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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): June 2, 2014 (May 28, 2014)**

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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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.***(e) Compensatory Arrangements*

On May 28, 2014, the stockholders of Newcastle Investment Corp. (the “Company”) approved the adoption of the 2014 Newcastle Investment Corp. Nonqualified Stock Option and Incentive Award Plan (the “2014 Plan”), which was previously approved by the Company’s Board of Directors. The 2014 Plan is intended to facilitate the Company’s continued use of long-term equity-based awards and incentives for the benefit of its officers, directors, manager and service providers.

A summary of the 2014 Plan was included in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 17, 2014 (the “Definitive Proxy Statement”) in connection with the 2014 Annual Meeting of Stockholders (the “Annual Meeting”), under the section entitled “Summary of the Plan Terms” beginning on page 32 of the Definitive Proxy Statement. The summary of the 2014 Plan in the Definitive Proxy Statement is qualified in its entirety by reference to the full text of the 2014 Plan, which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, held May 28, 2014, the stockholders of the Company voted on the matters described below.

1. The Company’s stockholders elected two Class III directors, who comprise all the directors of such class, to serve until the 2017 Annual Meeting of Stockholders or until their successors are elected and duly qualified. The numbers of shares that voted for the election of such directors, withheld authority to vote for such directors, and represented broker non-votes with respect to this proposal are summarized in the table below.

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes*</u>
Wesley R. Edens	84,023,544	114,930,077	114,991,073
David K. McKown	197,062,621	1,891,000	114,991,073

\* Broker non-votes are instances where a broker holding shares of record for a beneficial owner does not vote the shares because it has not received voting instructions from the beneficial owner and therefore is precluded by the rules of the New York Stock Exchange (“NYSE”) from voting on a particular matter. Under NYSE rules, when a broker holding shares in “street name” does not receive voting instructions from a beneficial owner, the broker has discretionary authority to vote on certain routine matters but is prohibited from voting on non-routine matters. Brokers who did not receive instructions were not entitled to vote on the election of directors or the proposal to approve the 2014 Plan, but they were entitled to vote on the ratification of the appointment of the independent registered public accounting firm.

2. The Company’s stockholders ratified the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2014. The numbers of shares that voted for, against and abstained from voting for or against the ratification of the selection of Ernst & Young LLP are summarized in the table below.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
312,329,137	1,296,825	318,732

3. The Company’s stockholders approved the 2014 Plan. The numbers of shares that voted for, voted against, abstained from voting for or against, or that represented broker non-votes for the 2014 Plan are summarized in the table below.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
114,293,966	83,269,976	1,389,679	114,991,073

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**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

<u>Exhibit Number</u>	<u>Description</u>
10.1	2014 Newcastle Investment Corp. Nonqualified Stock Option and Incentive Award Plan (incorporated by reference to Annex A of the Registrant's definitive proxy statement for the 2014 annual meeting of stockholders filed on April 17, 2014).

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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/ Justine Cheng

Justine Cheng  
Chief Financial Officer, Treasurer  
and Chief Operating Officer

Date: June 2, 2014