

Castle Brands Inc  
Form 8-K  
May 17, 2012

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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):

May 11, 2012

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 1.01 Entry into a Material Definitive Agreement.**

On May 11, 2012, Castle Brands Inc. (the "Company") entered into amended employment agreements with each of T. Kelley Spillane, the Company's Senior Vice President-Global Sales, Alfred J. Small, the Company's Senior Vice President, Chief Financial Officer, Treasurer and Secretary, and Mark Andrews, the Company's Chairman, to extend the terms of such agreements to May 1, 2014, May 19, 2014, and May 1, 2014, respectively, and to make other changes set forth in such amendments.

The description of the foregoing employment agreement amendments is qualified in its entirety by reference to the complete text of such documents, which are filed as Exhibits 10.1, 10.2 and 10.3 to this current report on Form 8-K and which are incorporated herein by reference.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) The information set forth in Item 1.01 to this current report on Form 8-K is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Amendment to Amended and Restated Employment Agreement, dated as of May 11, 2012, by and between Castle Brands Inc. and T. Kelley Spillane.

10.2 Amendment to Amended and Restated Employment Agreement, dated as of May 11, 2012, by and between Castle Brands Inc. and Alfred J. Small.

10.3 Amendment to Third Amended and Restated Employment Agreement, dated as of May 11, 2012, by and between Castle Brands Inc. and Mark Andrews.

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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.

May 16, 2012

By: */s/ Alfred J. Small*

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*Name: Alfred J. Small*  
*Title: SVP, CFO, Treasurer & Secretary*

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### Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amendment to Amended and Restated Employment Agreement, dated as of May 11, 2012, by and between Castle Brands Inc. and T. Kelley Spillane.
10.2	Amendment to Amended and Restated Employment Agreement, dated as of May 11, 2012, by and between Castle Brands Inc. and Alfred J. Small.
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