

FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * NARDONE RANDAL A		2. Issuer Name and Ticker or Trading Symbol NEWCASTLE INVESTMENT CORP [NCT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS, 46TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 06/17/2013			
(Street) NEW YORK, NY 10105		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	06/17/2013		P		250,000	A	\$ 4.97 (1)	1,236,430	D	
Common Stock, par value \$0.01 per share								5,000	I	Flying O Foundation
Common Stock, par value \$0.01 per share								2,380	I	Olivia Nardone UTMA
Common Stock, par value \$0.01 per share								1,037,091	I	Fortress Operating Entity I (2)
Common Stock, par value \$0.01 per share								134,800	I	Fortress Partners Securities LLC (2)
Common Stock, par value \$0.01 per share								56,800	I	Fortress Partners Offshore Securities LLC (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 4.97	06/17/2013		A		4,025,000		(4)	06/17/2023	Common Stock, par value \$0.01 per share	4,025,000	\$ 0	4,025,000	I	Fortress Operating Entity I (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

NARDONE RANDAL A 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105	X			
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Signatures

Randal A. Nardone		06/24/2013
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) On June 17, 2013, Mr. Nardone purchased 250,000 shares of the issuer's common stock in connection with a public offering of common stock by the issuer directly from the underwriter at the public offering price.
Mr. Nardone may be deemed to be the beneficial owner of these shares of common stock by virtue of his relationship to Fortress Operating Entity I ("FOE I"), Fortress Partners Securities LLC or
- (2) Fortress Partners Offshore Securities LLC, as applicable. Mr. Nardone disclaims beneficial ownership of any securities of the issuer held by these entities except to the extent of his pecuniary interest therein.
- (3) Mr. Nardone may be deemed to be the beneficial owner of these securities by virtue of his relationship to FOE I. Mr. Nardone disclaims beneficial ownership of any securities of the issuer held by FOE I except to the extent of his pecuniary interest therein.
- (4) Options were fully vested on date of initial grant from the issuer to FOE I and become exercisable in thirty equal monthly installments beginning on the first of the month following the month in which the options were granted.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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