NOBLE ROMANS INC Form SC 13D/A June 29, 2006

SECURITIES & EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D*

(Amendment No. 4)

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

| NOBLE ROMAN S, INC |
|--------------------------------|
| (Name of Issuer) |
| |
| COMMON STOCK |
| |
| (Title of Class of Securities) |
| |
| 655107100 |
| (CUSIP NUMBER) |

C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR

SUMMITBRIDGE NATIONAL INVESTMENTS LLC

NEW YORK, NEW YORK 10105

ATTN: GLENN CUMMINS

Edgar Filing: NOBLE ROMANS INC - Form SC 13D/A

(212) 798-6071

(Name, address and telephone number of person authorized to receive notices and communications)

June 27, 2006

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ...

^{*} The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 655107100 Page 2 of 21 Pages (1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) SummitBridge National Investments LLC (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) " (3) SEC USE ONLY (4) SOURCE OF FUNDS WC (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) (6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (7) SOLE VOTING POWER NUMBER OF -()-**SHARES** (8) SHARED VOTING POWER BENEFICIALLY OWNED BY -()-(9) SOLE DISPOSITIVE POWER **EACH** REPORTING PERSON (10) SHARED DISPOSITIVE POWER WITH 0 shares of Common Stock (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 shares of Common Stock (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0% See Item 5

(14) TYPE OF REPORTING PERSON

OO

CUSIP No. 655107100 Page 3 of 21 Pages (1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Drawbridge Special Opportunities Fund LP (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) " (3) SEC USE ONLY (4) SOURCE OF FUNDS WC (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) (6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (7) SOLE VOTING POWER NUMBER OF -()-**SHARES** (8) SHARED VOTING POWER BENEFICIALLY OWNED BY -()-(9) SOLE DISPOSITIVE POWER **EACH** REPORTING PERSON (10) SHARED DISPOSITIVE POWER WITH 0 shares of Common Stock (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 shares of Common Stock (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

SEE INSTRUCTIONS BEFORE FILLING OUT!

0.0%, See Item 5.

(14) TYPE OF REPORTING PERSON

PN

4

CUSIP No. 655107100

Page 4 of 21 Pages

(1) NAME OF REPORTING PERSONS

Drawbridge Special Opportunities Advisors LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - (a) x
 - (b) "
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS

WC

- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

-0-

SHARES

(8) SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH (9) SOLE DISPOSITIVE POWER

REPORTING

Λ

PERSON WITH

(10) SHARED DISPOSITIVE POWER

0 shares of Common Stock

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares of Common Stock

- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%, See Item 5.

(14) TYPE OF REPORTING PERSON

OO

CUSIP No. 655107100 Page 5 of 21 Pages (1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Fortress Investment Group LLC (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) " (3) SEC USE ONLY (4) SOURCE OF FUNDS WC (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) (6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (7) SOLE VOTING POWER NUMBER OF -()-**SHARES** (8) SHARED VOTING POWER **BENEFICIALLY** OWNED BY -()-(9) SOLE DISPOSITIVE POWER **EACH** REPORTING PERSON (10) SHARED DISPOSITIVE POWER WITH 0 shares of Common Stock (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 shares of Common Stock (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0%, See Item 5.

(14) TYPE OF REPORTING PERSON

i) THE OF REPORTING

OO

CUSIP No. 655107100 Page 6 of 21 Pages (1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Summit Delta Investor, LLC (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) " (3) SEC USE ONLY (4) SOURCE OF FUNDS WC (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) (6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (7) SOLE VOTING POWER NUMBER OF -()-**SHARES** (8) SHARED VOTING POWER **BENEFICIALLY** OWNED BY -()-(9) SOLE DISPOSITIVE POWER **EACH** REPORTING PERSON (10) SHARED DISPOSITIVE POWER WITH 0 shares of Common Stock (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 shares of Common Stock (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

SEE INSTRUCTIONS BEFORE FILLING OUT!

0.0%, See Item 5.

(14) TYPE OF REPORTING PERSON

00

7

CUSIP No. 655107100 Page 2 of 21 Pages

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

D.B. Zwirn Special Opportunities Fund, L.P. (f/k/a Highbridge/Zwirn Special Opportunities

Fund, L.P.)

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - (a) x

(b) "

- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS

WC

- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

-()-

SHARES (8) SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH (9) SOLE DISPOSITIVE POWER

REPORTING

-0-

-()-

PERSON

(10) SHARED DISPOSITIVE POWER

WITH

0 shares of Common Stock

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares of Common Stock

- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%, See Item 5.

(14) TYPE OF REPORTING PERSON

PN

CUSIP No. 655107100 Page 7 of 21 Pages (1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) D.B. Zwirn & Co., L.P. (f/k/a Highbridge/Zwirn Capital Management, LLC) (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) " (3) SEC USE ONLY (4) SOURCE OF FUNDS WC (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) (6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (7) SOLE VOTING POWER NUMBER OF -()-**SHARES** (8) SHARED VOTING POWER BENEFICIALLY OWNED BY -()-(9) SOLE DISPOSITIVE POWER **EACH** REPORTING PERSON (10) SHARED DISPOSITIVE POWER WITH 0 shares of Common Stock (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares of Common Stock

- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%, See Item 5.

(14) TYPE OF REPORTING PERSON

PN

CUSIP No. 655107100 Page 9 of 21 Pages (1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) DBZ GP, LLC (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) " (3) SEC USE ONLY (4) SOURCE OF FUNDS WC (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) (6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (7) SOLE VOTING POWER NUMBER OF -()-**SHARES** (8) SHARED VOTING POWER BENEFICIALLY OWNED BY -0-(9) SOLE DISPOSITIVE POWER **EACH** REPORTING **PERSON** (10) SHARED DISPOSITIVE POWER WITH 0 shares of Common Stock (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 shares of Common Stock (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0%, See Item 5. (14) TYPE OF REPORTING PERSON

SEE INSTRUCTIONS BEFORE FILLING OUT!

00

CUSIP No. 655107100 Page 10 of 21 Pages

(1) NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Zwirn Holdings, LLC (f/k/a D.B. Zwirn & Co., LLC)

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - (a) x
 - (b) "
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS

WC

- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPOR