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FRANKLIN CAPITAL CORP  
Form 8-K  
April 01, 2004

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported):  
March 30, 2004

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

DELAWARE  
(State or Other  
jurisdiction of  
incorporation)

1-9727  
(Commission  
File Number)

13-3419202  
(IRS Employer  
Identification No.)

450 Park Avenue, 20th Floor  
New York, N.Y.  
(Address of principal executive offices)

10022  
(Zip Code)

Registrant's telephone number, including area code: (212)486-2323

FORWARD LOOKING STATEMENTS

Certain statements in this Form 8-K, including statements prefaced by the words "anticipates", "estimates", "believes", "expects" or words of similar meaning, constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

ITEM 5. OTHER EVENTS.

The Board of Directors of Franklin Capital Corporation (the "Company") has authorized the retention of a financial advisor to advise the Company on various strategic, financial and business alternatives available to it to maximize shareholder value. These may include a reorganization, re-capitalization, acquisitions, dispositions of assets, a sale or merger.

A copy of the press release issued by the Company in connection with

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the action of its Board of Directors is attached hereto as Exhibit 99.

### ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

99. Press Release dated March 30, 2004.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRANKLIN CAPITAL CORPORATION

By:

Name: Stephen L. Brown

Title: Chairman and

Chief Executive Officer

Date: March 30, 2004