

FRANKLIN CAPITAL CORP

Form DEFA14A

February 07, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
The Securities Exchange Act of 1934**

Filed by Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Section 240.14a-12

FRANKLIN CAPITAL CORPORATION

(Name of Registrant as specified in its charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
-

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FOR IMMEDIATE RELEASE

**FRANKLIN CAPITAL CORPORATION CHANGES TERMS OF PROPOSED TWO-FOR-ONE STOCK SPLIT;
WILL NOW SEEK STOCKHOLDER APPROVAL TO
EFFECT A THREE-FOR-ONE STOCK SPLIT OF ITS COMMON STOCK**

SANTA MONICA, CALIFORNIA, February 7, 2005 Franklin Capital Corporation (AMEX: FKL) announced today that its Board of Directors unanimously approved a change to the terms of the proposed stock split previously announced on January 4, 2005 and determined to seek stockholder approval at its upcoming annual meeting of stockholders to effect a three-for-one split of Franklin Capital's common stock. The stock split would increase the number of shares of Franklin Capital's common stock outstanding from approximately 1.5 million to approximately 4.5 million shares of common stock.

ADDITIONAL INFORMATION

Franklin Capital has filed with the SEC a preliminary proxy statement in connection with its upcoming annual meeting of stockholders. The information contained in the preliminary proxy statement is not complete and may be changed. Franklin Capital's stockholders are advised to read the definitive proxy statement relating to the annual meeting of stockholders of Franklin Capital when it becomes available, as it will contain important information. You may also obtain the documents filed by Franklin Capital with the Securities and Exchange Commission for free at the Internet website maintained by the Securities and Exchange Commission at www.sec.gov. In addition, Franklin Capital will mail the definitive proxy statement to each stockholder of record on the record date to be established for the upcoming annual meeting of stockholders of Franklin Capital. Copies of the definitive proxy statement will also be available for free by writing to Corporate Secretary, Franklin Capital Corporation, 100 Wilshire Boulevard, Suite 1500, Santa Monica, CA 90401.

Franklin Capital, its directors and its executive officers may be deemed to be participants in the solicitation of proxies in connection with the upcoming annual meeting of stockholders. Information regarding these participants is contained in a filing under Rule 14a-12 of the Securities and Exchange Act of 1934 filed by Franklin Capital Corporation with the SEC on January 3, 2005.

FORWARD-LOOKING STATEMENTS

This press release contains certain forward-looking statements. These forward-looking statements can generally be identified as such because the context of the statement will include words such as Franklin Capital expects, should, believes, anticipates or words of similar import. Stockholders, potential investors and other readers are cautioned that these forward-looking statements are predictions based only on current information and expectations that are inherently subject to risks and uncertainties that could cause future events or results to differ materially from those set forth or implied by the forward-looking statements. Certain of those risks and uncertainties are discussed in the Franklin Capital's filings with the Securities and Exchange Commission, including Franklin Capital's annual report on Form 10-K and quarterly reports on Form 10-Q. These forward-looking statements are only made as of the date of this press release and Franklin Capital does not undertake any obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

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