

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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

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)

<TABLE>

<S>

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. [X]

</TABLE>

<C>

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:
File No. 333-103598; File No. 333-103807.

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

9.75% Series B Cumulative Redeemable
Preferred Stock, par value \$0.01 per share

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

(Title of Class)

INFORMATION IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

The information required by this Item 1 is set forth under the caption "Description of Series B Preferred Stock" contained in Newcastle Investment Corp.'s Registration Statement on Form S-11 originally filed on March 4, 2003, as amended (File No. 333-103598), and in Newcastle Investment Corp.'s Registration Statement on Form S-11 filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, (File No. 333-103807), covering the offer and sale of shares of the class of the securities registered hereby, which description is incorporated herein by reference.

ITEM 2. EXHIBITS

The following exhibits are filed as part of this registration statement:

- 3.1 Articles of Amendment and Restatement of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-11 (File No. 333-90578)).
- 3.2 By-laws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-11 (File No. 333-90578)).
- 3.3 Form of Articles Supplementary Relating to the Series B Preferred Stock (incorporated herein by reference to Exhibit 3.3 to the Registrant's

Registration Statement on Form S-11 (File No. 333-103598)).
4.1 Form of Certificate for Series B Preferred Stock (incorporated herein by
reference to Exhibit 4.1 to the Registrant's Registration Statement in Form
S-11 (File No. 333-103598)).

2

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.

NEWCASTLE INVESTMENT CORP.

Date: March 14, 2003

By: /s/ Randal A. Nardone

Name: Randal A. Nardone

Title: Secretary

3