

NEUBERGER BERMAN REAL ESTATE SECURITIES INCOME FUND INC

Form SC 13G/A

February 10, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

(Amendment No. 1)*

Neuberger Berman Real Estate Securities Income Fund Inc.

(Name of Issuer)

Auction Preferred Shares, \$0.0001 par value per share

(Title of Class of Securities)

64190A202

64190A301

64190A400

64190A509

64190A608

64190A707

64190A806

64190A889

(CUSIP Number)

April 8, 2011

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") 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).

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

JMB Capital Partners Master Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ..

2

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
 SHARED DISPOSITIVE POWER
WITH
 8
 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0%
 TYPE OF REPORTING PERSON*

12

PN

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Smithwood Advisers, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 **California**

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
 SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10 "

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0%

TYPE OF REPORTING PERSON*

12

PN

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Smithwood General Partner, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 **California**

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH **0**
SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10 "

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0%

TYPE OF REPORTING PERSON*

12

OO

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Smithwood Partners, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 **California**

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Jonathan Brooks

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 **USA**

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH **0**
SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10 "

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0%

TYPE OF REPORTING PERSON*

12

IN

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Item 1.

(a) Name of Issuer

Neuberger Berman Real Estate Securities Income Fund Inc.

(b) Address of Issuer's Principal Executive Offices

**605 Third Avenue, 2nd Floor
New York, New York 10158**

Item 2.

(a) Name of Person Filing

JMBCapital Partners Master Fund L.P. (the "Fund")

**Smithwood Advisers, L.P. ("Advisers")
Smithwood General Partner, LLC ("Smithwood GP")
Smithwood Partners, LLC ("Partners")
Jonathan Brooks ("Brooks")**

(collectively hereinafter referred to as the "Reporting Persons")

Mr. Brooks is the Managing Member of Partners, which is the General Partner of the Fund. Mr. Brooks is also the controlling owner and Managing Member of Smithwood GP, which is the General Partner of Advisers, the Fund's investment adviser.

(b) Address of Principal Business Office or, if none, Residence

**c/o Smithwood Advisers, L.P.
1999 Avenue of the Stars, Suite 2040**

Los Angeles, CA 90067

(c)

Citizenship

The Fund is a limited partnership formed and existing under the laws of the Cayman Islands.

Advisers is a limited partnership formed and existing under the laws of the State of California.

Smithwood GP is a limited liability company formed and existing under the laws of the State of California.

Partners is a limited liability company formed and existing under the laws of the State of California.

Brooks is a citizen of the United States.

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(d) Title of Class of Securities

Auction Preferred Shares, \$0.0001 par value per share

(e) CUSIP Number

64190A202

64190A301

64190A400

64190A509

64190A608

64190A707

64190A806

64190A889

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable.

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);

- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution, in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

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Item 4.

Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of the date hereof, none of the Reporting Persons own any of the Auction Preferred Shares.

(b) Percent of class:

The Reporting Persons currently beneficially own 0% of the Auction Preferred Shares.

(c) Number of shares as to which the Reporting Person have:

- (i) Sole power to vote or to direct the vote – **0**
- (ii) Shared power to vote or to direct the vote – **0**
- (iii) Sole power to dispose or to direct the disposition of – **0**
- (iv) Shared power to dispose or to direct the disposition of – **0**

Item 5.

Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following S.

Item 6.

Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

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Item 9.

Notice of Dissolution of Group.

Not Applicable

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2012

JMB Capital Partners Master Fund, L.P.

By: Smithwood Partners, LLC, its
General Partner

By: /s/Jonathan Brooks
Jonathan Brooks, Managing Member

Smithwood Partners, LLC

By: /s/Jonathan Brooks
Jonathan Brooks, Managing Member

Smithwood Advisers, L.P.

By: Smithwood General Partner, LLC,
its General Partner

By: /s/Jonathan Brooks
Jonathan Brooks, Managing Member

Smithwood General Partner, LLC

By: /s/Jonathan Brooks
Jonathan Brooks, Managing Member

/s/Jonathan Brooks
Jonathan Brooks, Individually

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Exhibit No. 1

JOINT FILING AGREEMENT

The undersigned hereby consent to the joint filing by any of them of a Statement on Schedule 13G and any amendments thereto, whether heretofore or hereafter filed, relating to the securities of Neuberger Berman Real Estate Securities Income Fund Inc. and hereby affirms that this Schedule 13G is being filed on behalf of each of the undersigned.

Dated: February 9, 2012

JMB Capital Partners Master Fund, L.P.
By: Smithwood Partners, LLC, its
General Partner

By: /s/Jonathan Brooks
Jonathan Brooks, Managing Member

Smithwood Partners, LLC

By: /s/Jonathan Brooks
Jonathan Brooks, Managing Member

Smithwood Advisers, L.P.
By: Smithwood General Partner, LLC,
its General Partner

By: /s/Jonathan Brooks
Jonathan Brooks, Managing Member

Smithwood General Partner, LLC

By: /s/Jonathan Brooks

Jonathan Brooks, Managing Member

/s/Jonathan Brooks

Jonathan Brooks, Individually