

Resource Capital Corp.  
Form 8-K  
May 01, 2013

**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): April 29, 2013**

**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)

**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)
- 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 reported, Resource Capital Corp. (the Company) and Resource Capital Manager, Inc. entered into an underwriting agreement dated April 10, 2013, with Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as joint book-running managers and representatives of the underwriters named therein (collectively, the Underwriters), with respect to the offer and sale of 16,250,000 shares of the Company's common stock (the Firm Shares) plus up to an additional 2,437,500 shares of common stock (the Option Shares) to cover the Underwriters option. The sale of the Firm Shares was completed on April 15, 2013, resulting in net proceeds to the Company, after underwriting discounts, commissions and estimated expenses, of approximately \$99.5 million. On April 25, 2013, the Underwriters exercised their option in full. The sale of the Option Shares was completed on April 29, 2013, resulting in additional net proceeds to the Company, after underwriting discounts, commissions and expenses, of approximately \$15.0 million.

Exhibits 5.1 and 23.1 with respect to the issuance of the Option Shares, which are attached to this Current Report on Form 8-K, are incorporated by reference in their entirety into the Company's shelf registration statement on Form S-3 (Registration No. 333-187390).

**Item 9.01 Financial Statements and Exhibits**

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

**Exhibit**

<b>No.</b>	<b>Exhibit Description</b>
5.1	Opinion of Foley & Lardner LLP
23.1	Consent of Foley & Lardner LLP (included in Exhibit 5.1).

**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.

**Resource Capital Corp.**

Date: May 1, 2013

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