

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. 2)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

**Newcastle Investment Corp.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:

NEWCASTLE INVESTMENT CORP.



**YOUR VOTE IS IMPORTANT  
PLEASE VOTE YOUR PROXY TODAY**

April 24, 2012

**Dear Stockholder:**

According to our latest records, we have not received your voting instructions for the Annual Meeting of Stockholders of Newcastle Investment Corp. to be held on Monday, May 7, 2012. **Your vote is extremely important, no matter how many shares you hold.**

For the reasons set forth in the proxy statement, dated March 28, 2012, the Board of Directors unanimously recommends that you vote **“FOR”** each of the director nominees named in Proposal 1 and **“FOR”** Proposals 2 and 3. **Please sign, date and return the enclosed proxy card or voting instruction form as soon as possible or, alternatively, you can vote via the Internet or telephone (see the instructions below).**

On behalf of your Board of Directors, thank you for your cooperation and continued support.

Sincerely,

A handwritten signature in black ink, appearing to read 'Wesley R. Edens', written in a cursive style.

Wesley R. Edens  
Chairman of the Board of Directors

**You may use one of the following simple methods to promptly provide your voting instructions:**

1. **Vote by Internet:** Go to the website [www.proxyvote.com](http://www.proxyvote.com). Have your 12-digit control number listed on the voting instruction form ready and follow the online instructions. The 12-digit control number is located in the rectangular box on the right side of your voting instruction form.
2. **Vote by Telephone:** Call toll-free (800) 690-6903. Have your 12-digit control number listed on the voting instruction form ready and follow the simple instructions.