

Castle Brands Inc
Form 3
April 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MacFarlane Matthew F | | (Month/Day/Year) | Castle Brands Inc [ROX] | |
| (Last) | (First) | (Middle) | 04/05/2006 | |
| C/O CASTLE BRANDS INC., Â 570 LEXINGTON AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10022 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Financial Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------|------------|--------------|--------|--------|----------------------------------|---|
| Series C Convertible Preferred Stock | Â (1) | Â (2) | Common Stock | 2,500 | \$ (2) | D | Â |
| Stock Option (Right to Buy) | Â (3) | 01/09/2014 | Common Stock | 50,000 | \$ 6 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 01/27/2015 | Common Stock | 10,000 | \$ 8 | D | Â |
| Common Stock Warrants (Right to Buy) | 06/09/2004 | 05/31/2009 | Common Stock | 250 | \$ 8 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MacFarlane Matthew F C/O CASTLE BRANDS INC. 570 LEXINGTON AVENUE NEW YORK, NY 10022 | Â | Â | Â Chief Financial Officer | Â |

Signatures

John E. Schmeltzer III, as
attorney-in-fact

04/05/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The Series C Convertible Preferred Stock is convertible at any time.
- (2) The Series C Convertible Preferred Stock is convertible into Castle Brands Inc. common stock on a one-for-one basis and has no expiration date.
- (3) This stock option vests in four equal annual installments, with the first installment vesting on January 9, 2005.
- (4) This stock option vests in five equal annual installments, with the first installment vesting on January 27, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.