SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person [*] NCM SERVICES, INC.		2. Date of Event Requiring Statement (Month/Day/Year) 08/05/2013	3. Issuer Name and Ticker or Trading Symbol <u>PIZZA INN HOLDINGS, INC /MO/</u> [PZZI]				
(Last) 200 CRESCEN SUITE 1400	(First) T COURT	(Middle)		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) DALLAS	ТХ	75201			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
(City)	(State)	(Zip)			Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,729,773		Shares directly owned by Newcastle Partners, L.P. ⁽¹⁾

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

1. Title of Derivative Security (Instr. 4)			3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		Conversion or Exercise	Form: Direct (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Indirect (I) Derivative (Instr. 5) Security		

Explanation of Responses:

1. NCM Services, Inc. ("NCMS") is the sole member of Newcastle Capital Group, L.L.C. ("NCG"), which is the general partner of Newcastle Capital Management, L.P. ("NCM"), which is the general partner of Newcastle Partners, L.P. ("NCM"), NCMS may be deemed the beneficial owner of all shares held by any of NCG, NCM or NP.

Remarks:

Steven D. Davidson as Attorney-09/16/2013

In-Fact for NCM Services, Inc.

** Signature of Reporting Person

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

OMB APPROVAL