

Edgar Filing: Resource Capital Corp. - Form 8-K

Resource Capital Corp.  
Form 8-K  
June 02, 2014

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): May 29, 2014

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

|   |   |  |
|---|---|--|
| Maryland<br>(State or other jurisdiction<br>of incorporation) | 1-32733<br><br>(Commission File Number) | 20-2287134<br><br>(IRS Employer<br>Identification No.) |
|---|---|--|

|  |                         |
|--|-------------------------|
| 712 Fifth Avenue, 12 <sup>th</sup> Floor<br>New York, NY<br>(Address of principal executive offices) | 10019<br><br>(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))
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## Item 5.07 Submission of Matters to a Vote of Security Holders

At our Annual Meeting of Stockholders held on May 29, 2014, our stockholders: (i) re-elected 10 directors, Messrs. Walter T. Beach, Edward E. Cohen, Jonathan Z. Cohen, Richard L. Fore, William B. Hart, Gary Ickowicz, Steven J. Kessler, Murray S. Levin and P. Sherrill Neff and Ms. Stephanie H. Wiggins to serve until the next annual meeting of stockholders in 2015; (ii) approved a proposal to adopt the Resource Capital Corp. Amended and Restated Omnibus Equity Compensation Plan; (iii) approved, in an advisory vote, the Resource Capital Corp. 2013 compensation program for its named executive officers; and (iv) ratified the appointment of Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2014.

The voting results were as follows:

| Election of Directors | Shares For | Shares Against | Abstentions | Broker Non-Votes |
|-----------------------|------------|----------------|-------------|------------------|
| Mr. Beach             | 61,346,540 | 804,910        | 3,078,143   | 47,530,802       |
| Mr. E. Cohen          | 49,851,320 | 14,978,333     | 399,940     | 47,530,803       |
| Mr. J. Cohen          | 59,626,643 | 5,198,273      | 404,677     | 47,530,803       |
| Mr. Fore              | 64,001,652 | 778,899        | 449,043     | 47,530,802       |
| Mr. Hart              | 63,923,557 | 854,741        | 451,299     | 47,530,799       |
| Mr. Ickowicz          | 64,000,632 | 773,833        | 455,130     | 47,530,801       |
| Mr. Kessler           | 63,722,343 | 1,061,958      | 445,294     | 47,530,801       |
| Mr. Levin             | 62,327,132 | 2,489,041      | 413,423     | 47,530,800       |
| Mr. Neff              | 64,043,636 | 775,412        | 410,547     | 47,530,801       |
| Ms. Wiggins           | 63,942,390 | 871,719        | 415,487     | 47,530,800       |

A proposal to adopt the Resource Capital Corp. Amended and Restated Omnibus Equity Compensation Plan:

| Shares For | Shares Against | Abstentions |
|------------|----------------|-------------|
| 56,804,733 | 7,492,726      | 932,135     |

A proposal to approve, in an advisory vote, our 2013 compensation program for our named executive officers:

| Shares For | Shares Against | Abstentions |
|------------|----------------|-------------|
| 58,768,314 | 5,515,458      | 945,822     |

A proposal to ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014:

| Shares For  | Shares Against | Abstentions |
|-------------|----------------|-------------|
| 110,786,417 | 1,239,292      | 734,605     |

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 hereunto duly authorized.

Resource Capital Corp.

Date: June 2, 2014

/s/ Michael S. Yecies  
Michael S. Yecies  
Senior Vice President, Chief Legal Officer & Secretary