

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): July, 18, 1995

RESOURCE MORTGAGE CAPITAL, INC.
(Exact Name of Registrant as Specified in Charter)

Virginia	1-9819	52-1549373
(State or Other	(Commission File Number)	(IRS Employer
Jurisdiction of		Identification No.)
Incorporation)		

2800 East Parham Road, Richmond, Virginia	23228
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (804) 967-5800

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

On June 30, 1995, the Company closed a public offering of 1,350,000 shares of the Company's Series A Cumulative Convertible Preferred Stock at an offering price of \$24.00 per share in an underwritten offering managed by Stifel, Nicolaus & Company, Incorporated. The underwriters have elected to exercise their over-allotment option to purchase an additional 202,500 shares.

Separately, the Securities and Exchange Commission approved the previously announced settlement of its investigation with respect to a 1992 purchase of the Company's common stock by the Company's president, Thomas H. Potts. On July 17, 1995, the SEC filed a complaint in the United States District Court for the District of Maryland, and Mr. Potts agreed to entry of an injunction, at the terms previously disclosed by the Company.

SIGNATURES

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

RESOURCE MORTGAGE CAPITAL, INC.

July 18, 1995

By: Lynn K. Geurin

Lynn K. Geurin

Executive Vice President and
Chief Financial Officer