

Castle Brands Inc  
Form 8-K  
September 14, 2011

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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):

September 12, 2011

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))



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**Item 5.07 Submission of Matters to a Vote of Security Holders**

Castle Brands Inc. (the Company) held its 2010/2011 annual meeting of shareholders on September 12, 2011.

A total of 70,728,475 shares of common stock and 10% Series A Convertible Preferred Stock (on an as-converted basis) were present or represented at the meeting, constituting a quorum.

**Election of Directors**

The following nominees were elected to serve as directors, each to hold office until his or her successor is elected and qualified, by the following vote:

| NOMINEE             | FOR        | WITHHELD |
|---------------------|------------|----------|
| Mark Andrews        | 56,916,260 | 499,979  |
| John F. Beaudette   | 56,962,136 | 454,103  |
| Henry C. Beinstein  | 57,293,694 | 122,545  |
| Harvey P. Eisen     | 57,293,672 | 122,567  |
| Phillip Frost, M.D. | 56,960,866 | 455,373  |
| Glenn L. Halpryn    | 57,294,372 | 121,867  |
| Richard J. Lampen   | 56,961,066 | 455,173  |
| Micaela Pallini     | 56,947,773 | 468,466  |
| Steven D. Rubin     | 56,961,066 | 455,173  |
| Dennis Scholl       | 57,295,464 | 120,775  |

**Issuance of Common Stock in Excess of 19.99% of Outstanding Shares**

The vote to approve the issuance of securities convertible into the Company's common stock that, in the aggregate, exceed 19.99% of the Company's outstanding shares of common stock in connection with the Company's June 2011 financing transaction was as follows:

| FOR        | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|------------------|
| 56,234,976 | 716,171 | 465,092 | 13,312,236       |

**Issuance of 10% Series A Convertible Preferred Stock and Warrants to Affiliate Investors**

The vote to approve the issuance of 10% Series A Convertible Preferred Stock and warrants to purchase the Company's common stock to affiliate investors in connection with the Company's June 2011 financing transaction was as follows:

| FOR        | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|------------------|
| 56,221,913 | 730,934 | 463,392 | 13,312,236       |

**Ratification of Appointment of EisnerAmper LLP as Independent Registered Public Accounting Firm**

The vote on the ratification of the appointment of the independent registered public accounting firm for fiscal 2012 was as follows:

FOR  
70,411,665

AGAINST  
208,944

ABSTAIN  
107,866

**Item 8.01. Other Events.**

On September 13, 2011 the Company received a notice from the NYSE Amex LLC ( NYSE Amex ) indicating that the Company has regained compliance with the NYSE Amex continued listing standards by holding its annual shareholders meeting on September 12, 2011.

On September 14, 2011 the Company issued a press release announcing that it has regained compliance with the NYSE Amex continued listing standards. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release issued by the Company on September 14, 2011.

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**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.

Castle Brands Inc.

*September 14, 2011*

By: */s/ Alfred J. Small*

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*Name: Alfred J. Small*

*Title: Senior Vice President, CFO, Treasurer and Secretary*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                                 |
|---------------------------|---|
| 99.1                      | Press release issued by the Company on September 14, 2011 |