

ZWIRN DANIEL B
Form 4
June 29, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUMMITBRIDGE NATIONAL INVESTMENTS LLC

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NOBLE ROMANS INC [NROM.OB]

3. Date of Earliest Transaction (Month/Day/Year)
06/27/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, no par value | 06/27/2006 | | S | | 2,269,750 | D | \$ 0.75 | 0 | D ⁽¹⁾ |
| Common Stock, no par value | 06/27/2006 | | S | | 2,269,750 | D | \$ 0.75 | 0 | I ⁽²⁾ See footnote 2 |
| Common Stock, no par value | 06/27/2006 | | S | | 0 | D | \$ 0.75 | 0 | I ⁽³⁾ See footnote 3 |

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| | | | | | | | | |
|----------------------------|------------|---|-----------|---|---------|---|-------------------|-----------------|
| Common Stock, no par value | 06/27/2006 | S | 2,269,750 | D | \$ 0.75 | 0 | I ⁽⁴⁾ | See footnote 4 |
| Common Stock, no par value | 06/27/2006 | S | 2,269,750 | D | \$ 0.75 | 0 | I ⁽⁵⁾ | See footnote 5 |
| Common Stock, no par value | 06/27/2006 | S | 2,269,750 | D | \$ 0.75 | 0 | I ⁽⁶⁾ | See footnote 6 |
| Common Stock, no par value | 06/27/2006 | S | 0 | D | \$ 0.75 | 0 | I ⁽⁷⁾ | See footnote 7 |
| Common Stock, no par value | 06/27/2006 | S | 0 | D | \$ 0.75 | 0 | I ⁽⁸⁾ | See footnote 8 |
| Common Stock, no par value | 06/27/2006 | S | 0 | D | \$ 0.75 | 0 | I ⁽⁹⁾ | See footnote 9 |
| Common Stock, no par value | 06/27/2006 | S | 0 | D | \$ 0.75 | 0 | I ⁽¹⁰⁾ | See footnote 10 |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SUMMITBRIDGE NATIONAL INVESTMENTS LLC C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| DRAWBRIDGE SPECIAL OPPORTUNITIES FUND LP C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| DRAWBRIDGE SPECIAL OPPORTUNITIES ADVISORS LLC C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| FORTRESS INVESTMENT GROUP LLC C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| Summit Delta Investor, LLC C/O D.B. ZWIRN & CO., L.P. 745 FIFTH AVENUE, 18TH FLOOR NEW YORK, NY 10151 | | X | | |
| D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P. C/O D.B. ZWIRN & CO., L.P. 745 FIFTH AVENUE, 18TH FLOOR NEW YORK, NY 10151 | | X | | |
| D.B. ZWIRN & CO., L.P. 745 FIFTH AVENUE, 18TH FLOOR NEW YORK, NY 10151 | | X | | |
| DBZ GP, LLC C/O D.B. ZWIRN & CO., L.P. 745 FIFTH AVENUE, 18TH FLOOR NEW YORK, NY 10151 | | X | | |
| ZWIRN HOLDINGS, LLC C/O D.B. ZWIRN & CO., L.P. 745 FIFTH AVENUE, 18TH FLOOR NEW YORK, NY 10151 | | X | | |
| ZWIRN DANIEL B C/O D.B. ZWIRN & CO., L.P. 745 FIFTH AVENUE, 18TH FLOOR NEW YORK, NY 10151 | | X | | |

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Advisors may be deemed to have beneficial ownership of these securities for purposes of Section 16. Drawbridge Advisors expressly disclaims beneficial ownership of any of these securities in which it does not have a pecuniary interest.

- (4) The shares of Common Stock to which this note relates were held indirectly by Fortress Investment Group LLC, a Delaware limited liability company ("Fortress"), in its capacity as the managing member of Drawbridge Advisors. As a result, Fortress may be deemed to have beneficial ownership of these securities for purposes of Section 16. Fortress expressly disclaims beneficial ownership of any of these securities in which it does not have a pecuniary interest.

- (5) The shares of Common Stock to which this note relates were held indirectly by Summit Delta Investor, LLC, a Delaware limited liability company ("Summit Delta"), in its capacity as one of the members of SummitBridge LLC. As a result, Summit Delta may be deemed to have beneficial ownership of these securities for purposes of Section 16. Summit Delta expressly disclaims beneficial ownership of any of these securities in which it does not have a pecuniary interest.

- (6) The shares of Common Stock to which this note relates were held indirectly by D.B. Zwirn Special Opportunities Fund, L.P. f/k/a Highbridge/Zwirn Special Opportunities Fund, L.P., a Delaware limited partnership ("D.B. Zwirn L.P."), in its capacity as a member of Summit Delta. As a result, D.B. Zwirn L.P. may be deemed to have beneficial ownership of these securities for purposes of Section 16. D.B. Zwirn L.P. expressly disclaims beneficial ownership of any of these securities in which it does not have a pecuniary interest.

- (7) The shares of Common Stock to which this note relates were held indirectly by D.B. Zwirn & Co., L.P. f/k/a Highbridge/Zwirn Capital Management, LLC, a Delaware limited partnership ("DBZCO"), in its capacity as the trading manager of D.B. Zwirn L.P. As a result, DBZCO may be deemed to have beneficial ownership of these securities for purposes of Section 16. DBZCO expressly disclaims beneficial ownership of any of these securities in which it does not have a pecuniary interest.

- (8) The shares of Common Stock to which this note relates were held indirectly by DBZ GP, LLC, a Delaware limited liability company, in its capacity as the general partner of DBZCO. As a result, DBZ GP, LLC may be deemed to have beneficial ownership of these securities for purposes of Section 16. DBZ GP, LLC expressly disclaims beneficial ownership of any of these securities in which it does not have a pecuniary interest.

- (9) The shares of Common Stock to which this note relates were held indirectly by Zwirn Holdings, LLC f/k/a D.B. Zwirn & Co., LLC, a Delaware limited liability company, in its capacity as the managing member of DBZ GP, LLC. As a result, Zwirn Holdings, LLC may be deemed to have beneficial ownership of these securities for purposes of Section 16. Zwirn Holdings, LLC expressly disclaims beneficial ownership of any of these securities in which it does not have a pecuniary interest.

- (10) The shares of Common Stock to which this note relates were held indirectly by Daniel B. Zwirn, in his capacity as the managing member of Zwirn Holdings, LLC. As a result, Daniel B. Zwirn may be deemed to have beneficial ownership of these securities for purposes of Section 16. Daniel B. Zwirn expressly disclaims beneficial ownership of any of these securities in which he does not have a pecuniary interest.

Remarks:

The joint filers include SummitBridge LLC, Drawbridge LP, Drawbridge Advisors, Fortress, Summit Delta, D.B. Zwirn L.P.,

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