# 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. 24)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)

Mark E. Schwarz Newcastle Capital Management, L.P. 200 Crescent Court, Suite 1400 Dallas, Texas 75201 (214) 661-7474

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

October 5, 2010

(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(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 13 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).

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 REPORT	INC PERSONS		
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	I.N.S. IDENTIFICATION NOS. OF ADOVE PERSONS (ENTITIES ONLI)			
	NEWCASTLE PART	NERS, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A			
	GROUP*			
			(a)c	
3	SEC USE ONLY		(b)c	
3	SEC USE ONLY			
4	SOURCE OF FUNDS	5*		
	WC			
5	CHECK BOX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
			C	
6	CITIZENSHIP OR P.	LACE OF ORGANIZATION		
	TEXAS			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		1,836,876		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		SOLE BISTOSTITVE TO WER		
		1,836,876		
	10	SHARED DISPOSITIVE POWER		
11	ACCREGATE AMO	- 0 - UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGATE AMO	ON I DENEFICIALLI OWNED DI EAGH REFORTING FERSON		
	1,836,876			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
			(	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
	22.9%			
14	TYPE OF REPORTI	NG PERSON*		
	PN			

1	NAME OF REPORTIN	IC DEDCONS		
1	I.R.S. IDENTIFICATIOIN NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	I.R.S. IDENTIFICATION NOS. OF ADOVE PERSONS (ENTITIES ONLI)			
	NEWCASTLE CAPITA	AL MANAGEMENT, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
			(a)o	
	CEC HOE ONLY		(b)o	
3	SEC USE ONLY			
4	SOURCE OF FUNDS*			
•				
	00			
5	CHECK BOX IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENCIUD OD DI	ACE OF ORGANIZATION	0	
O	CITIZENSHIP OR PLA	ACE OF ORGANIZATION		
	TEXAS			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY	8	1,853,924 SHARED VOTING POWER		
EACH	O	SHARED VOTING POWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	10	1,853,924		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	1,853,924	A CODEC ATE A MOLINIT IN DOM (44) EVOLUDES CEDTAIN SHADES*		
12	CHECK BUX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	23.1%			
14	TYPE OF REPORTING	G PERSON*		
	PN			
	111			

	<del>                                     </del>			
1	NAME OF REPORTING			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	MARK E. SCHWARZ			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
_			(a)o	
			(b)o	
3	SEC USE ONLY			
4	COLID CE OE ELIND C*			
4	SOURCE OF FUNDS* OO, PF			
5		OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
J		01 22012 110 0222 1100 10 112 <b>(</b> u) 011 <b>-</b> (u)	0	
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	****			
NUMBER OF	USA 7	SOLE VOTING POWER		
SHARES	/	SOLE VOTING POWER		
BENEFICIALLY		2,019,767		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		2,019,767		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOUN	IT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,019,767			
12	The state of the s	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
			0	
13	PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)		
	25.2%			
14	TYPE OF REPORTING	PERSON*		
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	IN			

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
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CHECK THE MITKOI	RITTE BOX II A MILMBLR OF A GROOT	(a)o	
		(b)o	
SEC USE ONLY			
	A CONTRE OF LEGAL PROCEEDINGS IS DECLIRED BURGLANT TO ITEM AND OR SALV		
CHECK BOX IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	0	
CITIZENSHIP OR PLA	ACE OF ORGANIZATION		
CITIZEIVOIIII OKTEI	ICE OF OROTHIZATION		
TEXAS			
7	SOLE VOTING POWER		
8	SHARED VOTING POWER		
	-0-		
9			
	17,048		
10	SHARED DISPOSITIVE POWER		
ACCDECATE AMOUN			
AGGREGALE AMOU	NI BENEFICIALLY OWNED BY EACH REPORTING PERSON		
17.048			
	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
		0	
PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
T			
	DEDCOM*		
I I PE OF KEPOKIING I	LK2OIN.		
PN			
	I.R.S. IDENTIFICATION  NEWCASTLE FOCUS CHECK THE APPROPOSE  SEC USE ONLY  SOURCE OF FUNDS* OO CHECK BOX IF DISC:  CITIZENSHIP OR PLATEXAS  7  8  9  10  AGGREGATE AMOUNT 17,048 CHECK BOX IF THE AMOUNT PERCENT OF CLASS Less than 1%  TYPE OF REPORTING F	SOURCE OF FUNDS* OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS  7 SOLE VOTING POWER 17,048 8 SHARED VOTING POWER - 0 - 9 SOLE DISPOSITIVE POWER 17,048 10 SHARED DISPOSITIVE POWER - 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,048 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1% TYPE OF REPORTING PERSON*	

1	NAME OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
2	CLINTON J. COLEN	MAN OPRIATE BOX IF A MEMBER OF A GROUP*		
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP."	(a)	
			(b)	
3	SEC USE ONLY			
4	SOURCE OF FUND	C*		
4	SOURCE OF FUND	5"		
	OO, PF			
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR P	I ACE OF ORGANIZATION	-	
O .	CITIZENSHIP OR PLACE OF ORGANIZATION			
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		107,259		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
TEROOR WITH	9	SOLE DISPOSITIVE FOWER		
		107,259		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	105.250			
12	107,259	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
12	CHECK BOX II 111	E MOOKEOME MINOONT IN NOW (11) EXCEODES CERTAIN STRIKES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	1.3%			
14	TYPE OF REPORTI	NG PERSON*		
·				
	IN			

<u> </u>				
1	NAME OF REPORTING	PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	HALLMARK FINANCIAL SERVICES, INC.			
2	CHECK THE APPROPE	RIATE BOX IF A MEMBER OF A GROUP*		
	(a)			
			(b)o	
3	SEC USE ONLY		```	
4	SOURCE OF FUNDS*			
	00			
5	CHECK BOX IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
			0	
6	CITIZENSHIP OR PLACE	CE OF ORGANIZATION		
	NEVADA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		541,984		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		541,984		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	541,984			
12	CHECK BOX IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
		• •	0	
13	PERCENT OF CLASS F	EPRESENTED BY AMOUNT IN ROW (11)		
		• •		
	6.8%			
14	TYPE OF REPORTING	PERSON*		
	IC, CO			

1	NAME OF REPORTIN	JC PERSONS	
1	NAME OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	1.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLT)		
	AMERICAN HALLM	ARK INSURANCE COMPANY OF TEXAS	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
			(a)c
			(b)c
3	SEC USE ONLY		
4	SOURCE OF FUNDS*	k	
	WC, OO		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
J	CHECK BOX II. DISC	ECOURT OF PEOPLE I ROCEEDINGS IS REQUIRED FORSOMIT TO THEM 2(0) OR 2(8)	C
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION	
	TEXAS		
NUMBER OF	7	SOLE VOTING POWER	
SHARES		T 14 00 4	
BENEFICIALLY OWNED BY	8	541,984 SHARED VOTING POWER	
EACH	8	SHARED VOTING POWER	
REPORTING		-0-	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		541,984	
	10	SHARED DISPOSITIVE POWER	
11	ACCDECATE AMOU	- 0 - NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGALE AMOU	INT DEMERICIALLY OWNED DI EACH REPURLING PERSON	
	541,984		
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
			C
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	0.00/		
4.4	6.8%	C DEDCOM:	
14	TYPE OF REPORTING	G PEK3UIN™	
	IC, CO		
	1,		

The following statement constitutes Amendment No. 24 to the Schedule 13D filed by the undersigned (the "Statement"). Except as specifically amended by this Amendment No. 24, 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 \$4,717,965 (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 110,000 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, NFF had invested \$43,272 (inclusive of brokerage commissions) in shares of Common Stock. Such amount represents the share contribution by Mr. Schwarz to NFF as of July 9, 2010.

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. Mr. Coleman also directly owns options exercisable within 60 days from the date hereof into 107,259 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, AHIC had invested \$624,706(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 8,010,919 shares of Common Stock outstanding as of May 7, 2010 as reported in the Company's Form 10-K as filed with the Securities and Exchange Commission on September 16, 2010.

As of the filing date of this Statement, NP beneficially owned 1,836,876 shares of Common Stock, representing approximately 22.9% of the issued and outstanding Common Stock.

NCM, as the general partner of NP and NFF, may be deemed to beneficially own the 1,836,876 shares of Common Stock beneficially owned by NP and the 17,048 shares of Common Stock beneficially owned by NFF, representing in total approximately 23.1% of the issued and outstanding Common Stock.

NCG, as the general partner of NCM, which in turn is the general partner of NP and NFF, may also be deemed to beneficially own the 1,836,876 shares of Common Stock beneficially owned by NP and the 17,048 shares of Common Stock beneficially owned by NFF, representing in total approximately 23.1% of the issued and outstanding Common Stock.

Mark E. Schwarz, as the managing member of NCG, the general partner of NCM, which in turn is the general partner of NP and NFF, may also be deemed to beneficially own the 1,836,876 shares of Common Stock beneficially owned by NP and the 17,048 shares of Common Stock beneficially owned by NFF. In addition, as of the filing date of this Statement, Mr. Schwarz directly owns 55,843 shares of Common Stock and 110,000 shares of Common Stock underlying currently exercisable stock options. In total, Mr. Schwarz may be deemed to own shares representing approximately 25.2% of the issued and outstanding Common Stock.

As of the filing date of this Statement, NFF beneficially owned 17,048 shares of Common Stock, representing less than 1% 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 and 71,506 shares of Common Stock underlying currently exercisable stock options, representing in total approximately 1.3% of the issued and outstanding Common Stock.

As of the filing date of this Statement, AHIC beneficially owned 541,984 shares of Common Stock, representing approximately 6.8% of the issued and outstanding Common Stock. Hallmark, as the parent of AHIC, may also be deemed to beneficially own the 541,984 shares of Common Stock beneficially by AHIC, representing approximately 6.8% 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, NFF, 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). During the past sixty days, the following transactions by the Reporting Persons were effected: on October 5, 2010, NP effected a distribution of a total of 149,875 shares of Common Stock to limited partners of NP in satisfaction of redemption requests as of September 30, 2010.

## **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: October 7, 2010

## 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

<u>/s/ Mark E. Schwarz</u> MARK E. SCHWARZ

## NEWCASTLE FOCUS FUND II, 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

/s/ Clinton J. Coleman

CLINTON J. COLEMAN

## HALLMARK FINANCIAL SERVICES, INC.

By: <u>/s/ Mark E. Schwarz</u> Name: Mark E. Schwarz

Title: Chairman

## AMERICAN HALLMARK INSURANCE COMPANY OF TEXAS

By: <u>/s/ Mark E. Schwarz</u> Name: Mark E. Schwarz

Title: Director