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

FORM 8-K

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

Date of Report (Date of earliest event reported): August 19, 2014 (August 18, 2014)

Newcastle Investment Corp.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-31458
(Commission
File Number)

81-0559116
(IRS Employer
Identification No.)

1345 Avenue of the Americas, 46th 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.)

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 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information regarding the reverse stock split contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously disclosed in a press release dated August 7, 2014, the Board of Directors of Newcastle Investment Corp. (the “Company”) approved a 3-for-1 reverse stock split of its common stock.

On August 18, 2014, the Company filed Articles of Amendment to its charter (the “Amendment”) with the State Department of Assessments and Taxation of Maryland, which has effected a 3-for-1 reverse stock split of its common stock.

As a result of the reverse stock split, every three shares of the Company’s issued and outstanding common stock was converted into one share of common stock, reducing the number of issued and outstanding shares of the Company’s common stock from approximately 392 million to approximately 131 million.

No fractional shares will be issued in connection with the reverse stock split. Each stockholder who would otherwise be entitled to receive a fractional share of the Company’s common stock will be entitled to receive a cash payment in lieu of a fractional share following the sale of all fractional shares on the open market by the transfer agent for the reverse stock split.

The reverse stock split did not change the authorized number of shares of common stock or preferred stock of the Company or the par value of the Company’s common stock or preferred stock.

The above description of the Amendment and the reverse stock split is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 3.1.

Trading of the Company’s common stock on the New York Stock Exchange on a split-adjusted basis is expected to begin at the opening of trading on August 19, 2014.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Articles of Amendment of Newcastle Investment Corp., as filed with the State Department of Assessments and Taxation of Maryland on August 18, 2014

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 A. Cheng
Justine A. Cheng
Chief Financial Officer

Date: August 19, 2014

INDEX TO EXHIBITS

Exhibit
Number

Exhibit

3.1 Articles of Amendment of Newcastle Investment Corp., as filed with the State Department of Assessments and Taxation of Maryland on August 18, 2014

ARTICLES OF AMENDMENT
NEWCASTLE INVESTMENT CORP.

Pursuant to Section 2-309(e) and 2-605(a)(2) of the Maryland General Corporation Law

NEWCASTLE INVESTMENT CORP., a Maryland corporation (the "Corporation"), does hereby certify as follows:

FIRST: At the close of business on the date on which these Articles of Amendment to the charter of the Corporation are filed with, and accepted for record by, the State Department of Assessments and Taxation of Maryland (the "Effective Time") pursuant to the Maryland General Corporation Law (the "MGCL"), each three (3) shares of the Corporation's common stock, \$0.01 par value per share, issued and outstanding immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of common stock, \$0.01 par value per share, without any further action by the Corporation or the holder thereof, subject to the treatment of fractional shares as described below. Notwithstanding the immediately preceding sentence, no fractional shares will be issued in connection with the reverse stock split. A stockholder of record who otherwise would be entitled to receive fractional shares will be entitled to receive a cash payment from the Corporation's transfer agent as soon as practicable after the Effective Time in an amount equal to such stockholder's proportionate share of the total net proceeds of the sale of all fractional shares at the then-prevailing prices on the open market by the transfer agent.

SECOND: The total number of shares of stock which the Corporation has authority to issue remains 1,100,000,000 shares of capital stock, consisting of 1,000,000,000 shares of common stock, \$0.01 par value per share, and 100,000,000 shares of preferred stock, \$0.01 par value per shares. The aggregate par value of all authorized shares of stock having par value remains \$11,000,000.

THIRD: The foregoing amendment was duly approved by the Board of Directors of the Corporation pursuant to Sections 2-309(e) and 2-605(a)(2) of the MGCL.

FOURTH: The preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of any class or series of stock of the Corporation have not been changed by the foregoing amendment.

We the undersigned Chief Executive Officer and Secretary swear under penalties of perjury that the foregoing is a corporate act.

IN WITNESS WHEREOF, NEWCASTLE INVESTMENT CORP. has caused these Articles of Amendment to be duly executed in its corporate name this 18th day of August, 2014.

ATTEST:

NEWCASTLE INVESTMENT CORP.

/s/ Randal A. Nardone
Randal A. Nardone
Secretary

By: /s/ Kenneth M. Riis (SEAL)
Kenneth M. Riis
Chief Executive Officer