

Resource Capital Corp.  
Form 8-K  
August 31, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 31, 2007**

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**RESOURCE CAPITAL CORP.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction

of incorporation)

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

**20-2287134**  
(I.R.S. Employer

Identification No.)

**712 Fifth Ave., 10<sup>th</sup> Floor, New York, NY 10019**

(Address of principal executive offices) (Zip Code)

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

**N/A**

(Former name or former address, if changed since last report)

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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:

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- .. 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))
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**Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On August 31, 2007, the Board of Directors of Resource Capital Corp. (the Company) approved an amendment to the Company's Insider Trading Policy, which is incorporated in the Company's Code of Conduct. The amendment changes the blackout period in which directors, executive officers and employees may not trade in the Company's securities from one month prior to the end of the fiscal quarter or year to the 15th day of the last month prior to the end of the fiscal quarter or year. The amendment also changes the pre-clearance procedures to allow for pre-clearance of the potential transaction from a person designated by the Company's president in the absence of the Company's counsel.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
14.1	Insider Trading Policy, as amended on August 31, 2007

**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.

**RESOURCE CAPITAL CORP.**

By: /s/ Michael S. Yecies

Name: Michael S. Yecies

Title: Senior Vice President, Chief Legal Officer and  
Secretary

Dated: August 31, 2007

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
14.1	Insider Trading Policy, as amended on August 31, 2007