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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT PURSUANT TO  
SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): September 4, 2013 (September 3, 2013)**

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**Newcastle Investment Corp.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of incorporation)

**001-31458**  
(Commission File Number)

**81-0559116**  
(IRS Employer Identification No.)

**1345 Avenue of the Americas, 46<sup>th</sup> Floor**  
**New York, New York**  
(Address of principal executive offices)

**10105**  
(Zip Code)

**Registrant's telephone number, including area code (212) 798-6100**

**N/A**  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01.**

On September 4, 2013, Newcastle Investment Corp. (“Newcastle”) posted a presentation (“Presentation”) in the Investor Relations section of its website [newcastleinv.com](http://newcastleinv.com), providing information relating to the matters disclosed in the press release referenced under Item 8.01 below.

The information furnished pursuant to this Item 7.01 (including, for the avoidance of doubt, the Presentation) shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor will such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

**Item 8.01.**

On September 4, 2013, Newcastle issued a press release related to investments in Dow Jones Local Media Group and GateHouse Media, Inc. This press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01**

*(d) Exhibits*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated September 4, 2013

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWCASTLE INVESTMENT CORP.  
(Registrant)

/s/ Kenneth M. Riis  
Kenneth M. Riis  
Chief Executive Officer and President

Date: September 4, 2013



Investor Relations  
(212) 479-3195

***Newcastle Completes Acquisition of Dow Jones Local Media Group & Plans to Restructure GateHouse Debt;  
Conference Call at 2:30 pm ET Today, September 4, 2013***

NEW YORK – (BUSINESS WIRE) – September 4, 2013 – Newcastle Investment Corp. (NYSE: NCT, “Newcastle” or the “Company”) announced today that it has acquired Dow Jones Local Media Group (“Local Media Group”) from News Corp for \$87 million. The Company made a total equity investment of \$54 million, including transaction expenses, and financed the remainder of the purchase price with \$33 million of debt.

Local Media Group operates 33 local publications, including 8 daily and 15 weekly newspapers, in 7 states. Many of these publications have been providing vital local content to their communities for over 75 years.

The Local Media Group operations will be managed by GateHouse Media, Inc. (“GateHouse”), one of the largest publishers of locally based print and online media in the United States with a portfolio of products that includes over 400 community publications and approximately 350 related websites. GateHouse is an affiliate of Fortress Investment Group, Newcastle’s manager.

Newcastle, which owns approximately 52% of GateHouse’s \$1.2 billion of debt, also announced that it has entered into an agreement with other creditors related to a potential restructuring of GateHouse pursuant to a prepackaged plan of reorganization under chapter 11 of title 11 of the United States Code. Newcastle expects to convert its debt position into equity of GateHouse, and the other creditors will have the option to convert their positions into either equity or cash at a price of 40% of par.

**Presentation and Conference Call**

Further information regarding the Local Media Group acquisition and the restructuring of GateHouse will be provided in a presentation to be posted in the Investor Relations section of Newcastle’s website, [www.newcastleinv.com](http://www.newcastleinv.com).

In addition, the Company will host a conference call at 2:30 P.M. Eastern Time today to discuss these developments. All interested parties are welcome to participate on the live call. The conference call may be accessed by dialing 1-888-243-2046 (from within the U.S.) or 1-706-679-1533 (from outside of the U.S.) ten minutes prior to the scheduled start of the call; please reference “Newcastle Investor Update Conference Call.”

A telephonic replay of the conference call will also be available approximately two hours following the completion of the call through 11:59 P.M. Eastern Time on Wednesday, September 11, 2013 by dialing 1-855-859-2056 (from within the U.S.) or 1-404-537-3406 (from outside of the U.S.); please reference Conference ID “52659023”.

**ABOUT NEWCASTLE**

*Newcastle focuses on opportunistically investing in, and actively managing, real estate related assets and primarily invests in two distinct areas: (1) Senior Housing Assets and (2) Real Estate & Other Debt. Newcastle is organized and conducts its operations to qualify as a real estate investment trust (“REIT”) for federal income tax purposes. The Company is managed by an affiliate of Fortress Investment Group LLC, a global investment management firm.*

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## FORWARD-LOOKING STATEMENTS

*Certain items in this press release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements relating to the potential restructuring of GateHouse. These statements are based on management's current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements, many of which are beyond our control. Newcastle can give no assurance that its expectations will be attained. A restructuring would be subject to the bankruptcy court process, including the requirement to obtain certain approvals. Accordingly, you should not place undue reliance on any forward-looking statements contained in this press release. Such forward-looking statements speak only as of the date of this press release. Newcastle expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.*

Source: Newcastle Investment Corp.

Newcastle Investment Corp.  
Investor Relations  
212-479-3195