

Section 1: 8-A12B (8-A12B)

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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

READY CAPITAL CORPORATION

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

90-0729143
(I.R.S. Employer
Identification No.)

1251 Avenue of the Americas, 50th Floor
New York, New York
(Address of principal executive offices)

10020
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
6.20% Senior Notes due 2026

Name of each exchange on which is to be registered
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement file number to which this form relates: **File No. 333-219213** (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

**INFORMATION REQUIRED
IN REGISTRATION STATEMENT**

Item 1. Description of Registrant’s Securities to be Registered.

A description of the 6.20% Senior Notes due 2026 (the “Notes”) of Ready Capital Corporation (the “Company”) is set forth under the heading “Description of Securities—Description of Debt Securities” in the Prospectus dated July 27, 2017, included in the Company’s Registration Statement on Form S-3 (Registration No. 333-219213), which was declared effective on July 27, 2017, as supplemented by the description set forth under the heading “Description of the Notes” in the Company’s Prospectus Supplement, dated July 18, 2019, filed with the Securities and Exchange Commission on July 22, 2019 under Rule 424(b)(3) under the Securities Act of 1933, as amended. Such description, as so supplemented, is incorporated herein by reference.

Item 2. Exhibits.

Exhibit No.	Exhibit
4.1	<u>Indenture, dated as of August 9, 2017, by and between Sutherland Asset Management Corporation (now known as Ready Capital Corporation) and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 of the Company’s Current Report on Form 8-K filed on August 9, 2017).</u>
4.2	<u>Third Supplemental Indenture, dated as of February 26, 2019, by and between Ready Capital Corporation and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.7 to the Company’s Annual Report on Form 10-K filed on March 13, 2019).</u>
4.3	<u>Fourth Supplemental Indenture, dated as of July 22, 2019, by and between Ready Capital Corporation and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.3 to the Company’s Current Report on Form 8-K filed on July 22, 2019).</u>
4.4	<u>Form of the Note (included in Exhibit 4.3).</u>

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 22, 2019

READY CAPITAL CORPORATION

By: /s/ Andrew Ahlborn

Name: Andrew Ahlborn

Title: Chief Financial Officer

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