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FRANKLIN CAPITAL CORP  
Form 8-K  
July 01, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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Date of Report (Date of Earliest Event Reported): July 1, 2002

FRANKLIN CAPITAL CORPORATION

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(Exact Name of Registrant as Specified in its Charter)

DELAWARE

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(State or Other Jurisdiction of Incorporation)

1-9727

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(Commission File Number)

13-3419202

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(I.R.S. Employer Identification No.)

450 PARK AVENUE, 10TH FLOOR  
NEW YORK, NEW YORK

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(Address of Principal Executive offices)

10022

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(Zip Code)

(212) 486-2323

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(Registrant's Telephone Number, Including Area Code)

NOT APPLICABLE

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(Former Name or Former Address, if changed Since Last Report)

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ITEM 5. OTHER EVENTS.

On July 1, 2002, Franklin Capital Corporation ("Franklin") announced that it had exercised its contractual right to terminate the Agreement and Plan of Merger, dated as of December 4, 2001, between Franklin and Change Technology

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Partners, Inc. A copy of the press release announcing such termination is attached hereto as Exhibit 99.1.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a), (b) Not applicable.

(c) Exhibits:

| Exhibit No.<br>----- | Exhibit<br>-----                  |
|----------------------|-----------------------------------|
| 99.1                 | Press Release dated July 1, 2002. |

2

SIGNATURE

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

FRANKLIN CAPITAL CORPORATION

Date: July 1, 2002

By: /s/ Spencer L. Brown

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Spencer L. Brown  
Senior Vice-President

3

EXHIBIT INDEX

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Exhibit No.  
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Exhibit  
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99.1

Press Release dated July 1, 2002.