# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13D

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

(Amendment No. 19)1

PIZZA INN, INC.

(Name of Issuer)

#### COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of class of securities)

725848 10 5

(CUSIP Number)

STEVEN WOLOSKY, ESQ. OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP

Park Avenue Tower 65 East 55<sup>th</sup> Street New York, New York 10022 (212) 451-2300

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

April 8, 2009

(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 that 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 / /.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 12 Pages)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 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).

<sup>1</sup> 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 disclosures provided in a prior cover page.

1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATIOIN NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	NEWCASTLE	PARTNERS, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A		
	GROUP*		
			(a)o
			(b)o
3	SEC USE ONLY		` ′
4	SOURCE OF FUNDS*		
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6	CITIZENSHIP OR PLA	CE OF ORGANIZATION	
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	TEXAS		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	/	SOLE VOTING POWER	
BENEFICIALLY		2 004 404	
OWNED BY		2,884,494	
EACH	8	SHARED VOTING POWER	
REPORTING			
PERSON WITH		- 0 -	
FERSON WITH	9	SOLE DISPOSITIVE POWER	
		2,884,494	
	10	SHARED DISPOSITIVE POWER	
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11	AGGREGATE AMOUN	VT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,884,494		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
			(
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	·
	33.8%		
14	TYPE OF REPORTING	DED SON*	
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1	NAME OF REPORTING I	PERSONS	
	I.R.S. IDENTIFICATIOIN	NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	NEWCASTI E C	APITAL MANAGEMENT, L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
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6	CITIZENSHIP OR PLACE	E OF ORGANIZATION	
	TEXAS		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	,		
BENEFICIALLY		3,259,717	
OWNED BY	8	SHARED VOTING POWER	
EACH	8	SHARED VOTING POWER	
REPORTING			
PERSON WITH		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		3,259,717	
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11	A CORECATE A MOUNTE		
11	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,259,717		
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13	PERCENT OF CLASS RE	PRESENTED BY AMOUNT IN ROW (11)	
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	38.2%		
14	TYPE OF REPORTING P	FDCON+	
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1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATIOIN NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	NEWCASTLE	E CAPITAL GROUP, L.L.C.	
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			(b)c
2	SEC USE ONLY		(0)(
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		
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NUMBER OF	7	SOLE VOTING POWER	
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BENEFICIALLY		2 250 717	
OWNED BY		3,259,717	
EACH	8	SHARED VOTING POWER	
REPORTING			
PERSON WITH		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		3,259,717	
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11	AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
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13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	38.2%		
14	TYPE OF REPORTING	G PERSON*	
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1	NAME OF REPORTING		
	I.R.S. IDENTIFICATION	N NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	MARK E. SCH	IWARZ	
2	CHECK THE APPROPE	RIATE BOX IF A MEMBER OF A GROUP*	
			(a)o
			(b)o
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		
	OO, PF		
5		OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
			0
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	,	JOZZ TOTATOTOTIZA	
BENEFICIALLY		3,345,560	
OWNED BY	8	SHARED VOTING POWER	
EACH		SIMILED VOTING TO WER	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
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		3,345,560	
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1.1	A CODECATE AMOUNT		
11	AGGKEGATE AMOUN	IT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2 245 560		
	3,345,560	CORECUTE ANALYTING BY BOW (44) EVOLVERS CERTAIN COLUMN	
12	CHECK BOX IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
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13	PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)	
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14	TYPE OF REPORTING	PERSON*	
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1	NAME OF REPORTING		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	CLINTON J. C	OLEMAN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
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4	SOURCE OF FUNDS*		
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AND COURT OF	USA	GOVE MOTING BOWER	
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		35,753	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		35,753	
	10	SHARED DISPOSITIVE POWER	
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11	AGGREGATE AMOUN	IT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	35,753		
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
12	CHECK BOX II THE A	COLLOID THE COLL IN NOW (11) ENCEODED CERTAIN STRIKES	
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14	TYPE OF REPORTING		
14	I YPE OF REPORTING	PEKSUN"	
	D.		
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1	NAME OF DEPORTURE	C PEDGOVG	1
	NAME OF REPORTING		
	I.R.S. IDENTIFICATION	N NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
		FINANCIAL SERVICES, INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
			(a)o
			(b)o
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		
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5		OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
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NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		375,223	
OWNED BY	8	SHARED VOTING POWER	
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REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		375,223	
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11	AGGREGATE AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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12	375,223  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
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12	DED CENTE OF CV + CC	DEDDECENTED BY A VOLDIE BY DOW (11)	0
13	PERCENT OF CLASS F	REPRESENTED BY AMOUNT IN ROW (11)	
	4.4%		
14	TYPE OF REPORTING	PERSON*	
	IC, CO		

1	NAME OF REPORTING		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	AMERICAN H	ALLMARK INSURANCE COMPANY OF TEXAS	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
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3	SEC USE ONLY		•
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5		OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
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PERSON WITH	9	SOLE DISPOSITIVE POWER	
		375,223	
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11	AGGREGATE AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	375,223		
12		GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
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13	PERCENT OF CLASS R	REPRESENTED BY AMOUNT IN ROW (11)	
	4.4%		
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	IC, CO		
	10,00		

The following statement constitutes Amendment No. 19 to the Schedule 13D filed by the undersigned (the "Statement"). Except as specifically amended by this Amendment No. 19, the Statement remains in full force and effect.

#### Item 3. Source and Amount of Funds

Item 3 is hereby amended and restated in its entirety as follows:

As of the filing date of this Statement, NP had invested \$7,377,120 (inclusive of brokerage commissions) in shares of Common Stock. The source of the foregoing funds was the working capital of NP. Neither NCG nor NCM directly owns any shares of Common Stock.

As of the filing date of this Statement, Mr. Schwarz had invested \$127,470 (inclusive of brokerage commissions) in shares of Common Stock. The source of the foregoing funds was the personal funds of Mr. Schwarz. Mr. Schwarz also directly owns options exercisable within 60 days from the date hereof into 30,000 shares of Common Stock, which options were granted to him as consideration for his service as a director of the Issuer.

As of the filing date of this Statement, Mr. Coleman had invested \$64,108 (inclusive of brokerage commissions) in shares of Common Stock. The source of the foregoing funds was the personal funds of Mr. Coleman.

As of the filing date of this Statement, AHIC had invested \$393,010 (inclusive of brokerage commissions) in shares of Common Stock. The source of the foregoing funds was the working capital of AHIC. Hallmark does not directly own any shares of Common Stock.

#### Item 5. <u>Interest in Securities of the Issuer</u>

Items 5(a)-(b) are hereby amended in their entirety to read as follows:

(a). The aggregate percentage of shares of Common Stock reported to be owned by the Reporting Persons is based upon 8,528,076 shares of Common Stock outstanding as of February 2, 2009 as reported in the Company's Form 10-Q as filed with the Securities and Exchange Commission on February 11, 2009.

As of the filing date of this Statement, NP beneficially owned 2,884,494 shares of Common Stock, representing approximately 33.8% of the issued and outstanding Common Stock.

NCM, as the general partner of NP, may be deemed to beneficially own the 2,884,494 shares of Common Stock beneficially owned by NP. In addition, because NCM may be deemed to own a controlling interest in Hallmark, and Hallmark is the parent company of AHIC, NCM may also be deemed to beneficially own the 375,223 shares of Common Stock beneficially by AHIC. In total, NCM may be deemed to own shares representing approximately 38.2% of the issued and outstanding Common Stock.

NCG, as the general partner of NCM, which in turn is the general partner of NP, may also be deemed to beneficially own the 2,884,494 shares of Common Stock beneficially owned by NP. In addition, because NCM may be deemed to own a controlling interest in Hallmark, and Hallmark is the parent company of AHIC, NCG (as NCM's general partner) may also be deemed to beneficially own the 375,223 shares of Common Stock beneficially by AHIC. In total, NCG may be deemed to own shares representing approximately 38,2% of the issued and outstanding Common Stock.

#### CUSIP No. 725848 10 5

Mark E. Schwarz, as the managing member of NCG, the general partner of NCM, which in turn is the general partner of NP, may also be deemed to beneficially own the 2,884,494 shares of Common Stock beneficially owned by NP. In addition, as of the filing date of this Statement, Mr. Schwarz directly owns 55,843 shares of Common Stock and 30,000 shares of Common Stock underlying currently exercisable stock options. In addition, because NCM may be deemed to own a controlling interest in Hallmark, and Hallmark is the parent company of AHIC, Mr. Schwarz (as the managing member of NCG, the general partner of NCM) may also be deemed to beneficially own the 375,223 shares of Common Stock beneficially by AHIC. In total, Mr. Schwarz may be deemed to own shares representing approximately 39.2% of the issued and outstanding Common Stock.

As of the filing date of this Statement, Mr. Coleman beneficially owned 35,753 shares of Common Stock, representing less than 1% of the issued and outstanding Common Stock.

As of the filing date of this Statement, AHIC beneficially owned 375,223 shares of Common Stock, representing approximately 4.4% of the issued and outstanding Common Stock. Hallmark, as the parent of AHIC, may also be deemed to beneficially own the 375,223 shares of Common Stock beneficially by AHIC, representing approximately 4.4% of the issued and outstanding Common Stock.

The filing of this Statement and any future amendment by the Reporting Persons, and the inclusion of information herein and therein, shall not be considered an admission that any of such persons, for the purpose of Section 13(d) of the Act, or otherwise, are the beneficial owners of any shares of Common Stock in which such persons do not have a pecuniary interest.

(b). By virtue of his position with NP, NCM and NCG, Mr. Schwarz has the sole power to vote and to dispose of the shares of Common Stock owned by NP reported in this Statement. Mr. Schwarz has the sole power to vote and to dispose of the shares of Common Stock he holds directly reported in this Statement. Mr. Coleman has the sole power to vote and dispose of the shares of Common Stock he holds directly reported in this Statement. AHIC has the sole power to vote and dispose of the shares of Common Stock owned by AHIC.

Items 5(c) is hereby amended to add the following:

(c). Schedule A sets forth the transactions in the Common Stock that were effected during the past sixty days by the Reporting Persons (which transactions were effected in the open market).

#### **SIGNATURES**

After due inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 14, 2009 NEWCASTLE PARTNERS, L.P.

By: Newcastle Capital Management, L.P., its

general partner

By: Newcastle Capital Group, L.L.C., its

general partner

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL MANAGEMENT, L.P.

By: Newcastle Capital Group, L.L.C., its

general partner

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL GROUP, L.L.C.

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

/s/ Mark E. Schwarz

MARK E. SCHWARZ

/s/ Clinton J. Coleman

CLINTON J. COLEMAN

HALLMARK FINANCIAL SERVICES, INC.

By: /s/ Mark E. Schwarz

Name: Mark E. Schwarz

Title: Chairman

AMERICAN HALLMARK INSURANCE COMPANY OF TEXAS

By: /s/ Mark E. Swhwarz

Name: Mark E. Schwarz

Title: Director

# SCHEDULE A

## Transactions in the Common Stock During the Past 60 Days

## American Hallmark Insurance Company of Texas

Transaction Date	Buy/Sell	Quantity (Shares)	Price per Share (\$)
4/8/09	Buy	100,000	1.04
4/9/09	Buy	117,060	1.04
4/13/09	Buy	40,000	1.04