

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Brown Jonathan <small>(Last) (First) (Middle)</small> 1345 AVENUE OF THE AMERICAS, 46TH FLOOR <small>(Street)</small> NEW YORK, NY 10105 <small>(City) (State) (Zip)</small>	2. Date of Event Requiring Statement (Month/Day/Year) 06/03/2013	3. Issuer Name and Ticker or Trading Symbol NEWCASTLE INVESTMENT CORP [NCT]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Interim Financial Officer	5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
No securities beneficially owned.	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (right to buy)	01/09/2004 ⁽¹⁾	01/09/2014	Common Stock, par value \$0.01 per share	3,300	\$ 11.74	D	
Stock Options (right to buy)	05/25/2004 ⁽¹⁾	05/25/2014	Common Stock, par value \$0.01 per share	3,450	\$ 11.49	D	
Stock Options (right to buy)	11/22/2004 ⁽¹⁾	11/22/2014	Common Stock, par value \$0.01 per share	1,625	\$ 14.05	D	
Stock Options (right to buy)	01/12/2005 ⁽¹⁾	01/12/2015	Common Stock, par value \$0.01 per share	3,300	\$ 13.24	D	
Stock Options (right to buy)	11/01/2006 ⁽¹⁾	11/01/2016	Common Stock, par value \$0.01 per share	1,700	\$ 13.16	D	
Stock Options (right to buy)	01/23/2007 ⁽¹⁾	01/23/2017	Common Stock, par value \$0.01 per share	2,420	\$ 14.01	D	
Stock Options (right to buy)	04/11/2007 ⁽¹⁾	04/11/2017	Common Stock, par value \$0.01 per share	4,560	\$ 12.4	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Jonathan 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105			Interim Financial Officer	

Signatures

/s/ Jonathan Brown		06/13/2013
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each of the reported options were automatically granted by the issuer to Fortress Operating Entity I ("FOE I," which was formerly known as Fortress Investment Holdings LLC) pursuant to the terms of the issuer's Nonqualified Stock Option and Incentive Award Plan and simultaneously assigned by FOE I to the reporting person, who assumed the options for no value. Options were fully vested on date of initial grant from the issuer to FOE I and became exercisable in thirty equal monthly installments beginning on the first of the month following the month in which the options were granted (indicated in the "date exercisable" column).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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