

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2006

Check here if Amendment ☐; Amendment Number: _____
This Amendment (Check only one): ☐ is a restatement.
☐ adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Newcastle Partners, L.P.
Address: 200 Crescent Court, Suite 1400
Dallas, Texas 75201

Form 13F File Number: 28-11174

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Mark E. Schwarz
Title: Managing Member of General Partner of General Partner
Phone: (214) 661-7474

Signature: _____ Place and Date of Signing:

_____, Dallas, Texas.

Report Type (Check only one)

- ☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- ☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- ☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 5

Form 13F Information Table Value Total: \$64,778
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	28-11175	Mark E. Schwarz

13FCONP 5/15/07

NON-PUBLIC

CONFIDENTIAL TREATMENT EXPIRED

PROCESSED

APR 02 2008

J THOMSON
FINANCIAL

<PAGE>

FORM 13F INFORMATION TABLE
CONFIDENTIAL TREATMENT REQUESTED

<TABLE>
 <CAPTION>

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR PRN AMT	SH/PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY
									SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
DIRECT GENERAL CORP	COM	25456W204	14,463	700,728	SH		OTHER	1	0 700,728 0
AMERICAN PWR CONVERSION CORP	COM	029066107	17,130	560,000	SH		OTHER	1	0 560,000 0
PHILPS DODGE CORP	COM	717265103	23,501	196,300	SH		OTHER	1	0 196,300 0
TRAFFIC COM INC	COM	892717109	2,435	302,647	SH		OTHER	1	0 302,647 0
VITALSTREAM HLDS INC	COM NEW	92847T209	7,269	723,972	SH		OTHER	1	0 723,972 0

</TABLE>

END