

Castle Brands Inc  
Form 8-K  
August 14, 2008

Table of Contents

**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, 2008**

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

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**001-32849**  
(Commission File Number)

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

**570 Lexington Avenue, 29<sup>th</sup> Floor  
New York, New York 10022**  
(Address of principal executive offices)  
**(646) 356-0200**

(Registrant's telephone number,  
including area code)

(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 (see General Instruction A.2. below):

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

Item 2.02 Results of Operations and Financial Condition

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EX-99.1: PRESS RELEASE

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**Table of Contents**

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

On August 14, 2008, Castle Brands Inc. issued a press release announcing financial results for the fiscal quarter ended June 30, 2008. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press release dated August 14, 2008.

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**Table of Contents**

**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.

Date: August 14, 2008

CASTLE BRANDS INC.

By Donald L. Marsh, Jr.

Name: Donald L. Marsh, Jr.

Title: President and Chief Operating  
Officer

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**Table of Contents**

EXHIBIT INDEX

Exhibit	Description
99.1	Press release dated August 14, 2008.