

Resource Capital Corp.  
Form 8-K  
April 23, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM 8-K**  
CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **April 20, 2007**

**Resource Capital Corp.**  
(Exact name of registrant as specified in its chapter)

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

**1-32733**  
(Commission  
File Number)

**20-2287134**  
(IRS Employer  
Identification No.)

**712 Fifth Avenue, 10<sup>th</sup> Floor**  
**New York, NY**  
(Address of principal executive  
offices)

**10019**  
(Zip Code)

Registrant's telephone number, including area code: **212-974-1708**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

RCC Real Estate SPE 3, LLC, an indirect wholly-owned subsidiary of Resource Capital Corp., entered into a \$150,000,000 Master Repurchase Agreement executed April 20, 2007 (effective April 12, 2007) with Natixis Real Estate Capital, Inc. to be used as a warehouse facility to finance the purchase of commercial real estate loans. The financing provided by the agreement matures April 18, 2010 subject to a one-year extension at the option of RCC Real Estate SPE 3 and subject further to the right of RCC Real Estate SPE 3 to repurchase the assets held in the facility earlier. Resource Capital paid a facility fee of 0.75% of the maximum facility amount, or \$1.125 million, at closing. Each repurchase transaction specifies its own terms, such as identification of the assets subject to the transaction, sale price, repurchase price and rate. Resource Capital has guaranteed the obligations of RCC Real Estate SPE 3 under the agreement.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

See Item 1.01, above, incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

**Exhibit No. Description**

- |      |   |
|------|---|
| 10.1 | Master Purchase Agreement for \$150,000,000 between RCC Real Estate SPE 3, LLC, as Seller, and Natixis Real Estate Capital, Inc., as Buyer, dated April 20, 2007. |
| 10.2 | Guaranty made by Resource Capital Corp. as guarantor, in favor of Natixis Real Estate Capital, Inc., dated April 20, 2007.  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 23, 2007

/s/ David J. Bryant  
David J. Bryant  
Chief Financial Officer