

Castle Brands Inc  
Form 10-Q/A  
August 30, 2011

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

FORM 10-Q/A

(Amendment No. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2011

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Commission File Number 001-32849

CASTLE BRANDS INC.  
(Exact name of registrant as specified in its charter)

Florida  
(State or other jurisdiction of  
incorporation or organization)

41-2103550  
(I.R.S. Employer  
Identification No.)

122 East 42nd Street, Suite 4700,  
New York, New York  
(Address of principal executive offices)

10168  
(Zip Code)

Registrant's telephone number, including area code: (646) 356-0200

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Smaller reporting company

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Non-accelerated filer (Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

The Company had 107,202,145 shares of \$.01 par value common stock outstanding at August 15, 2011.

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EXPLANATORY NOTE

This Amendment No. 1 to the Castle Brands Inc. Quarterly Report on Form 10-Q for the period ended June 30, 2011 (the "Form 10-Q") is being filed solely for the purpose of furnishing the interactive data files as Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 provides financial information from the Form 10-Q, formatted in extensible business reporting language. No other changes have been made to the Form 10-Q. This Amendment No. 1 does not reflect any subsequent events occurring after the original filing date of the Form 10-Q or modify or update in any way disclosures made in the original filing.

Users of this data are advised that pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

PART II. OTHER INFORMATION

Item 6. Exhibits

| Exhibit Number | Description  |
|----------------|--|
| 31.1*          | Certification Pursuant to Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                        |
| 31.2*          | Certification Pursuant to Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                        |
| 32.1*          | Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS**      | XBRL Instance Document.  |
| 101.SCH**      | XBRL Taxonomy Extension Schema Document.   |
| 101.CAL**      | XBRL Taxonomy Extension Calculation Linkbase Document.   |
| 101.DEF**      | XBRL Taxonomy Extension Definition Linkbase Document.  |
| 101.LAB**      | XBRL Taxonomy Extension Label Linkbase Document.   |
| 101.PRE**      | XBRL Taxonomy Extension Presentation Linkbase Document.  |

\* Previously filed as an exhibit to Castle Brands Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011.

\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.



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 thereunto duly authorized.

CASTLE BRANDS INC.

August 30, 2011

By: /s/ Alfred J. Small  
Alfred J. Small  
Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)