

Castle Brands Inc
Form 8-K
October 09, 2008

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Item 8.01 Other Events

On October 8, 2008, Castle Brands Inc. (the Company) issued a press release and sent a letter to its stockholders announcing that (i) the Company is in advanced discussions with investors led by Dr. Phillip Frost, one of the Company s former directors, I.L.A.R. S.p.A, the owner of Pallini liqueurs and Vector Group Ltd. to receive a cash infusion of at least \$12.5 million through a private placement (the Proposed Transaction) and (ii) the Company has received from the NYSE Alternext US LLC (formerly known as the American Stock Exchange) a financial viability exception from obtaining stockholder approval of the Proposed Transaction.

The press release and the letter to stockholders are attached to this Form 8-K as Exhibits 99.1 and 99.2, respectively, and are incorporated in this report by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press release dated October 8, 2008.
99.2	Letter to Stockholders, dated October 8, 2008.

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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.

By: /s/ Donald L. Marsh, Jr.

Name: Donald L. Marsh, Jr.

Title: President and Chief Operating
Officer

Dated: October 8, 2008

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