

Castle Brands Inc  
Form 8-K  
July 08, 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):

July 5, 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On July 5, 2011, Castle Brands Inc. (the "Company") received a notice from NYSE Amex, LLC (the "Exchange") indicating that the Company was not in compliance with Section 704 of the NYSE Amex Company Guide (the "Company Guide"), in that it did not hold an annual shareholder meeting within one year after its fiscal year ended March 31, 2010.

On July 6, 2011, the Company submitted a plan of compliance to the NYSE Amex advising the Exchange of actions the Company intends to take to regain compliance with Section 704 of the Company Guide prior to the January 5, 2012 deadline set by the NYSE Amex. The plan states that the Company expects to hold a meeting of its shareholders for the fiscal years ended March 31, 2010 and March 31, 2011 in September 2011, which would bring the Company into compliance with Section 704.

A copy of the press release related to this matter is furnished as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press release dated July 8, 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.

*July 8, 2011*

*By: /s/ Alfred J. Small*

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*Name: Alfred J. Small*

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

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press release dated July 8, 2011