

Edgar Filing: Resource Capital Corp. - Form SC 13G/A

Resource Capital Corp.  
Form SC 13G/A  
February 05, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)\*

RESOURCE CAPITAL CORP.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

76120W 30 2

-----  
(CUSIP Number)

December 31, 2009

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 76120W 30 2  
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1. Names of Reporting Persons/ I.R.S. Identification Nos. of Above Persons (entities only):

LEON G. COOPERMAN  
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2. Check the Appropriate Box if a Member of a Group (See Instructions)

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(a)   
(b)

-----  
3. SEC Use Only  
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4. Citizenship or Place of Organization:

UNITED STATES  
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Number of	5. Sole Voting Power:	600,000
Shares Bene-	6. Shared Voting Power:	-0-
ficially	7. Sole Dispositive Power:	600,000
Owned by	8. Shared Dispositive Power:	-0-
Each Report-		
ing Person		
With		

-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

600,000  
-----

10. Check Box if the Aggregate Amount in Row (9) Excludes  
Certain Shares

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11. Percent of Class Represented by Amount in Row (9):

2.3 %  
-----

12. Type of Reporting Person

IN  
-----

2

CUSIP No. 76120W 30 2  
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Item 4. Ownership:

Item 4(a) (b) Amount Beneficially Owned and Percent of Class:

Mr. Cooperman may be deemed the beneficial owner of 600,000 Shares which constitutes approximately 2.3% of the total number of Shares outstanding. This is based on the Company's Form 10-Q for the quarter ended September 30, 2009 which reflected 25,705,178 Shares outstanding.

This consists of 600,000 Shares owned by the Foundation.

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Item 4(c) Number of Shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 600,000
- (ii) Shared power to vote or to direct the vote: -0-
- (iii) Sole power to dispose or to direct the disposition of: 600,000
- (iv) Shared power to dispose or to direct the disposition of: -0-

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: (X).

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Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify

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that the information set forth in this statement is true, complete and correct.

DATED: February 4, 2010 as of December 31, 2009

LEON G. COOPERMAN, individually,  
as Managing Member of Omega  
Associates, L.L.C. on behalf of  
Omega Capital Partners, L.P.,  
Omega Capital Investors, L.P.,  
Omega Equity Investors, L.P., as  
Trustee of the Leon and Toby Cooperman  
Foundation, and as President of  
Omega Advisors, Inc.

By /s/ ALAN M. STARK

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Alan M. Stark  
Attorney-in-Fact  
Power of Attorney on file

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL  
CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).