

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name RESOURCE CAPITAL CORP.		2 Issuer's employer identification number (EIN) 20-2287134	
3 Name of contact for additional information PURVI KAMDAR	4 Telephone No. of contact 212-506-3893	5 Email address of contact PKAMDAR@RESOURCEAMERICA.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 712 5TH AVENUE, 12TH FLOOR		7 City, town, or post office, state, and Zip code of contact NEW YORK, NY 10019	
8 Date of action SEE ATTACHED		9 Classification and description COMMON STOCK - NONDIVIDEND DISTRIBUTION	
10 CUSIP number SEE ATTACHED	11 Serial number(s)	12 Ticker symbol RSO	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **DURING THE YEAR ENDED DECEMBER 31, 2016, RESOURCE CAPITAL CORP. ("RCC") MADE CASH DISTRIBUTIONS TO HOLDERS OF ITS COMMON SHARES THAT ARE PARTIALLY CLASSIFIED AS NONDIVIDEND DISTRIBUTIONS. THE TOTAL CASH DISTRIBUTIONS FOR THE TAX YEAR 2016 EXCEEDED RCC'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS; THEREFORE THE EXCESS IS A RETURN OF CAPITAL TO THE SHAREHOLDERS.**

SEE ATTACHED FOR DATES OF THE ORGANIZATIONAL ACTIONS.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **SEE ATTACHED.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **THE REDUCTION IN TAX BASIS WAS CALCULATED BY THE DIFFERENCE BETWEEN TOTAL CASH DISTRIBUTIONS FOR THE TAX YEAR 2016 LESS THE ISSUER'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS. BECAUSE THE CASH DISTRIBUTIONS EXCEEDED THE ISSUER'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS, THE DIFFERENCE IS A RETURN OF CAPITAL TO EACH SHAREHOLDER.**

RESOURCE CAPITAL CORP.
EIN: 20-2287134
ATTACHMENT TO FORM 8937

PART I, ITEM 8:

SECURITY DESCRIPTION
Resource Capital Corp. Common Stock

DATES OF ACTION
4/28/2016, 7/28/2016, 10/28/2016, 1/27/2017

PART I, ITEM 10:

CUSIP NUMBER
76120W708
76120W807

PART II, ITEM 15

<u>SECURITY DESCRIPTION</u>	<u>DATE</u>	<u>REDUCTION IN BASIS PER SHARE</u>
Resource Capital Corp. Common Stock	4/28/2016	\$ 0.168
Resource Capital Corp. Common Stock	7/28/2016	\$ 0.168
Resource Capital Corp. Common Stock	10/28/2016	\$ 0.168
Resource Capital Corp. Common Stock	1/27/2017	\$ 0.020