

Castle Brands Inc
Form 3
April 05, 2006

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â ANDREWS MARK</p> <p>(Last) (First) (Middle)</p> <p>C/O CASTLE BRANDS INC., Â 570 LEXINGTON AVENUE</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/05/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Castle Brands Inc [ROX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Executive Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
Common Stock	1,096,240	I ⁽¹⁾	By Knappogue Corp.

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	53,720	\$ (3)	I (1)	By Knappogue Corp.
Series C Convertible Preferred Stock	Â (4)	Â (5)	Common Stock	23,750	\$ (5)	I (1)	By Knappogue Corp.
Series C Convertible Preferred Stock	Â (4)	Â (5)	Common Stock	14,063	\$ (5)	D	Â
Common Stock Warrants (Right to Buy)	06/09/2004	05/31/2009	Common Stock	6,250	\$ 8	D	Â
Common Stock Warrants (Right to Buy)	06/09/2004	05/31/2009	Common Stock	3,125	\$ 8	I (1)	By spouse
Stock Option (Right to Buy)	Â (6)	01/27/2015	Common Stock	50,000	\$ 8	D	Â
Stock Option (Right to Buy)	Â (7)	01/09/2014	Common Stock	50,000	\$ 6	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREWS MARK C/O CASTLE BRANDS INC. 570 LEXINGTON AVENUE NEW YORK, NY 10022	Â X	Â X	Â Chief Executive 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 reporting person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.
- (2) The Series A Convertible Preferred Stock is convertible at any time.
- (3) The Series A Convertible Preferred Stock is convertible into Castle Brands Inc. common stock on a one-for-one basis and has no expiration date.
- (4) The Series C Convertible Preferred Stock is convertible at any time.
- (5) 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.
- (6) This stock option vests in five equal annual installments, with the first installment vesting on January 27, 2006.

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(7) This stock option vests in five equal annual installments, with the first installment vesting on January 9, 2005.

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

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