

Edgar Filing: Castle Brands Inc - Form SC 13G

Castle Brands Inc  
Form SC 13G  
February 14, 2007

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

CASTLE BRANDS INC

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

148435100

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(CUSIP Number)

December 31, 2006

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 148435100

(1) Names and I.R.S. Identification Nos. (entities only) of reporting persons.  
Fursa HBV SPV LLC

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(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

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(3) SEC use only.

(4) Citizenship or place of organization.  
Delaware

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power:  
1,218,610 (1)

(6) Shared voting power:  
0

(7) Sole dispositive power:  
1,218,610 (1)

(8) Shared dispositive power:  
0

(9) Aggregate amount beneficially owned by each reporting person.  
1,218,610 (1)

(10) Check if the aggregate amount in Row (9) excludes certain shares  (see instructions).\*

(11) Percent of class represented by amount in Row 9.  
9.6%

(12) Type of Reporting Person (see instructions).  
IA

(1) Consists of 526,985 shares of Common Stock and 691,625 shares of Common Stock issuable upon the conversion of 6% Subordinated Notes, convertible at \$8.00 per share.

\*Beneficial ownership reflected above excludes 102,819 shares of common stock held for the benefit of managed accounts.

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Item 1(a). Name of Issuer:

Castle Brands Inc. ("Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

570 Lexington Avenue, 29th Floor  
New York, New York 10022

Item 2(a). Name of Persons Filing:

Fursa HBV SPV LLC

Item 2(b). Address or Principal Business Office or, If None, Residence:

200 Park Avenue, 54th Floor  
New York, NY 10166

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Item 2(c). Citizenship:

Delaware Limited Liability Company.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP No.:

148435100

Item 3. If this statement is filed pursuant to ss.ss.13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);

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- (g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

- (a) Amount beneficially owned: 1,218,610 (1)
- (b) Percent of class: 9.6%
- (c) Number of shares as to which such person has:
  - (i) Sole power to direct the vote:  
1,218,610 (2)
  - (ii) Shared power to direct the vote:

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0

(iii) Sole power to dispose or direct the disposition of:  
1,218,610 (2)

(iv) Shared power to dispose or direct the disposition of:  
0

(1) Consists of 526,985 shares of Common Stock and 691,625 shares of Common Stock issuable upon the conversion of 6% Subordinated Notes, convertible at \$8.00 per share.

(2) The Reporting Person beneficially owns the Issuer's securities on behalf of affiliated investment funds and separately managed accounts over which it exercises discretionary authority.

Item 5. Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

The Reporting Person beneficially owns the Issuer's securities on behalf of affiliated investment funds and separately managed accounts over which it exercises discretionary authority.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications

Not applicable.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FURSA HBV SPV LLC

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Date: February 14, 2007

By: /s/ Patrick Brennan

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Patrick Brennan, Chief Administrative Officer of  
Fursa HBV Alternative Strategies LLC, as  
Managing Member of Fursa HBV SPV LLC