

Castle Brands Inc
Form 8-K
October 17, 2012

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):

October 15, 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))

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

Castle Brands Inc. held its 2012 annual meeting of shareholders on October 15, 2012. Listed below are the matters voted upon and the final results of such voting:

1. Our shareholders elected each of the individuals nominated for election for a one-year term and until their successors are elected and qualified as follows:

| Name | For | Authority Withheld | Broker Non-Votes |
|---------------------|------------|---------------------------|-------------------------|
| Mark Andrews | 81,717,137 | 1,342,886 | 16,712,326 |
| John F. Beaudette | 82,252,494 | 807,529 | 16,712,326 |
| Henry C. Beinstein | 82,262,294 | 797,729 | 16,712,326 |
| Harvey P. Eisen | 82,251,772 | 808,251 | 16,712,326 |
| Phillip Frost, M.D. | 81,802,394 | 1,257,629 | 16,712,326 |
| Glenn L. Halpryn | 82,250,472 | 809,551 | 16,712,326 |
| Richard J. Lampen | 79,987,820 | 3,072,203 | 16,712,326 |
| Micaela Pallini | 81,789,831 | 1,270,192 | 16,712,326 |
| Steven D. Rubin | 81,791,809 | 1,268,214 | 16,712,326 |
| Dennis Scholl | 81,786,939 | 1,273,084 | 16,712,326 |

2. Our shareholders approved the Castle Brands Inc. 2013 Incentive Compensation Plan as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 79,722,266 | 3,158,852 | 178,905 | 16,712,326 |

3. Our shareholders ratified the selection of EisnerAmper LLP as our independent registered public accounting firm for fiscal 2013 as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 97,888,261 | 1,845,429 | 38,659 | N/A |

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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.

October 17, 2012

Castle Brands Inc.

By: */s/ Alfred J. Small*

Name: Alfred J. Small

Title: Senior Vice President, CFO, Treasurer and Secretary