

Resource Capital Corp.  
Form S-8  
November 12, 2014

As filed with the Securities and Exchange Commission on November 12, 2014

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**RESOURCE CAPITAL CORP.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

712 Fifth Ave., 12th Floor, New York, New York

**20-2287134**  
(I.R.S. Employer  
Identification No.)

**10019**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Resource Capital Corp. Amended and Restated Omnibus Equity Compensation Plan**

**(Full title of the plan)**

**Michael S. Yecies, Esquire**

**Resource Capital Corp.**

**One Crescent Drive, Suite 203**

**Philadelphia PA 19112**

**(215) 546-5005**

**(Name and address of agent for service)**

**(212) 974-1708**

**(Telephone number, including area code, of agent for service)**

*Copy to:*

**Mark E. Rosenstein, Esquire**

**Ledgewood**

**1900 Market Street, Suite 750**

**Philadelphia, PA 19103**

**(215) 731-9450**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price(2)</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.001 per share	7,700,000	\$5.11	\$39,347,000	\$4,573

- (1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also shall be deemed to cover an indeterminate number of additional common units issuable in the event the number of outstanding units of the registrant is increased by split, reclassification, dividend or the like.
- (2) Estimated solely for purposes of determining the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, as amended, based upon the average of the high and low sales prices of the Registrant's common stock as reported on the New York Stock Exchange on November 6, 2014.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

On May 29, 2014, the stockholders of Resource Capital Corp. (the Registrant ) approved an amendment and restatement of the Resource Capital Corp. Amended and Restated Omnibus Equity Compensation Plan that (i) increased the number of shares authorized for issuance under the plan from 5,400,000 shares to 13,100,000 shares; (ii) extended the expiration date of the plan to May 29, 2024; and (iii) made other clarifying and updating amendments to the plan (as so amended and restated, the Plan ). This Registration Statement is being filed to register an additional 7,700,000 shares of the Registrant s common stock that may be issued under the Plan. Pursuant to General Instruction E of Form S-8, the Registrant hereby incorporates by reference the contents of the Registrant s Registration Statements on Form S-8 (Nos. 333-151622 and 333-176448) as previously filed with the Securities and Exchange Commission on June 12, 2008 and August 24, 2011, respectively.

**Item 8. Exhibits.**

The Exhibits furnished as part of this registration statement on Form S-8 are identified in the Exhibit Index immediately following the signature pages of this registration statement. Such Exhibit Index is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Philadelphia, Commonwealth of Pennsylvania, on November 12, 2014.

**RESOURCE CAPITAL CORP.**

By: /s/ DAVID J. BRYANT  
Name: David J. Bryant  
Title: Senior Vice President, Chief  
Financial Officer and Treasurer

KNOWN ALL PERSONS BY THESE PRESENTS, that the persons whose signatures appear below, constitute and appoint Jonathan Z. Cohen, David J. Bryant and Michael S. Yecies, and each of them, as their true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for them and in their names, places and steads, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and the other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as they might or could do in person, hereby ratifying and conforming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on November 12, 2014.

/S/ STEVEN J. KESSLER <b>Steven J. Kessler</b>	Chairman of the Board
/S/ JONATHAN Z. COHEN <b>Jonathan Z. Cohen</b>	President, Chief Executive Officer and Director (Principal executive officer)
/S/ EDWARD E. COHEN <b>Edward E. Cohen</b>	Director
/S/ DAVID J. BRYANT <b>David J. Bryant</b>	Senior Vice President, Chief Financial Officer and Treasurer (Principal financial officer)
/S/ ELDRON C. BLACKWELL <b>Eldron C. Blackwell</b>	Vice President and Chief Accounting Officer (Principal accounting officer)
/S/ WALTER T. BEACH <b>Walter T. Beach</b>	Director

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/S/ RICHARD L. FORE  
**Richard L. Fore**

Director

/S/ WILLIAM B. HART  
**William B. Hart**

Director

/S/	GARY ICKOWICZ <b>Gary Ickowicz</b>	Director
/S/	MURRAY S. LEVIN <b>Murray S. Levin</b>	Director
/S/	P. SHERRILL NEFF <b>P. Sherrill Neff</b>	Director
/S/	STEPHANIE H. WIGGINS <b>Stephanie H. Wiggins</b>	Director

**EXHIBIT INDEX**

The following exhibits are filed herewith:

<b>EXHIBIT</b>	<b>DOCUMENT</b>
4.1	Resource Capital Corp. Omnibus Equity Compensation Plan, amended and restated as of May 29, 2014. Incorporated by reference to Exhibit A to the Registrant's Proxy Statement for its Annual Meeting of Stockholders held May 29, 2014, filed on April 16, 2014.
5.1	Opinion of Foley & Lardner LLP as to legality of the securities being registered.
23.1	Consent of Grant Thornton LLP.
23.2	Consent of Foley & Lardner LLP (contained in Exhibit 5.1).
24.1	Power of Attorney (included on signature page).