

Castle Brands Inc
Form SC 13D/A
March 17, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN STATEMENT FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)
(Amendment No. 2)*

Castle Brands Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

148435100

(CUSIP Number)

Keith M. Pinter

825 Third Avenue, 26th Floor

New York, New York 10022

Telephone: (212) 573-0668

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 19, 2015

(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 which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

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Note. Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

*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 on the remainder of this cover page shall not be deemed to be "filed" for 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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Names of Reporting Persons

1 **Pallini S.p.A. (formerly known as I.L.A.R. S.p.A.)**

2 Check The Appropriate Box if a
Member of a Group
(see (a)
instructions)(b)
SEC Use Only

3

Source of Funds (see
instructions)

4

WC

Check if Disclosure of Legal
Proceedings Is Required

5 Pursuant to Item 2(d) or 2(e)

Citizenship or Place of
Organization

6

Italy

Sole Voting Power

7

Number **7,196,801**
of **7,196,801**
Shared Voting Power

8

Shares **0**
Sole Dispositive Power

Beneficially **7,196,801**

Owned
by

Each **0** Shared Dispositive Power

10

Reporting **0**

Person
With

Aggregate Amount Beneficially
Owned by Each Reporting

11 Person

7,196,801

Check if the Aggregate Amount
in Row (11) Excludes Certain
12 Shares (see instructions)

(1)
Percent of Class Represented by
13 Amount in Row 11

4.58% (2)
Type of Reporting Person (see
14 instructions)

CO

(1) Excludes 114,412 shares owned by Gabriel Fiduciaria S.v.L., trustee for Virgilio Pallini, an officer and director of, and holder of shareholder voting rights in, the Reporting Person, as to which the Reporting Person disclaims beneficial ownership pursuant to Rule 13d-4. Excludes vested options to acquire 155,505 shares owned by Micaela Pallini, an officer and director of the Reporting Person, as to which the Reporting Person disclaims beneficial ownership pursuant to Rule 13d-4.

(2) The calculation of the percentage is based on 156,953,950 Common Shares outstanding as of February 12, 2015, as reported by the Issuer.

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SCHEDULE 13D/A

AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2 to Schedule 13D (this “Amendment”) amends Item 5 of the Schedule 13D (the “Original 13D”) filed by Pallini S.p.A. (formerly known as I.L.A.R. S.p.A.), a corporation organized under the laws of Italy (the “Reporting Person”) with the Securities and Exchange Commission (the “SEC”) on October 13, 2008, as previously amended by Amendment No. 1 filed by the Reporting Person on March 6, 2014 (as previously amended, the “Amended 13D”) with respect to the common stock, par value \$0.01 per share (the “Common Shares”), of Castle Brands Inc., a Florida corporation and successor by merger to Castle Brands Inc., a Delaware corporation (the “Issuer”), by furnishing the information set forth below.

Item 5. Interest in Securities of the Issuer

(a) and (b) Items 5(a) and 5(b) are hereby deleted in their entirety and replaced with the following:

The Reporting Person beneficially owns Common Shares as follows:

| Name | Number of Common Shares | Sole or Shared Voting | Sole or Shared Dispositive | % of Total Outstanding |
|---------------|--------------------------------|------------------------------|-----------------------------------|-------------------------------|
| Pallini S.p.A | 7,196,801 ⁽¹⁾ | Sole | Sole | 4.58% ⁽²⁾ |

Excludes 114,412 shares owned by Gabriel Fiduciaria S.v.L., trustee for Virgilio Pallini, an officer and director of, and holder of shareholder voting rights in, the Reporting Person, as to which the Reporting Person disclaims (1)beneficial ownership pursuant to Rule 13d-4. Excludes vested options to acquire 155,505 shares owned by Micaela Pallini, an officer and director of the Reporting Person, as to which the Reporting Person disclaims beneficial ownership pursuant to Rule 13d-4.

(2)

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The calculation of the percentage is based on 156,953,950 Common Shares outstanding as of February 12, 2015, as reported by the Issuer.

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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 as of February 19, 2015

Pallini S.p.A

By: /s/ Virgilio Pallini

Name: Virgilio Pallini

Title: Director