharing plan for the Corporation’s employees in connection with the formation of its SBIC subsidiary. As of December 31, 2016, 2015 and 2014, no stock options had been awarded under the Option Plan. Because Section 57(n) of the 1940 Act prohibits maintenance of a profit sharing plan for the officers and employees of a BDC where any option, warrant or right is outstanding under an executive compensation plan, no options will be granted under the Option Plan while any profit sharing plan is in effect with respect to the Corporation (See Note 8).

**NOTE 8. – EMPLOYEE BENEFIT PLANS**

The Corporation has a defined contribution 401(k) Plan (the “401K Plan”). The 401K Plan provides a base contribution of 1% for eligible employees and also provides up to 5% matching contributions. The employer contributions to the 401K Plan amounted to \$39,673, \$44,793 and \$55,690 for the years ended December 31, 2016, 2015 and 2014, respectively.

In 2002, the Corporation established a Profit Sharing Plan (the “Plan”) for its executive officers in accordance with Section 57(n) of the 1940 Act. Under the Plan, the Corporation will pay its executive officers aggregate profit sharing payments equal to 12% of the net realized gains on investments of its SBIC subsidiary, net of all realized losses and unrealized depreciation on the investments of the SBIC subsidiary, for the fiscal year, computed in accordance with the Plan and the Corporation’s interpretation of the Plan. Any profit sharing paid or accrued cannot exceed 20% of the Corporation’s net income, as defined in the Plan. For purposes of the 20% profit sharing test, the Corporation interprets net income to be the total of the Corporation’s net investment (loss) gain and its net realized gain (loss) on sales and dispositions of investments, prior to inclusion of the estimated profit sharing obligation. The profit sharing payments are split equally between the Corporation’s two executive officers, each of whom is fully vested in the Plan.

The Corporation expensed \$1,270,052, \$0, and \$899,500 under the Plan for the years ended December 31, 2016, 2015 and 2014, respectively. Included in the profit sharing and bonus payable line on the accompanying statement of financial position at December 31, 2016 is \$132,000 to be paid to the executive officers upon collection of the escrow receivable in 2017. Estimated payroll taxes and benefits on the profit sharing have been accrued at December 31, 2016, 2015 and 2014. The amounts approved do not exceed the defined limits.

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**NOTE 9. – COMMITMENTS AND CONTINGENCIES**

The Corporation has a lease for office space which expires in December 2020. Rent expense under this operating lease for the years ended December 31, 2016, 2015 and 2014 was \$19,500, \$19,200 and \$18,840, respectively. The operating lease obligations are approximately as follows:

<u>Year</u>	<u>Amount</u>
2017 .....	\$18,800
2018 .....	19,100
2019 .....	19,400
2020 .....	19,700
Total .....	<u>\$77,000</u>

On March 2, 2017, the Corporation filed with the Securities and Exchange Commission (SEC) certain Change in Control Agreements which have been executed with each of its Named Executive Officer, (NEOs), which provide each NEO with certain financial benefits in the event that (i) such NEO's employment is terminated without cause (as defined in the Change in Control Agreement) in connection with, or within eighteen months after, a Change in Control of the Corporation or (ii) such NEO terminates his employment in connection with, or within eighteen months after, a Change in Control for "Good Reason". Upon the occurrence of such events, the Agreement provides for a lump sum payment to the Executive in an amount equal to (i) one (1.0) times such Executive's annual base salary then in effect plus (ii) the average of the annual incentive bonuses and profit sharing payments earned by such Executive for the last five fiscal years ended prior to such Executive's employment termination date. However, the amount of the payment to any Executive cannot exceed (and will otherwise be reduced in order not to exceed) 1.5% of the total equity capitalization of the Corporation implied by the Change in Control event.

**NOTE 10. – QUARTERLY OPERATIONS AND EARNINGS DATA – UNAUDITED**

	<u>4<sup>th</sup> Quarter</u>	<u>3<sup>rd</sup> Quarter</u>	<u>2<sup>nd</sup> Quarter</u>	<u>1<sup>st</sup> Quarter</u>
<b>2016</b>				
Investment income .....	\$ 301,335	\$ 315,886	\$ 220,506	\$ 194,131
Net decrease in net assets from operations .....	(\$215,771)	(\$571,300)	(\$198,092)	(\$217,520)
Basic and diluted net decrease in net assets per share from operations .....	(\$ 0.03)	(\$ 0.09)	(\$ 0.03)	(\$ 0.04)
<b>2015</b>				
Investment income .....	\$ 745,787	\$ 718,279	\$ 718,524	\$ 641,747
Net increase in net assets from operations .....	\$ 891,078	\$ 286,497	\$ 143,096	\$ 179,548
Basic and diluted net increase in net assets per share from operations .....	\$ 0.14	\$ 0.05	\$ 0.02	\$ 0.03

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**NOTE 11. – ALLOWANCE FOR DOUBTFUL ACCOUNTS**

The Corporation maintains an allowance for doubtful accounts for estimated uncollectible interest payments due from portfolio investments. The allowance for doubtful accounts is based on a review of the overall condition of the receivable balances and a review of past due amounts. Changes in the allowance for doubtful accounts consist of the following:

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Balance at beginning of year .....	(\$122,000)	(\$128,311)	(\$122,000)
Provision for losses .....	(39,000)	—	(6,311)
Write offs/Recoveries .....	—	6,311	—
Balance at end of year .....	<u>(\$161,000)</u>	<u>(\$122,000)</u>	<u>(\$128,311)</u>

**NOTE 12. – UNCONSOLIDATED SIGNIFICANT SUBSIDIARY**

In accordance with the Rule 4.08(g) of Regulation S-X, the Corporation has an unconsolidated significant subsidiary that is not required to be consolidated. Accordingly, financial information is presented below for our significant subsidiary as of December 31, 2015. That investment was sold during 2016.

	<u>For the years ended December 31 (000's)</u>
	<u>2015</u>
<b>Balance Sheet:</b>	
Current assets .....	\$18,131
Non-current assets .....	\$10,417
Current liabilities .....	\$ 8,609
Non-current liabilities .....	\$ 356
<b>Income Statement:</b>	
Net sales .....	\$36,603
Gross profit .....	\$ 7,704
Net income .....	\$ 4,768

**RAND CAPITAL CORPORATION AND SUBSIDIARY**  
**SCHEDULE OF CONSOLIDATED CHANGES IN INVESTMENTS AT**  
**COST AND REALIZED GAIN**  
**For the Year Ended December 31, 2016**

	<u>Cost Increase (Decrease)</u>	<u>Realized Gain (Loss)</u>
<b>New investments:</b>		
Genicon, Inc. (Genicon) . . . . .	\$ 1,700,000	\$ —
eHealth Global Technologies, Inc. (eHealth) . . . . .	1,500,000	—
Empire Genomics, LLC (Empire Genomics) . . . . .	550,000	—
Intrinsiq Materials, Inc. (Intrinsiq) . . . . .	421,546	—
Tilson Technology Management, Inc. (Tilson) . . . . .	400,000	—
PostProcess Technologies LLC (Post Process) . . . . .	300,000	—
SciAps, Inc. (SciAps) . . . . .	300,000	—
ClearView Social, Inc. (Clearview Social) . . . . .	200,000	—
ACV Auctions, Inc. (ACV Auction) . . . . .	163,000	—
BeetNPath, LLC (BeetNPath) . . . . .	150,000	—
OnCore Golf Technology, Inc. (Oncore Golf) . . . . .	150,000	—
Knoa Software, Inc. (Knoa) . . . . .	48,466	—
Total of new investments . . . . .	<u>5,883,012</u>	<u>—</u>
<b>Other changes to investments:</b>		
GoNoodle, Inc. (GoNoodle) interest conversion . . . . .	10,127	—
Mercantile Adjustment Bureau, LLC (Mercantile) OID amortization . . . . .	9,996	—
Intrinsiq interest conversion . . . . .	9,125	—
Total of other changes to investments . . . . .	<u>29,248</u>	<u>—</u>
<b>Investments repaid, sold or liquidated:</b>		
Gemcor II, LLC (Gemcor) repayment . . . . .	(1,041,972)	14,620,063
Satisfy, Inc. (Satisfy) realized loss . . . . .	(650,000)	(650,000)
Athenex, Inc. (Athenex) . . . . .	—	168,140
Total investments repaid, sold or liquidated . . . . .	<u>(1,691,972)</u>	<u>14,138,203</u>
<b>Net change in investments, at cost . . . . .</b>	<b><u>\$ 4,220,288</u></b>	<b><u>\$14,138,203</u></b>

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders  
Rand Capital Corporation and Subsidiary

We have audited the accompanying consolidated statements of financial position of Rand Capital Corporation and Subsidiary (the "Corporation") as of December 31, 2016 and 2015, including the consolidated schedule of portfolio investments as of December 31, 2016 and 2015, and the related consolidated statements of operations, cash flows and changes in net assets for each of the three years in the period ended December 31, 2016, and the financial highlights schedule for each of the five years in the period then ended. These consolidated financial statements and the financial highlights schedule are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these consolidated financial statements and financial highlights schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights schedule are free of material misstatement. The Corporation is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included examination or confirmation of securities owned as of December 31, 2016 and 2015. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements and financial highlights schedule referred to above present fairly, in all material respects, the financial position of the Corporation as of December 31, 2016 and 2015, the results of their operations, their cash flows and the changes in their net assets for each of the three years in the period ended December 31, 2016, and the financial highlights schedule for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 2, the investment securities included in the consolidated financial statements valued at \$27,500,481 (84% of net assets) and \$36,832,400 (109% of net assets) as of December 31, 2016 and 2015, respectively, include securities valued at \$27,500,481 and \$36,832,400, respectively, whose fair values have been estimated by management in the absence of readily ascertainable fair value. The fair value estimates are then approved by the Board of Directors. We have reviewed the procedures used by management in preparing the valuations of investment securities and have inspected the underlying documentation, and in the circumstances we believe the procedures are reasonable and the documentation appropriate. Those estimated values may differ from the values that would have been used had a ready market for the investments existed.

The supplementary schedule of consolidated changes in investments at cost and realized gain for the year ended December 31, 2016 has been subjected to audit procedures performed in conjunction with the audit of the Corporation's consolidated financial statements. The supplemental information is the responsibility of the Corporation's management. Our audit procedures included determining whether the supplemental information reconciles to the consolidated financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In our opinion, the supplemental schedule of consolidated changes in investments at cost and realized gain for the year ended December 31, 2016 is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ FREED MAXICK CPAs, P.C.

Buffalo, New York  
March 8, 2017



**Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None

**Item 9A. *Controls and Procedures***

*Disclosure Controls and Procedures.* The Corporation maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms, and that this information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The Chief Executive Officer and the Chief Financial Officer carried out an evaluation of the effectiveness of the design and operation of the Corporation’s disclosure controls and procedures as of December 31, 2016. Based on the evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that the Corporation’s controls and procedures were effective as of December 31, 2016.

*Management Report on Internal Control Over Financial Reporting.* The management of the Corporation is responsible for establishing and maintaining adequate internal control over financial reporting. The Corporation’s internal control system is a process designed to provide reasonable assurance to the Corporation’s management and board of directors regarding the preparation and fair presentation of published financial statements.

Management assessed the effectiveness of the Corporation’s internal control over financial reporting as of December 31, 2016. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (2013). Based on its assessment, management believes that, as of December 31, 2016, the Corporation’s internal control over financial reporting is effective.

This annual report does not include an attestation report of the Corporation’s independent registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by the Corporation’s independent registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the corporation to provide only management’s report in this Annual Report.

*Changes in Internal Control over Financial Reporting.* There have been no changes in our internal control over financial reporting during the Corporation’s most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Corporation’s internal control over financial reporting.

**Item 9B. *Other Information***

None

**Part III**

**Item 10. *Directors, Executive Officers, and Corporate Governance***

Information in response to this Item is incorporated herein by reference to the information under the headings “ PROPOSAL 1 – ELECTION OF DIRECTORS”, “COMMITTEES AND MEETING DATA,” and “Section 16(a) Beneficial Ownership Compliance” provided in the Corporation’s definitive Proxy Statement for its 2016 Annual Meeting of Shareholders, to be filed under Regulation 14A (the “2017 Proxy Statement”).

The Corporation has adopted a written Code of Ethics that applies to our principal executive officer, principal financial officer and vice president of finance, and a Business Ethics Policy applicable to the Corporation’s directors, officers and employees. The Corporation’s Code of Conduct and Business Ethics Policy are available, free of charge, in the Governance section of the Corporation’s website located at [www.randcapital.com](http://www.randcapital.com).



**Item 11. *Executive Compensation***

Information in response to this Item is incorporated herein by reference to the information provided in the Corporation's 2017 Proxy Statement under the headings "COMPENSATION DISCUSSION AND ANALYSIS" and "DIRECTOR COMPENSATION."

**Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

Information in response to this Item is incorporated herein by reference to the information provided in the Corporation's 2017 Proxy Statement under the heading "BENEFICIAL OWNERSHIP OF SHARES."

**Item 13. *Certain Relationships and Related Transactions and Director Independence***

Information in response to this Item is incorporated herein by reference to the information in the Corporation's 2017 Proxy Statement under the heading "DIRECTOR INDEPENDENCE."

**Item 14. *Principal Accountant Fees and Services***

Information concerning the Corporation's independent auditors, the audit committee's pre-approval policy for audit services and our principal accountant fees and services is contained in the Corporation's 2017 Proxy Statement under the heading "INDEPENDENT REGISTERED PUBLIC ACCOUNTANT (INDEPENDENT ACCOUNTANT) FEES".

**Part IV**

**Item 15. *Exhibits and Financial Statement Schedules***

(a) The following documents are filed as part of this report and included in Item 8:

(1) CONSOLIDATED FINANCIAL STATEMENTS

Statements of Financial Position as of December 31, 2016 and 2015

Statements of Operations for the three years in the period ended December 31, 2016

Statements of Changes in Net Assets for the three years in the period ended December 31, 2016

Statements of Cash Flows for the three years in the period ended December 31, 2016

Schedule of Portfolio Investments as of December 31, 2016

Schedule of Portfolio Investments as of December 31, 2015

Financial Highlights Schedule for the five years in the period ended December 31, 2016

Notes to the Consolidated Financial Statements

Supplemental Schedule of Consolidated Changes in Investments at Cost and Realized Gain for the year ended December 31, 2016

Report of Independent Registered Public Accounting Firm

(2) FINANCIAL STATEMENT SCHEDULES

The required financial statement Schedule II – Valuation and Qualifying Accounts has been omitted because the information required is included in the Note 11 to the consolidated financial statements.

(b) The following exhibits are filed with this report or are incorporated herein by reference to a prior filing, in accordance with Rule 12b-32 under the Securities Exchange Act of 1934.

(3.1)(i) Certificate of Incorporation of the Corporation, incorporated by reference to Exhibit (a)(1) of Form N-2 filed with the Securities Exchange Commission on April 22, 1997. (File No. 814-00235).

- (3.1)(ii) By-laws of the Corporation incorporated by reference to Exhibit 3(ii) to the Corporation's Quarterly Report on Form 10-Q for the period ended September 30, 2016 filed with the Securities Exchange Commission on November 2, 2016. (File No. 814-00235).
- (4) Specimen certificate of common stock certificate, incorporated by reference to Exhibit (b) of Form N-2 filed with the Securities Exchange Commission on April 22, 1997. (File No. 814-00235).
- (10.1) Employee Stock Option Plan – incorporated by reference to Appendix B to the Corporation's definitive Proxy Statement filed on June 8, 2001.\* (File No. 811-01825).
- (3.2)(i) Certificate of Incorporation of Rand Merger Corporation as filed by the NY Department of State on 12/18/08 – incorporated by reference to Exhibit 1(a) to Registration Statement No. 811-22276 on Form N-5 of Rand Capital SBIC, Inc. filed with the SEC on February 6, 2009. (File No. 811-22276).
- (3.2)(ii) By-laws of Rand Capital SBIC, Inc. – incorporated by reference to Exhibit 2 to Registration Statement No. 811-22276 on Form N-5 of Rand Capital SBIC, Inc. filed with the SEC on February 6, 2009. (File No. 811-22276).
- (10.2) Certificate of Merger of Rand Capital SBIC, L.P. and Rand Capital Management, LLC into Rand Merger Corporation, as filed by the NY Department of State on 12/18/08 – incorporated by reference to Exhibit 1(b) to Registration Statement No. 811-22276 on Form N-5 of Rand Capital SBIC, Inc. filed with the SEC on February 6, 2009 (File No. 811-22276).
- (10.3) Rand Capital Corporation Amended and Restated Profit Sharing Plan applicable to Rand Capital SBIC, Inc. – incorporated by reference to Exhibit 7 to Registration Statement No. 811-22276 on Form N-5 of Rand Capital SBIC, Inc. filed with the SEC on February 6, 2009. (File No. 811-22276)\*
- (31.1) Certification of Principal Executive Officer Pursuant to Rules 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended – filed herewith.
- (31.2) Certification of Principal Financial Officer Pursuant to Rules 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended – filed herewith.
- (32.1) Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – Rand Capital Corporation – filed herewith.

\* Management contract or compensatory plan.

**Item 16. From 10-K Summary**

None

## Signatures

Pursuant to the requirements of Section 13 or 15(d) of Securities Exchange Act of 1934, the registrant has duly caused this Report on Form 10-K to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 8, 2017

RAND CAPITAL CORPORATION

By: /s/ Allen F. Grum

Allen F. Grum, President

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Corporation in the capacities and on the dates indicated.

### Signature/Title

#### (i) Principal Executive Officer:

/s/ Allen F. Grum

March 8, 2017

Allen F. Grum / President

#### (ii) Principal Accounting & Financial Officer:

/s/ Daniel P. Penberthy

March 8, 2017

Daniel P. Penberthy / Treasurer

#### (iii) Directors:

/s/ Allen F. Grum

March 8, 2017

Allen F. Grum / Director

/s/ Erland E. Kailbourne

March 8, 2017

Erland E. Kailbourne / Director

/s/ Ross B. Kenzie

March 8, 2017

Ross B. Kenzie / Director

/s/ Reginald B. Newman II

March 8, 2017

Reginald B. Newman II / Director

/s/ Jayne K. Rand

March 8, 2017

Jayne K. Rand / Director

/s/ Robert M. Zak

March 8, 2017

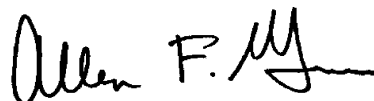
Robert M. Zak / Director

**CERTIFICATION**  
**of**  
**Principal Executive Officer Pursuant to Rules 13a-14(a)/15d-14(a) under the**  
**Securities Exchange Act of 1934, as amended**

I, Allen F. Grum, certify that:

1. I have reviewed this annual report on Form 10-K of Rand Capital Corporation and subsidiary;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 8, 2017



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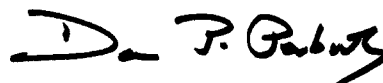
Allen F. Grum, President  
(Principal Executive Officer of Rand Capital  
Corporation and Principal Executive Officer of  
Rand Capital SBIC, Inc.)

**CERTIFICATION**  
**of**  
**Principal Financial Officer Pursuant to Rules 13a-14(a)/15d-14(a) under the**  
**Securities Exchange Act of 1934, as amended**

I, Daniel P. Penberthy, certify that:

1. I have reviewed this annual report on Form 10-K of Rand Capital Corporation and subsidiary;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 8, 2017




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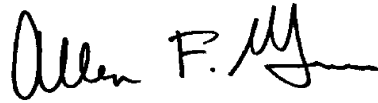
Daniel P. Penberthy, Treasurer  
 (Principal Financial Officer of Rand Capital Corporation and Principal Financial Officer of Rand Capital SBIC, Inc.)

**CERTIFICATION**  
**Pursuant to 18 U.S.C Section 1350 as Adopted Pursuant to Section 906**  
**Of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of Rand Capital Corporation (the “Company”), does hereby certify, to such officer’s knowledge, that:

The Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the Form10-K) of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

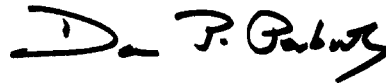
Dated: March 8, 2017



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Allen F. Grum, President  
(Chief Executive Officer)

Dated: March 8, 2017



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Daniel P. Penberthy, Treasurer  
(Chief Financial Officer)

## SHAREHOLDER INFORMATION

### Corporate Headquarters

**Rand Capital Corporation**  
2200 Rand Building  
Buffalo, New York 14203  
716.853.0802  
716.854.8480 Fax  
[www.randcapital.com](http://www.randcapital.com)

### OFFICERS AND DIRECTORS

#### Corporate Officers

**Allen F. Grum**  
*President and Chief Executive Officer*

**Daniel P. Penberthy**  
*Executive Vice President, Treasurer,  
Secretary and Chief Financial Officer*

#### Board of Directors

**Reginald B. Newman II**, *Chairman*  
*Chairman, Prior Aviation Service, Inc.*

**Robert M. Zak**, *Vice Chairman*  
*President and Chief Executive Officer,  
Merchants Mutual Insurance Company*

**Allen F. Grum**  
*President and Chief Executive Officer,  
Rand Capital Corporation*

**Erland E. Kailbourne**  
*Chairman, Albany International, Inc.*

**Ross B. Kenzie**  
*Retired*

**Jayne K. Rand**  
*Vice President, M&T Bank Corporation*

#### General Counsel

Hodgson Russ LLP  
Buffalo, New York  
[www.hodgsonruss.com](http://www.hodgsonruss.com)

#### Independent Accountants

Freed Maxick CPAs, PC  
Buffalo, New York  
[www.freedmaxick.com](http://www.freedmaxick.com)

#### Stock Exchange Listing

The Company's stock is traded on the NASDAQ Capital Market tier of the NASDAQ Stock Market under the symbol: RAND. The closing stock price at December 30, 2016 was \$3.16.

### Shareholders

The Corporation had an estimated total of 792 shareholders at March 1, 2017, which included 92 record holders of its common stock and an estimated 700 shareholders with shares held under beneficial ownership in nominee name or within clearinghouse positions of brokerage firms or banks.

### 2017 Annual Meeting

The Annual Meeting of Shareholders for Rand Capital Corporation will be held on Thursday, April 20, 2017 at 10:30 am ET at:

The Buffalo Club  
Millard Fillmore Conference Room  
388 Delaware Avenue  
Buffalo, New York

All shareholders are encouraged to attend.  
Business attire is required.

### Investor Relations

Investors, stockbrokers, security analysts and others seeking information about Rand Capital Corporation should contact:

**Deborah K. Pawlowski / Karen L. Howard**  
*Kei Advisors LLC*  
716.843.3908 / 716.843.3942  
[dpawlowski@keiadvisors.com](mailto:dpawlowski@keiadvisors.com) /  
[khoward@keiadvisors.com](mailto:khoward@keiadvisors.com)

#### Company Contact:

**Allen F. Grum**  
*President and Chief Executive Officer*  
716.853.0802  
[pgrum@randcapital.com](mailto:pgrum@randcapital.com)

### Transfer Agent

For information on ownership, lost/missing shares or other information regarding Rand stock certificates, please contact our transfer agent. For additional assistance, please contact Rand Capital directly.

**Continental Stock Transfer & Trust Company**  
17 Battery Place, 8th Floor  
New York NY 10004  
212.509.4000  
[cstmail@continentalstock.com](mailto:cstmail@continentalstock.com)  
[www.continentalstock.com](http://www.continentalstock.com)



NASDAQ: RAND

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2200 Rand Building ♦ Buffalo, New York 14203 ♦ 716.853.0802

[www.randcapital.com](http://www.randcapital.com)