

FORM 8-A/A

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

Newcastle Investment Corp.

(Exact Name of Registrant as Specified in Its Charter)

Maryland

81-0559116

(State of Incorporation or Organization)

(I.R.S. Employer Identification No.)

1251 Avenue of the Americas
New York, NY

10020

(Address of Principal Executive Offices)

(Zip Code)

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), please 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), please check the following box.

Securities Act registration statement file number to which this form relates:
001-31458

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

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Common Stock, par value \$0.01 per share, and
the related Preferred Stock Purchase Rights

New York Stock Exchange

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

None

(Title of Class)

INFORMATION IN REGISTRATION STATEMENT

This Amendment amends the Form 8-A filed by the Registrant on September 25, 2002 to include the Preferred Stock Purchase Rights which attach to each share of the Registrant's Common Stock.

ITEM 1. Description of Registrant's Securities to be Registered

The description of Common Stock and the associated Preferred Stock Purchase Rights are incorporated by reference to the section entitled "Description of Capital Stock" contained in the Registrant's Registration Statement on Form S-11 filed on June 14, 2002, as amended and declared effective on October 9, 2002 (File No. 333-90578), and the Registrant's form of prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933 on October 10, 2002.

ITEM 2. Exhibits

The following exhibits are filed as part of this registration statement (all of which are incorporated by reference to the corresponding exhibit as filed with the Form S-11 Registration Statement):

3.1 Articles of Amendment and Restatement of the Registrant

- 3.2 By-laws of the Registrant
- 4.1 Form of Certificate for common stock
- 4.2 Rights Agreement between the Registrant and American Stock Transfer & Trust Company, as Rights Agent

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SIGNATURE

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

NEWCASTLE INVESTMENT CORP.

Date: October 16, 2002

By: /s/ Randal A. Nardone

Name: Randal A. Nardone
Title: Secretary

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