

Item 1.01 Entry into a Material Agreement.

On May 9, 2005, MOD-PAC CORP. (the "Company") entered into a separation agreement (the "Separation Agreement") with C. Anthony Rider, the Company's Vice President-Finance and Chief Financial Officer. Mr. Rider voluntarily resigned from the Company effective May 6, 2005 to pursue personal interests. Pursuant to the terms of the Separation Agreement, Mr. Rider will receive, among other things, severance payments in the aggregate sum of approximately \$200,000, payable in 52 equal, weekly payments. Mr. Rider has agreed to release any claims he may have against the Company. A copy of the Separation Agreement is attached hereto as exhibit 10.1 and is incorporated herein by reference.

A copy of the press release announcing Mr. Rider's resignation is attached hereto as Exhibit 99.1.

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

The discussion in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c). Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Separation Agreement
99.1	Press Release of MOD-PAC CORP. dated May 6, 2005

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 thereunto duly authorized.

MOD-PAC CORP.

Date: May 10, 2005

By:

/S/ DANIEL G. KEANE
Daniel G. Keane
President and Chief Executive
Officer

EXHIBIT INDEX

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