KESSLER STEVEN J

Form 4

February 01, 2018

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

Expires:

January 31,

2005

Estimated average

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KESSLER STEVEN J

2. Issuer Name and Ticker or Trading Symbol

Resource Capital Corp. [RSO]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

1845 WALNUT STREET, 18TH

(First)

(State)

(City)

(Month/Day/Year)

01/31/2018

X_ Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

(Instr. 4)

D

(Check all applicable)

below)

FLOOR

4. If Amendment, Date Original (Street) Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PHILADELPHIA, PA 19103

(City)	(State) (Zip	Table I	- Non-Deri	vative Securities Acqu	iired, Disposed of	, or Beneficiall	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Ownership	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)

Reported (A) Transaction(s) or Code V Amount (D)

(Instr. 3 and 4) Price

8.50% Series

A Cumulative J(1)Redeemable 01/31/2018 2,127 D

Preferred Stock

Common 50,001 (2) D Stock

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

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number.

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

1. T	itle of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit.	le and	8. Price of	9. Nu
Der	ivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Sec	urity	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Ins	tr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)	Bene
		Derivative				Securities	S		(Instr	. 3 and 4)		Owne
		Security				Acquired						Follo
		-				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
							Date	Expiration	TT:41	or		
							Exercisable	Date	Title	Number		
					C 1 V	(A) (D)				of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KESSLER STEVEN J 1845 WALNUT STREET, 18TH FLOOR X PHILADELPHIA, PA 19103

Signatures

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

**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).
- (1) 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) 3,246 shares remain subject to vesting.

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.

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