

Castle Brands Inc  
Form 8-K  
August 14, 2012

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): August 14,  
2012

Castle Brands Inc.

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Florida

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

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

\_\_\_\_\_  
(Address of principal executive offices)

001-32849

\_\_\_\_\_  
(Commission  
File Number)

41-2103550

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

10168

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code:

(646)  
356-0200

Not Applicable

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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))

**Item 2.02 Results of Operations and Financial Condition.**

On August 14, 2012, Castle Brands Inc. issued a press release announcing financial results for the fiscal quarter ended June 30, 2012. 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 August 14, 2012.

**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.

August 14, 2012 By: /s/ Alfred J. Small  
Name: Alfred J. Small  
Title: SVP, CFO, Treas. & Secretary

**Exhibit Index**

| Exhibit No. | Description                         |
|-------------|-------------------------------------|
| 99.1        | Press release dated August 14, 2012 |