



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

OMB APPROVAL  
OMB Number:3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response... 10.4

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)**<sup>1/</sup>

**Newcastle Investment Corp.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**65105M108**

(CUSIP Number)

**December 31, 2009**

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

---

<sup>1/</sup>The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. Beneficial ownership information contained herein is given as of the date listed above.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

---

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Abrams Capital, LLC Pamet Capital Management, LLC Pamet Capital Management, L.P. David Abrams
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization. Abrams Capital, LLC – Delaware Pamet Capital Management, LLC – Delaware Pamet Capital Management, L.P. – Delaware David Abrams -- United States
Number of Shares Beneficially Owned by Each Reporting Person With	5 Sole Voting Power Abrams Capital, LLC – 0 shares Pamet Capital Management, LLC – 0 shares Pamet Capital Management, L.P. – 0 shares David Abrams – 0 shares
	6 Shared Voting Power Abrams Capital, LLC – 2,623,897 shares Pamet Capital Management, LLC – 2,623,897 shares Pamet Capital Management, L.P. – 2,623,897 shares David Abrams – 2,623,897 shares
	7 Sole Dispositive Power Abrams Capital, LLC – 0 shares Pamet Capital Management, LLC – 0 shares Pamet Capital Management, L.P. – 0 shares David Abrams – 0 shares
	8 Shared Dispositive Power Abrams Capital, LLC – 2,623,897 shares Pamet Capital Management, LLC – 2,623,897 shares Pamet Capital Management, L.P. – 2,623,897 shares David Abrams – 2,623,897 shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person Abrams Capital, LLC – 2,623,897 shares Pamet Capital Management, LLC – 2,623,897 shares Pamet Capital Management, L.P. – 2,623,897 shares David Abrams – 2,623,897 shares

---

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ]  
Not applicable.

---

11 Percent of Class Represented by Amount in Row (9)  
Abrams Capital, LLC – 4.96%  
Pamet Capital Management, LLC – 4.96%  
Pamet Capital Management, L.P. – 4.96%  
David Abrams – 4.96%

---

12 Type of Reporting Person (See Instructions)  
Abrams Capital, LLC – OO (Limited Liability Company)  
Pamet Capital Management, LLC - OO (Limited Liability Company)  
Pamet Capital Management, L.P. – OO (Limited Partnership)  
David Abrams – IN

---

**Item 1.**

- (a) Name of Issuer  
Newcastle Investment Corp.
- (b) Address of Issuer's Principal Executive Offices  
1345 Avenue of the Americas, New York, NY, 10105

**Item 2.**

- (a) Name of Person Filing  
Abrams Capital, LLC  
Pamet Capital Management, LLC  
Pamet Capital Management, L.P.  
David Abrams
- (b) Address of Principal Business Office or, if none, Residence  
Abrams Capital, LLC  
Pamet Capital Management, LLC  
Pamet Capital Management, L.P.  
David Abrams  
c/o Pamet Capital Management, L.P.  
222 Berkeley Street, 22nd Floor  
Boston, MA 02116
- (c) Citizenship  
  
Abrams Capital, LLC – Delaware  
Pamet Capital Management, LLC – Delaware  
Pamet Capital Management, L.P. – Delaware  
David Abrams – United States
- (d) Title of Class of Securities
-

Common Stock, par value \$0.01 per share

- (e) CUSIP Number  
65105M108

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).  
(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).  
(c)  Insurance Company as defined in Section 3(a)(19) of the Act  
(d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).  
(e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);  
(f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);  
(g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);  
(h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);  
(i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);  
(j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);Group, in accordance with §240.13d-1(b)(1)(ii)(J);  
(k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned  
Abrams Capital, LLC – 2,623,897 shares  
Pamet Capital Management, LLC – 2,623,897 shares  
Pamet Capital Management, L.P. – 2,623,897 shares  
David Abrams – 2,623,897 shares
- (b) Percent of Class
-

Abrams Capital, LLC – 4.96%  
Pamet Capital Management, LLC – 4.96%  
Pamet Capital Management, L.P. – 4.96%  
David Abrams – 4.96%

- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote  
Abrams Capital, LLC – 0 shares  
Pamet Capital Management, LLC – 0 shares  
Pamet Capital Management, L.P. – 0 shares  
David Abrams – 0 shares
  - (ii) shared power to vote or to direct the vote  
Abrams Capital, LLC – 2,623,897 shares  
Pamet Capital Management, LLC – 2,623,897 shares  
Pamet Capital Management, L.P. – 2,623,897 shares  
David Abrams – 2,623,897 shares
  - (iii) sole power to dispose or to direct the disposition of  
Abrams Capital, LLC – 0 shares  
Pamet Capital Management, LLC -- 0 shares  
Pamet Capital Management, L.P. – 0 shares  
David Abrams -- 0 shares
  - (iv) shared power to dispose or to direct the disposition of  
Abrams Capital, LLC – 2,623,897 shares  
Pamet Capital Management, LLC – 2,623,897 shares  
Pamet Capital Management, L.P. – 2,623,897 shares  
David Abrams – 2,623,897 shares

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable.

---

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: February 12, 2010

ABRAMS CAPITAL, LLC

By: /s/ David Abrams  
David Abrams  
Managing Member

PAMET CAPITAL MANAGEMENT, LLC

By: /s/ David Abrams  
David Abrams  
Managing Member

PAMET CAPITAL MANAGEMENT, L.P.

By: Pamet Capital Management, LLC,  
its General Partner

By: /s/ David Abrams  
David Abrams  
Managing Member

DAVID ABRAMS

/s/ David Abrams  
David Abrams, individually

---

**JOINT FILING AGREEMENT**

This Joint Filing Agreement, dated as of November 9, 2007, is by and between Abrams Capital, LLC, Pamet Capital Management, LLC, Pamet Capital Management, L.P. and David Abrams, an individual (the foregoing are collectively referred to herein as the "Abrams Filers").

Each of the Abrams Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G and/or 13D with respect to shares of Common Stock, par value \$0.01 per share, of Newcastle Investment Corp. beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Abrams Filers hereby agree to file a single statement on Schedule 13G and/or 13D (and any amendments thereto) on behalf of each of such parties, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by either of the Abrams Filers upon one week's prior written notice (or such lesser period of notice as the Abrams Filers may mutually agree) to the other party.

Executed and delivered as of the date first above written.

ABRAMS CAPITAL, LLC

By: /s/ David Abrams

David Abrams  
Managing Member

PAMET CAPITAL MANAGEMENT, L.P.

By: Pamet Capital Management, LLC,  
its General Partner

By: /s/ David Abrams

David Abrams  
Managing Member

PAMET CAPITAL MANAGEMENT, LLC

By: /s/ David Abrams

David Abrams  
Managing Member

DAVID ABRAMS

/s/ David Abrams  
David Abrams, individually

---

