
**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 26, 2014 (August 22, 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 8.01. Other Events.

On August 22, 2014, Newcastle Investment Corp. (the “Company”) filed with the Securities and Exchange Commission a prospectus supplement (the “Prospectus Supplement”) to the prospectus dated June 13, 2012 included in the Company’s automatic shelf registration statement on Form S-3ASR (No. 333-182103). The Prospectus Supplement was filed for the purpose of registering the issuance of securities pursuant to the 2014 Newcastle Investment Corp. Nonqualified Stock Option and Incentive Award Plan (the “2014 Plan”) and the 2012 Newcastle Investment Corp. Nonqualified Stock Option and Incentive Award Plan (the “2012 Plan”) or in connection with resales from time to time by certain individuals who are eligible to receive securities in connection with certain awards (collectively, the “Selling Stockholders”).

Specifically, the Prospectus Supplement registers: (i) 1,251,832 shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”) available as of the date hereof for issuance under the 2014 Plan, and (ii) an aggregate of 219,810 shares of the Company’s Common Stock that would be issued upon the exercise of outstanding options granted under the 2014 Plan and 2012 Plan. The Company will receive the exercise or purchase price of certain stock-based awards under the Plan if and when such awards are exercised or purchased for cash. The Company will not receive any proceeds if the stock-based awards are exercised on a cashless basis.

In addition, the Prospectus Supplement registers 1,101,709 shares of Common Stock that may be offered for resale from time to time by the Selling Stockholders to whom the shares may be issued under the 2014 Plan, 2012 Plan or the 2002 Newcastle Investment Corp. Nonqualified Stock Option and Incentive Award Plan (including, without limitation, in connection with the exercise of options). The Company will not receive any proceeds from the sale of its Common Stock by such Selling Stockholders.

In connection with the filing of the Prospectus Supplement, the Company is filing an opinion of its counsel, Foley & Lardner LLP, regarding the legality of the securities being registered, which opinion is attached as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

- 5.1 Opinion of Foley & Lardner LLP
- 23.1 Consent of Foley & Lardner LLP (included in Exhibit 5.1)

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 26, 2014

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit</u>
5.1	Opinion of Foley & Lardner LLP
23.1	Consent of Foley & Lardner LLP (included in Exhibit 5.1)

August 22, 2014

NEWCASTLE INVESTMENT CORP.
1345 Avenue of the Americas, 4th Floor
New York, New York 10105

Re: Registration Statement on Form S-3ASR
(Nonqualified Stock Option and Incentive Award Plans)

Ladies and Gentlemen:

We serve as special Maryland counsel to Newcastle Investment Corp., a Maryland corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of the sale and issuance of up to 2,573,351 shares (the "Shares") of common stock, \$0.01 par value per share, of the Company ("Common Stock"), consisting of (a) 1,471,642 shares of Common Stock (the "Primary Shares") of which (i) 1,251,832 shares may be issued upon the exercise of stock options that have been or will be granted under the 2014 Newcastle Investment Corp. Nonqualified Stock Option and Incentive Award Plan (the "2014 Plan") and (ii) 219,810 shares that may be issued upon the exercise of outstanding stock options granted under the 2014 Plan or the 2012 Newcastle Investment Corp. Nonqualified Stock Option and Incentive Award Plan (the "2012 Plan"); and (b) 1,101,709 shares of Common Stock (the "Secondary Shares") which may be issued upon the exercise of stock options granted under the 2012 Plan or the 2002 Newcastle Investment Corp. Nonqualified Stock Option and Incentive Award Plan (the "2002 Plan"). The Shares were registered by the Company with the Securities and Exchange Commission (the "Commission") on the Company's automatic shelf registration statement on Form S-3 (No. 333-182103) filed on June 13, 2012 by the Company (the "Registration Statement") with the Commission under the Act. The Registration Statement relates to, among other things, the issuance and sale by the Company, from time to time pursuant to Rule 415 of the General Rules and Regulations promulgated under the Act.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

1. The Registration Statement and the related form of prospectus included therein in the form in which it was transmitted to the Commission under the Act;

2. The charter of the Company (the "Charter"), certified as of a recent date by the State Department of Assessments and Taxation of Maryland (the "SDAT");
3. The Bylaws of the Company, certified as of the date hereof by the Chief Financial Officer of the Company;
4. Resolutions (the "Resolutions") adopted by the Board of Directors of the Company relating to (a) the registration, sale and issuance of the Shares and (b) the approval of (i) the 2014 Newcastle Investment Corp. Nonqualified Stock Option and Incentive Award Plan (the "2014 Plan"), (ii) the 2012 Newcastle Investment Corp. Nonqualified Stock Option and Incentive Award Plan (the "2012 Plan"), and (iii) the 2002 Newcastle Investment Corp. Nonqualified Stock Option and Incentive Award Plan (the "2002 Plan") and, collectively with the 2014 Plan and the 2012 Plan, the "Plans"), certified as of the date hereof by the Chief Financial Officer of the Company;
5. The 2014 Plan, certified as of the date hereof by the Chief Financial Officer of the Company;
6. The 2012 Plan, certified as of the date hereof by the Chief Financial Officer of the Company;
7. The 2002 Plan, certified as of the date hereof by the Chief Financial Officer of the Company;
8. The form of certificate representing a share of Common Stock, certified as of the date hereof by the Chief Financial Officer of the Company;
9. A certificate of the SDAT as to the good standing of the Company, dated as of the date hereof; and
10. A certificate executed by Justine A. Cheng, Chief Financial Officer of the Company, dated as of the date hereof.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding.

4. All Documents submitted to us as originals are authentic. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All statements and information contained in the Documents are true and complete. There has been no oral or written modification or amendment to the Documents, or waiver of any provision of the Documents, by action or omission of the parties or otherwise.

5. The Shares have not been issued or transferred in violation of any restriction or limitation on transfer or ownership of shares of Common Stock contained in Article VII of the Charter.

6. The total number of shares of Common Stock issued and outstanding after the issuance of any of the Shares will not exceed the number of shares of Common Stock that the Company then has authority to issue under the Charter.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. When issued and delivered in accordance with the Charter, the Resolutions, the applicable Plan and the applicable grant agreements utilized under the applicable Plan, the Primary Shares will be duly authorized, validly issued, fully paid and nonassessable.

3. When issued and delivered in accordance with the Charter, the Resolutions, the applicable Plan and the applicable grant agreements utilized under the applicable Plan, the Secondary Shares will be duly authorized, validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the substantive laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to compliance with the securities (or "blue sky") laws of the State of Maryland. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein under the heading "Legal Matters". In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Act.

Very truly yours,

FOLEY & LARDNER LLP

/s/ Foley & Lardner LLP