

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

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

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, 2015, RESOURCE CAPITAL CORPORATION ("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 2015 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 2015 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.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► IRC SECTIONS 301(C)(2).

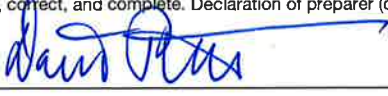
18 Can any resulting loss be recognized? ► NO RESULTING LOSS MAY BE RECOGNIZED.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► _____

THE ORGANIZATIONAL ACTION IS REPORTABLE FOR TAX YEAR 2015.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ►  Date ► 1/28/2016

Print your name ► DAVID BRYANT Title ► CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►				Firm's EIN ►
	Firm's address ►				Phone no.

RESOURCE CAPITAL CORPORATION
EIN: 20-2287134
ATTACHMENT TO FORM 8937

PART I, ITEM 8:

SECURITY DESCRIPTION	DATES OF ACTION
Resource Capital Corp. Common Stock	4/28/2015, 7/28/2015, 10/28/2015, 1/28/2016

PART I, ITEM 10:

SECURITY DESCRIPTION	CUSIP number	APPLICABLE DATES OF ACTION
Resource Capital Corp. Common Stock	76120W302	4/28/2015, 7/28/2015
Resource Capital Corp. Common Stock	76120W708	10/28/2015, 1/28/2016
Resource Capital Corp. Common Stock	76120W203	4/28/2015, 7/28/2015
Resource Capital Corp. Common Stock	76120W807	10/28/2015, 1/28/2016
Resource Capital Corp. Common Stock	76120W104	4/28/2015, 7/28/2015

Please note Resource Capital Corp. (NYSE:RSO) completed a one-for-four reverse stock split of the Company's common stock. The reverse stock split was effective as of 5:00PM EST on August 31, 2015 and resulted in a change in CUSIP numbers for the common stock plan. The information reported above is split by CUSIP and reflects action dates applicable under the old CUSIPs, and action dates applicable under the new CUSIPs.

PART II, ITEM 15:

SECURITY DESCRIPTION	DATE	REDUCTION IN BASIS PER SHARE
Resource Capital Corp. Common Stock	4/28/2015	\$ 0.0768
Resource Capital Corp. Common Stock	7/28/2015	\$ 0.0768
Resource Capital Corp. Common Stock	10/28/2015	\$ 0.3072
Resource Capital Corp. Common Stock	1/28/2016	\$ 0.2016