

Resource Capital Corp.  
Form 8-K  
October 03, 2012

**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): October 2, 2012

**Resource Capital Corp.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
or incorporation)

**1-32733**  
(Commission  
File Number)

**20-2287134**  
(IRS Employer  
Identification No.)

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712 Fifth Avenue, 12<sup>th</sup> Floor

New York, NY  
(Address of principal executive offices)

Registrant's telephone number, including area code: 212-974-1708

10019  
(Zip 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 8.01 Other Events**

As previously disclosed, on September 25, 2012, Resource Capital Corp. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Deutsche Bank Securities Inc., Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC and MLV & Co. LLC, as representatives of the underwriters named therein (collectively, the Underwriters), and Resource Capital Manager, Inc., to issue and sell 1,150,000 shares of the Company's newly designated and classified 8.25% Series B Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the Shares), including up to 150,000 Shares which may be sold in accordance with an option granted to the Underwriters, at a public offering price of \$25.00 per share in an underwritten public offering (the Offering). The Shares were issued on October 2, 2012.

The Shares were registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (Registration No. 333-174739) declared effective by the Securities and Exchange Commission on June 21, 2011 (the Registration Statement). The Offering is being made under the prospectus supplement dated September 25, 2012 (Prospectus Supplement), and the accompanying prospectus dated June 21, 2011, constituting a part of the Registration Statement. Exhibits 5.1, 8.1, 23.1 and 23.2 attached to this Current Report on Form 8-K are incorporated by reference in their entirety into the Prospectus Supplement and Registration Statement.

**Item 9.01 Financial Statements and Exhibits**

(d) The following exhibits are included with this report:

**Exhibit**

| No.  | Exhibit Description   |
|------|---|
| 5.1  | Opinion of Foley & Lardner LLP                                    |
| 8.1  | Opinion of Ledgewood as to certain US federal income tax matters. |
| 23.1 | Consent of Foley & Lardner LLP (included in Exhibit 5.1).         |
| 23.2 | Consent of Ledgewood (included in Exhibit 8.1).                   |

**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: October 3, 2012

**Resource Capital Corp.**

/s/ David J. Bryant

Name:

**David J. Bryant**  
**Senior Vice President, Chief Financial Officer, Chief**

Title:

**Accounting Officer & Treasurer**