

Resource Capital Corp.  
Form DEFA14A  
July 25, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

**Resource Capital Corp.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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- 2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
- 4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- 5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
  
  
  
  
  
  
  
  
  
  
- 2) Form, Schedule or Registration Statement No.:
  
  
  
  
  
  
  
  
  
  
- 3) Filing Party:

**WE CAN NOT CONVENE OUR ANNUAL MEETING**

**WITHOUT YOUR VOTE**

**QUORUM NOW STANDS AT 46% - WE NEED TO**

**GET TO 50.01% TO HOLD THE MEETING**

**We need your Vote!** Resource Capital Corp.'s Annual Meeting of Stockholders has been adjourned and will reconvene on August 9, 2011 to provide stockholders with additional time to vote their shares with respect to all matters on the agenda.

We cannot hold a meeting until more than 50% of the outstanding shares are represented.

Voting now will save your Company additional solicitation costs.

Please use one of the following simple methods to promptly provide your voting instructions:

1. **Vote by Internet:** Go to the website [www.proxyvote.com](http://www.proxyvote.com). Have your 12-digit control number listed on the voting instruction form ready and follow the online instructions. The 12-digit control number is located in the rectangular box on the right side of your voting instruction form.
2. **Vote by Telephone:** Call toll-free (800) 454-8683. Have your 12-digit control number listed on the voting instruction form ready and follow the simple instructions.
3. **Vote by Mail:** Sign, date and return your voting instruction form in the postage-paid return envelope provided.

**REGARDLESS OF HOW YOU WISH TO VOTE PLEASE VOTE TODAY!**

If you need assistance in voting your shares, please call D. F. King & Co., Inc., which is assisting your Company, toll free at 1-800-829-6551.

On behalf of your Board of Directors, thank you for your response.

**PLEASE VOTE TODAY.**