Elliott Thomas C Form 4 February 01, 2018

Stock

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Elliott Thomas C Issuer Symbol Resource Capital Corp. [RSO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title ONE CRESCENT DRIVE, SUITE 01/31/2018 below) below) 203 **Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PHILADELPHIA, PA 19112 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Instr. 3, 4 and 5) Owned Direct (D) Ownership (Month/Day/Year) (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price 8.50% Series A Cumulative Redeemable 01/31/2018 J(1)D 2,127 Preferred Stock Common 89,011 (2) D Stock Common As UGMA $I^{(3)}$ 187 Stock Custodian As UGMA Common 187 $I^{(3)}$

Custodian

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. 5. | | 6. Date Exerc | rcisable and 7. Tit | | le and | 8. Price of | 9 |
|-------------|-------------|---------------------|-----------------------------|--|------------------------|----------------------------------|---------------------|---------|----------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | tion Date, if TransactionNumber Expiration Date Code of (Month/Day/Year) | | Expiration Da | ate Amou | | int of | Derivative | J |
| Security | or Exercise | | any | | | Year) | Underlying | | Security | , | |
| (Instr. 3) | Price of | | (Month/Day/Year) (Instr. 8) | | Derivative | Derivative | | | ities | (Instr. 5) |] |
| | Derivative | | | | Securities Acquired | | | (Instr. | 3 and 4) | | (|
| | Security | | | | | | | | | | J |
| | | | | (A) or | | | | | | | J |
| | | | | | Disposed | | | | | | 7 |
| | | | | of (D) | | | | | | (| |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | or | | |
| | | | | | | Date Expiration Exercisable Date | Expiration | Title | Number | | |
| | | | | | | | | of | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |
| | | | | Code V | (II) | | | | Dilaics | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

Elliott Thomas C Executive ONE CRESCENT DRIVE, SUITE 203 Vice PHILADELPHIA, PA 19112 President

Signatures

Shelle Weisbaum, 02/01/2018 Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The issuer redeemed all of its issued and outstanding 8.50% Series A Cumulative Redeemable Preferred Stock for \$25 per share on January 31, 2018.
- (2) 34,796 shares remain subject to vesting.
- The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2

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