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. 11)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 55th Street
New York, New York 10022
(212) 451-2300

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

October 24, 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 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)

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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.

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).

CUSIP No. 725848 10 5

	:======================================		
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES		
	NEWCASTLE PARTNERS, L.P.		
2		(a) / / (b) / /	
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		
	WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	//	
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	TEXAS		
NUMBER OF	7 SOLE VOTING POWER		
SHARES BENEFICIALLY	4,139,990		
OWNED BY EACH	8 SHARED VOTING POWER		
REPORTING PERSON WITH	Θ		
	9 SOLE DISPOSITIVE POWER		
	4,139,990		
	10 SHARED DISPOSITIVE POWER		
	0		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	4,139,990		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	40.8%		
14	TYPE OF REPORTING PERSON*		
	PN		
========	*SEE INSTRUCTIONS BEFORE FILLING OUT!	======	
CUSIP No. 7258	348 10 5 13D Page 3 of	10 Pages	
======================================	NAME OF REPORTING PERSONS	======	

NEWCASTLE CAPITAL MANAGEMENT, L.P.

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

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) / / (b) / /	
	SEC USE ONLY		
4	SOURCE OF FUNDS*		
	00		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) //		
6			
	TEXAS		
	7 SOLE VOTING POWER		
SHARES BENEFICIALLY	4,139,990		
OWNED BY EACH	8 SHARED VOTING POWER		
REPORTING PERSON WITH	0		
	9 SOLE DISPOSITIVE POWER		
	4,139,990		
	10 SHARED DISPOSITIVE POWER		
	О		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	4,139,990		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	/ /	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	40.8%		
14	TYPE OF REPORTING PERSON*		
	PN		
	*SEE INSTRUCTIONS BEFORE FILLING OUT!		
CUSIP No. 7258	348 10 5 13D Page 4 0	of 10 Pages	
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES OF	== NLY)	
	NEWCASTLE CAPITAL GROUP, L.L.C.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) / / (b) / /	
3	SEC USE ONLY		

-	COUNCE OF FORDS	
	00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) //	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	TEXAS	
NUMBER OF SHARES	7 SOLE VOTING POWER	
BENEFICIALLY OWNED BY	4,139,990	
EACH REPORTING	8 SHARED VOTING POWER	
PERSON WITH	0	
	9 SOLE DISPOSITIVE POWER	
	4,139,990	
	10 SHARED DISPOSITIVE POWER	
	0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,139,990	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	40.8%	
14	TYPE OF REPORTING PERSON*	
	00	
==========		=======
	*SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP No. 7258	348 10 5 13D Page 5 c	of 10 Pages
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ON	:====== ILY)
	MARK E. SCHWARZ	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) / / (b) / /
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	00, PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	/ /

4

SOURCE OF FUNDS*

-			
	USA		
NUMBER OF	7 SOLE VOTING POWER		
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	4,184,990		
	8 SHARED VOTING POWER		
	Θ		
	9 SOLE DISPOSITIVE POWER		
	4,184,990		
	10 SHARED DISPOSITIVE POWER		
	0		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EAC PERSON	CH REPORTING	
	4,184,990		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (CERTAIN SHARES*	11) EXCLUDES //	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN	ROW (11)	
	41.3%		
14	TYPE OF REPORTING PERSON*		
	IN		
	*SEE INSTRUCTIONS BEFORE FILLING OU		
CUSIP No. 7258	348 10 5 13D	Page 6 of 10 Pages	
1	NAME OF REPORTING PERSONS	=======================================	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	STEVEN J. PULLY		
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A	(b) / /	
3	SEC USE ONLY		
	SOURCE OF FUNDS*		
	PF		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDIN PURSUANT TO ITEM 2(d) OR 2(e)	IGS IS REQUIRED	
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	USA		
NUMBER OF SHARES	7 SOLE VOTING POWER		
BENEFICIALLY	26,787		

CITIZENSHIP OR PLACE OF ORGANIZATION

6

OWNED BY	
EACH REPORTING	8 SHARED VOTING POWER
PERSON WITH	0
	9 SOLE DISPOSITIVE POWER
	26,787
	10 SHARED DISPOSITIVE POWER
	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	26,787
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	less than 1%
14	TYPE OF REPORTING PERSON*
	IN
=========	*SEE INSTRUCTIONS BEFORE FILLING OUT!

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The following statement constitutes Amendment No. 11 to the Schedule 13D filed by the undersigned (the "Statement"). Except as specifically amended $\frac{1}{2}$ by this Amendment No. 11, the Statement remains in full force and effect.

Item 3 is hereby amended and restated as follows:

The net investment cost (including commissions, if any) of the shares of Common Stock held directly by NP was approximately \$9,994,763, all of which was obtained from NP's working capital. The net investment cost (including commissions, if any) of the shares of Common Stock held directly by Mr. Schwarz (excludes stock options held by Mr. Schwarz and shares of Common Stock beneficially owned by NP that Mr. Schwarz may also be deemed to beneficially own) was approximately \$30,875, all of which was obtained from personal funds of Mr. Schwarz. Neither of NCM or NCG directly owns any shares of Common Stock.

The net investment cost (including commissions, if any) of the shares of Common Stock held directly by Mr. Pully was approximately \$23,952, all of which was obtained from personal funds of Mr. Pully.

Item 5(a) is hereby amended and restated as follows:

(a) The aggregate percentage of shares of Common Stock reported to be owned by the Reporting Persons is based upon 10,138,494 shares of Common Stock outstanding as of September 20, 2006 as reported in the Company's Form 10-K as filed with the Securities and Exchange Commission on October 10, 2006.

As of the filing date of this Statement, NP beneficially owned 4,139,990 shares of Common Stock, representing approximately 40.8% of the Company's issued and outstanding Common Stock.

NCM, as the general partner of NP, may be deemed to beneficially own the 4,139,990 shares of Common Stock beneficially owned by NP, representing approximately 40.8% 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 4,139,990 shares of Common Stock beneficially owned by NP, representing approximately 40.8% 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, may also be deemed to beneficially own the 4,139,990 shares of Common Stock beneficially owned by NP, representing approximately 40.8% of the issued and outstanding Common Stock. In addition, Mr. Schwarz directly owns 15,000 shares of Common Stock and 30,000 shares of Common Stock underlying currently exercisable stock options, which, together with the Common Stock held by NP, represents approximately 41.3% of the issued and outstanding Common Stock.

As of the filing date of this Statement, Steven J. Pully beneficially owned 8,929 shares of Common Stock, and 17,858 shares of Common Stock underlying currently exercisable stock options, representing, in the aggregate, less than 1% of the Company's 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.

Item 5(b)is hereby amended and restated as follows:

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(b) By virtue of his position with NP, NCM and NCG, Mark Schwarz has the sole power to vote and to dispose of the 4,139,990 shares of Common Stock, or 40.8% of the issued and outstanding shares of Common Stock, beneficially owned by the Newcastle Control Persons. Mr. Schwarz has the sole power to vote and to dispose of the 15,000 shares of Common Stock he holds directly and the 30,000 shares of Common Stock underlying his currently exercisable stock options, which, together with the Common Stock held by NP, represents approximately 41.3% of the issued and outstanding Common Stock.

Steven J. Pully has the sole power to vote and to dispose of the 8,929 shares of Common Stock held directly by Mr. Pully, and the 17,858 shares of Common Stock underlying his currently exercisable stock options, representing, in the aggregate, less than 1% of the Company's issued and outstanding Common Stock.

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

Schedule A annexed hereto lists all transactions by the Reporting Persons in the Company's Common Stock during the past sixty days. All of such transactions were effected in the open market.

[Signature Page Follows]

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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

Dated: October 26, 2006 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/ Steven J. Pully STEVEN J. PULLY CUSIP No. 725848 10 5 13D Page 10 of 10 Pages SCHEDULE A Transactions in the Shares of Common Stock During the Past Sixty Days Date of Shares of Common Stock Price Per Purchased / (Sold) Share(\$) Purchase / (Sale) ---------------NEWCASTLE PARTNERS, L.P. 77,705 1.99 10/16/06 631 2.00 10/16/06 29,394 1.99 10/20/06 8,000 1.97 10/23/06 45,015 1.95 10/24/06 17,591 2.00 10/25/06

NEWCASTLE CAPITAL MANAGEMENT, L.P.

true, complete and correct.

None

NEWCASTLE CAPITAL GROUP, L.L.C.

None

MARK E. SCHWARZ

None

STEVEN J. PULLY

None