

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

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): August 31, 2007

RESOURCE CAPITAL CORP.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction

1-32733
(Commission File Number)

20-2287134
(I.R.S. Employer

of incorporation)

712 Fifth Ave., 10th Floor, New York, NY 10019

Identification No.)

(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)

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

Exhibit No.	Description
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

Exhibit No.	Description
14.1	Insider Trading Policy, as amended on August 31, 2007