

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 * EDENS WESLEY R		2. Issuer Name and Ticker or Trading Symbol NEWCASTLE INVESTMENT CORP [NCT]		5. 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)	
(Last) (First) (Middle) 1345 AVENUE OF THE AMERICAS, 46TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 08/18/2014			
(Street) NEW YORK, NY 10105		4. 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	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	08/18/2014		A		250,000	A	\$ 4.39 (1)	2,923,691	D	
Common Stock, par value \$0.01 per share								1,000	I	Chinook Charitable Trust (2)
Common Stock, par value \$0.01 per share								1,000	I	Hoofbeat Charitable Trust (2)
Common Stock, par value \$0.01 per share								1,037,091	I	Fortress Operating Entity I LP (3)
Common Stock, par value \$0.01 per share								4,650	I	As trustee for Lynn Edens (2)
Common Stock, par value \$0.01 per share								134,800	I	Fortress Partners Securities LLC (4)
Common Stock, par value \$0.01 per share								56,800	I	Fortress Partners Offshore Securities LLC (4)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 4.39	08/18/2014		A		4,000,000		(5)	08/18/2024	Common Stock, par value \$0.01 per share	4,000,000	\$ 0	4,000,000	I	Fortress Operating Entity I LP (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDENS WESLEY R 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	X			

Signatures

/s/ Wesley R. Edens	08/19/2014
<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 4(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) On August 18, 2014, Mr. Edens purchased 250,000 shares of the issuer's common stock directly from the issuer in connection with a public offering of common stock by the issuer.
- (2) Mr. Edens may be deemed to be the beneficial owner of these shares but disclaims beneficial ownership.
- (3) Mr. Edens may be deemed to be the beneficial owner of these securities by virtue of his relationship to Fortress Operating Entity I ("FOE I"). Mr. Edens disclaims beneficial ownership of any securities (and the underlying shares of common stock, if applicable) of the issuer held by FOE I except to the extent of his pecuniary interest therein.
- (4) Mr. Edens may be deemed to be the beneficial owner of these shares by virtue of his relationship to Fortress Partners Securities LLC or Fortress Partners Offshore Securities LLC, as applicable. Mr. Edens disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (5) Options were fully vested on date of initial grant from the issuer to FOE I and become exercisable in thirty equal monthly installments beginning on the first of each month following the month in which the options were granted.

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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