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MACC PRIVATE EQUITIES INC

Form 8-K

March 01, 2006

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) February 28, 2006

MACC PRIVATE EQUITIES INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

0-24412

42-1421406

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

101 Second Street SE, Suite 800, Cedar Rapids, Iowa

52401

(Address of Principal Executive Offices)

(Zip Code)

(319) 363-8249

(Registrant's Telephone Number, Including Area Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Two of the Registrant's directors, Mr. Paul Bass and Mr. Martin Walton, did not stand for re-election at the Registrant's 2006 Annual Shareholders Meeting.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As of the date of the Registrant's 2006 Annual Shareholders Meeting, the Registrant's Board of Directors has amended the Registrant's Bylaws to provide that the Registrant shall have five Directors.

Item 8.01 Other Events.

The Registrant issued a press release on February 28, 2006 regarding its 2006 Annual Shareholders Meeting.

A copy of the press release has been filed with this Current Report on Form 8-K as Exhibit 99.1, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3(ii) Amended and Restated Bylaws.

99.1 Press Release dated February 28, 2006

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.

Date: February 28, 2006

MACC PRIVATE EQUITIES INC.

By: /s/ David R. Schroder

David R. Schroder
President and Secretary

Exhibit Index

| <u>Exhibit</u> <u>Number</u> | <u>Description</u> |
|---------------------------------|--------------------|
|---------------------------------|--------------------|

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3(ii) Amended and Restated Bylaws.
99.1 Press Release dated February 28, 2006