

Castle Brands Inc  
Form 8-K  
March 11, 2014

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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):

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:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
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:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
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:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
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:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
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:

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>
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*

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*Name: Alfred J. Small*

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