

Castle Brands Inc
Form 8-K
March 11, 2014

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):

March 5, 2014

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))

Top of the Form**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Castle Brands Inc., a Florida corporation (the Company), held its 2013 annual meeting of shareholders on March 5, 2014. A total of 118,033,101 shares of common stock and 10% Series A Convertible Preferred Stock (on an as-converted basis) of the Company were present or represented at the meeting, constituting a quorum.

Listed below are the matters voted upon and the final results of such voting.

1. All of the nominees for director were elected, each to hold office until the next annual meeting of shareholders and until their successors are duly elected and qualified, as follows:

| Name | For | Withheld | Broker Non-Votes |
|------------------------|------------|-----------------|-------------------------|
| Mark E. Andrews, III | 95,203,059 | 1,196,664 | 21,633,378 |
| John F. Beaudette | 95,281,077 | 1,118,646 | 21,633,378 |
| Henry C. Beinstein | 95,301,216 | 1,098,507 | 21,633,378 |
| Harvey P. Eisen | 95,271,650 | 1,128,073 | 21,633,378 |
| Phillip Frost, M.D. | 95,184,479 | 1,215,244 | 21,633,378 |
| Glenn L. Halpryn | 95,581,241 | 818,482 | 21,633,378 |
| Richard J. Lampen | 95,210,686 | 1,189,037 | 21,633,378 |
| Micaela Pallini, Ph.D. | 95,175,526 | 1,224,197 | 21,633,378 |
| Steven D. Rubin | 95,184,729 | 1,214,994 | 21,633,378 |
| Dennis Scholl | 95,078,386 | 1,321,337 | 21,633,378 |
| Mark Zeitchick | 93,974,677 | 2,425,046 | 21,633,378 |
| Sergio Zyman | 95,540,873 | 858,850 | 21,633,378 |

2. The amendment to our articles of incorporation to increase the number of authorized shares of our common stock from 225,000,000 shares to 300,000,000 shares was approved, as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 111,000,025 | 6,668,637 | 364,439 | 0 |

3. The appointment of EisnerAmper LLP as our independent registered public accounting firm for fiscal 2014 was ratified, as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-----------------------------|
| 113,707,791 | 2,766,073 | 1,559,237 | 0 |

4. The compensation of our named executive officers was approved, on an advisory basis, as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 94,899,955 | 1,167,917 | 331,851 | 21,633,378 |

5. Our shareholders approved, on an advisory basis, the holding of future advisory votes on say on pay every year, as follows:

| One Year | Two Years | Three Years | Abstain |
|-----------------|------------------|--------------------|----------------|
| 94,272,983 | 1,504,666 | 315,651 | 306,423 |

The Company's Board of Directors has considered the outcome of this advisory vote and has determined that the Company will hold future advisory votes on say on pay every year until the Company's Board of Directors otherwise determines that a different frequency for such advisory votes is in the best interest of the Company or until the next required vote on the frequency of say on pay votes.

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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.

March 11, 2014

By: */s/ Alfred J. Small*

Name: Alfred J. Small

Title: Senior Vice President, CFO, Treasurer and Secretary