

Resource Capital Corp.
Form DEFA14A
June 22, 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:

4) Date Filed:

Below is a letter intended to be released to certain stockholders of

Resource Capital Corp. on or after June 21, 2011

June 21, 2011

Dear Stockholder:

By now, you should have received your proxy statement, annual report and proxy form for the Resource Capital Corp. 2011 Annual Meeting of Stockholders which will be held on June 23, 2011.

According to our records, many stockholders have not yet been voted. **If you have not already voted, please vote today!** Your vote is extremely important to us and voting only takes a moment. You can vote your shares by phone, internet, facsimile or U.S. mail using the postage-paid envelope previously provided to you.

Your Board of Directors recommends the following votes for each of the respectively numbered proposals outlined in the proxy statement:

1. A vote **FOR** all eight director nominees;
2. A vote **FOR** the Resource Capital Corp. Amended and Restated 2007 Omnibus Equity Compensation Plan;
3. A vote **FOR** advisory approval of the Resource Capital Corp. 2010 compensation program for its named executive officers;
and
4. A vote of **TRIENNIAL** frequency for the advisory vote on the frequency of future advisory votes.
If you have any questions or need assistance voting, please contact Investor Relations, at 1-212-506-3893.

Thank you for your time and participation in the voting process. We appreciate your input. If you have already submitted your proxy, please accept our thanks and disregard this letter.

On behalf of your Board of Directors,

/s/ MICHAEL S. YECIES
Michael S. Yecies,
Secretary