

Resource Capital Corp.  
Form 8-K  
March 30, 2011

**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): March 24, 2011

**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.)

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

**New York, NY**  
(Address of principal executive offices)

**10019**  
(Zip Code)

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

(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)

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- “ 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 1.01 Entry Into a Material Definitive Agreement**

On March 24, 2011, Resource Capital Corp. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Deutsche Bank Securities Inc. (the Underwriter) and Resource Capital Manager, Inc., to issue and sell up to 6,900,000 shares of the Company's common stock, par value \$0.001 per share (the Shares), including up to 900,000 Shares to cover the Underwriter's over-allotment option, at a public offering price of \$6.90 per share in an underwritten public offering (the Offering). On March 25, 2011, the Company was notified that the Underwriter elected to exercise its over-allotment option in full. The net proceeds of the Offering, after underwriting discounts and expenses, will be approximately \$46.4 million.

The Underwriting Agreement contains customary representations, warranties and covenants among the parties as of the date of entering into such Underwriting Agreement; these representations, warranties and covenants are not factual information to investors about the Company. The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

The Shares were registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (Registration No. 333-146626) declared effective by the Securities and Exchange Commission on June 6, 2008 (the Registration Statement). The Offering is being made under the prospectus supplement dated March 25, 2011 (Prospectus Supplement), and the accompanying prospectus dated June 6, 2008, constituting a part of the Registration Statement.

**Item 8.01 Other Events**

On March 28, 2011, the Company filed with the Securities and Exchange Commission the Prospectus Supplement to the base prospectus contained in the Company's Registration Statement. Exhibits 1.1, 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
1.1	Underwriting Agreement, dated March 24, 2011, among Resource Capital Corp., Resource Capital Manager, Inc. and Deutsche Bank Securities Inc.
5.1	Opinion of DLA Piper LLP (US).
8.1	Opinion of Ledgewood as to certain US federal income tax matters.
23.1	Consent of DLA Piper LLP (US) (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: March 30, 2011

**Resource Capital Corp.**

Name: /s/ David J. Bryant  
**David J. Bryant**  
**Senior Vice President, Chief Financial Officer, Chief**

Title: **Accounting Officer & Treasurer**