

RAND CAPITAL CORP
Form SC 13G/A
February 11, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2

(Amendment No. 2)*

Rand Capital Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

752185108

(CUSIP Number)

12/31/2014

(Date of Event Which Requires Filing of the Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

Page 1 of 5

CUSIP NO. 752185108 13G Page 2 of 5 Pages

NAME OF REPORTING PERSONS

1. Lynn E. Gorguze

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
(see instructions)

2. (a) ..
(b) ..

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

USA

SOLE VOTING POWER

NUMBER OF

SHARES 5. 315,657 (1)

BENEFICIALLY

OWNED BY

6. SHARED VOTING POWER

EACH

REPORTING

PERSON 0

WITH

SOLE DISPOSITIVE POWER

7.
315,657 (1)

8. SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

315,657

10. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES "

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11.

4.96%

12. TYPE OF REPORTING PERSON (See Instructions)

IN

Represents (i) 242,748 shares held by the Lynn Gorguze Separate Property Trust dated 4/21/98, of which Ms. (1)Gorguze is the sole trustee and (ii) 72,909 shares held by the Vincent and Gloria Gorguze Trust dated 3/27/98, of which Ms. Gorguze is the sole trustee.

Page 2 of 5

CUSIP NO. 752185108 13G Page 3 of 5 Pages

Item 1(a). Name of Issuer:

Rand Capital Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

2200 Rand Building

Buffalo, NY 14203

Item 2(a). Name of Person Filing:

Lynn E. Gorguze

Item 2(b). Address of Principal Business Office or, if none, Residence:

1200 Prospect Street, Suite 325

LaJolla, CA 92037

Item 2(c). Citizenship:

USA

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

752185108

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is
a:

- (a) " Broker or dealer registered under Section 15 of the Act (15 U.S.C 78o);
- (b) " Bank as defined in Section 3(a)(6) of the Act (15 U.S.C 78c);
- (c) " Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C 78c);
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 315,657

(b) Percent of Class: L.96%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 315,657

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 315,657

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Page 4 of 5

CUSIP NO. 752185108 13G Page 5 of 5 Pages

Item 10. Certifications:

Not applicable

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, I certify (the undersigned certifies) that the information set forth in this statement is true, complete and correct.

February 11, 2015

(Date)

/s/ Lynn E. Gorguze

(Signature)

Lynn E. Gorguze

Name and Title

Page 5 of 5