

Castle Brands Inc
Form 8-K
June 29, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

June 29, 2010

Castle Brands Inc.

(Exact name of registrant as specified in its charter)

Florida

001-32849

41-2103550

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

122 East 42nd Street, Suite 4700, New York,
New York

10168

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(646) 356-0200

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Top of the Form

Item 2.02 Results of Operations and Financial Condition.

On June 29, 2010, Castle Brands Inc. issued a press release announcing financial results for the three and twelve months ended March 31, 2010. A copy of the press release is attached hereto as Exhibit 99.1.

The information included herein and in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated June 29, 2010.

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Top of the Form

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

June 29, 2010

Castle Brands Inc.

By: */s/ Alfred J. Small*

Name: Alfred J. Small

Title: SVP, CFO, Treas. & Secretary

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Top of the Form

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated June 29, 2010

7,071.81 D Common Stock ⁽¹⁾03/27/2006 M 933 A \$ 44.45 28,004.81 D Common Stock ⁽¹⁾03/27/2006 S 7,101 D \$ 47.5 20,903.81 D Common Stock ⁽¹⁾03/27/2006 S 1,000 D \$ 47.52 19,903.81 D Common Stock ⁽¹⁾03/27/2006 S 1,000 D \$ 47.51 18,903.81 D Common Stock ⁽¹⁾03/27/2006 S 1,000 D \$ 47.53 17,903.81 D Common Stock ⁽¹⁾03/27/2006 S 1,000 D \$ 47.58 16,903.81 D Common Stock ⁽¹⁾03/27/2006 S 1,000 D \$ 47.57 15,903.81 D ⁽²⁾

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

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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. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 26.52	03/27/2006		M		2,168		01/23/2003	01/22/2012	Common Stock	2,168
Stock Option	\$ 26	03/27/2006		M		4,000		01/22/2004	01/21/2013	Common Stock	4,000
Stock Option	\$ 33.51	03/27/2006		M		5,000		02/25/2005	02/24/2014	Common Stock	5,000
Stock Option	\$ 44.45	03/27/2006		M		933		01/26/2006	01/25/2015	Common Stock	933

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

WELLMAN THOMAS A
822 BISHOP STREET
HONOLULU, HI 96813

VP, Treasurer & Controller

Signatures

/s/ Wellman,
Thomas A.

03/28/2006

__Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On June 25, 1998, the Board of Directors of the Company declared a dividend, with respect to each share of common stock, of Common

- (1) Stock Purchase Rights (the 'Rights') pursuant to a Rights Agreement, dated as of June 25, 1998. The Rights are currently attached to, represented by, and transferable with, certificates representing outstanding shares of common stock.
- (2) This total includes shares acquired via the Issuer's dividend reinvestment program.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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