

Edgar Filing: Castle Brands Inc - Form SC 13G

Castle Brands Inc
Form SC 13G
February 12, 2008

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)*

CASTLE BRANDS INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

148435100
(CUSIP Number)

DECEMBER 31, 2007
(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*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 the 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).

Continued on following pages
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Exhibit Index: Page 9

CUSIP NO. 148435100

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

CAMULOS CAPITAL LP

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2 Check the Appropriate Box If a Member of a Group (See Instructions)
a.
b.

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

| | | |
|---|---|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 5 | Sole Voting Power 1,000,700 |
| | 6 | Shared Voting Power 0 |
| | 7 | Sole Dispositive Power 1,000,700 |
| | 8 | Shared Dispositive Power 0 |

9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,000,700

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented By Amount in Row (9)
6.40%

12 Type of Reporting Person (See Instructions)
IA, PN

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
CAMULOS CAPITAL GP LLC

2 Check the Appropriate Box If a Member of a Group (See Instructions)
a.
b.

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

| | | |
|-----------|---|--------------------------------|
| Number of | 5 | Sole Voting Power 1,000,700 |
|-----------|---|--------------------------------|

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| | | |
|--------------|---|--------------------------|
| Shares | | |
| Beneficially | 6 | Shared Voting Power |
| Owned By | | 0 |
| Each | | |
| Reporting | 7 | Sole Dispositive Power |
| Person | | 1,000,700 |
| With | | |
| | 8 | Shared Dispositive Power |
| | | 0 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 1,000,700 | |
| 10 | Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | |
| | [] | |
| 11 | Percent of Class Represented By Amount in Row (9) | |
| | 6.40% | |
| 12 | Type of Reporting Person (See Instructions) | |
| | OO | |

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

RICHARD P. BRENNAN

2 Check the Appropriate Box If a Member of a Group (See Instructions)

a. []

b. []

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

| | | |
|--------------|---|--------------------------|
| | 5 | Sole Voting Power |
| Number of | | 1,000,700 |
| Shares | | |
| Beneficially | 6 | Shared Voting Power |
| Owned By | | 0 |
| Each | | |
| Reporting | 7 | Sole Dispositive Power |
| Person | | 1,000,700 |
| With | | |
| | 8 | Shared Dispositive Power |
| | | 0 |

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9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,000,700

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)
[]

11 Percent of Class Represented By Amount in Row (9)
6.40%

12 Type of Reporting Person (See Instructions)
IN

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ITEM 1(A) NAME OF ISSUER:
Castle Brands Inc. (the "Issuer").

ITEM 1(B) ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
570 Lexington Avenue, 29th Floor
New York, NY 10022

ITEM 2(A) NAME OF PERSON FILING:

This statement is filed on behalf of each of the following persons
(collectively, the "Reporting Persons"):

- i) Camulos Capital LP;
- ii) Camulos Capital GP LLC; and
- iii) Richard P. Brennan ("Mr. Brennan").

This statement relates to Shares (as defined herein) held for the account
of entities (the "Funds") for which Camulos Capital LP serves as discretionary
investment manager. Camulos Capital GP LLC is the general partner of Camulos
Capital LP and Mr. Brennan is the managing member of Camulos Capital GP LLC.

ITEM 2(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the principal business office of each of the Reporting
Persons is 3 Landmark Square, 4th Floor, Stamford, CT 06901.

ITEM 2(C) CITIZENSHIP:

- 1) Camulos Capital LP is a Delaware limited partnership;
- 2) Camulos Capital GP LLC is a Delaware limited liability

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company; and

2) Mr. Brennan is a citizen of the United States.

ITEM 2(D) TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.01 per share (the "Shares").

ITEM 2(E) CUSIP NUMBER:

148435100

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B),
OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

i) Camulos Capital LP is an investment adviser registered
under Section 203 of the Investment Advisers Act of
1940.

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ITEM 4. OWNERSHIP:

ITEM 4(A) AMOUNT BENEFICIALLY OWNED:

As of the Date of Event, each of the Reporting Persons may be deemed to be
the beneficial owner of 1,000,700 Shares.

ITEM 4(B) PERCENT OF CLASS:

As of November 13, 2007, the number of Shares outstanding was 15,629,776
according to the Issuer's Form 10-Q filed on November 14, 2007. As of the Date
of Event, each of the Reporting Persons may be deemed to be the beneficial owner
of approximately 6.40% of the total number of Shares outstanding.

ITEM 4(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

CAMULOS CAPITAL LP

- (i) Sole power to vote or direct the vote
- (ii) Shared power to vote or to direct the vote
- (iii) Sole power to dispose or to direct the disposition of
- (iv) Shared power to dispose or to direct the disposition of

CAMULOS CAPITAL GP LLC

- (i) Sole power to vote or direct the vote
- (ii) Shared power to vote or to direct the vote
- (iii) Sole power to dispose or to direct the disposition of
- (iv) Shared power to dispose or to direct the disposition of

MR. BRENNAN

- (i) Sole power to vote or direct the vote
- (ii) Shared power to vote or to direct the vote
- (iii) Sole power to dispose or to direct the disposition of
- (iv) Shared power to dispose or to direct the disposition of

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

This Item 5 is not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

The limited partners of the Funds have the right to participate in the receipt of dividends from, and proceeds from the sale of, the Shares held for the accounts of such Funds in accordance with their respective limited partnership interest (or investment percentages) in such Funds.

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

This Item 7 is not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

This Item 8 is not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

This Item 9 is not applicable.

ITEM 10. CERTIFICATION:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 12, 2008

CAMULOS CAPITAL LP

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.

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Title: General Counsel and
Chief Operating Officer

Date: February 12, 2008

CAMULOS CAPITAL GP LLC

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: Attorney-in-Fact

Date: February 12, 2008

RICHARD P. BRENNAN

By:
By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: Attorney-in-Fact

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EXHIBIT INDEX

- A. Joint Filing Agreement, dated as of February 12, 2008, by and among the Reporting Persons.....
- B. Power of Attorney, dated February 8, 2008.....

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock, par value \$0.01 per share, of Castle Brands Inc. dated as of February 12, 2008, is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

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Date: February 12, 2008

CAMULOS CAPITAL LP

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: General Counsel and
Chief Operating Officer

Date: February 12, 2008

CAMULOS CAPITAL GP LLC

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: Attorney-in-Fact

Date: February 12, 2008

RICHARD P. BRENNAN

By:

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: Attorney-in-Fact

EXHIBIT B

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT, that I, RICHARD P. BRENNAN, hereby make, constitute and appoint Richard D. Holahan, Jr. as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Managing Member, member of or in other capacities with Camulos Capital GP LLC and each of its affiliates or entities advised by me or Camulos Capital GP LLC, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities, futures contracts or other investments, and any other documents relating or ancillary thereto, including without limitation all documents relating to filings with the Commodity Futures Trading Commission and National Futures Association, the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act and any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of these attorneys-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This power of attorney shall be valid from the date hereof until revoked by me.

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IN WITNESS WHEREOF, I have executed this instrument as of the 8th day of February 2008.

RICHARD P. BRENNAN

/s/ RICHARD P. BRENNAN
