Castle Brands Inc Form 3 April 05, 2006

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 *

A Smith Frederick M R

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

04/05/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Castle Brands Inc [ROX]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O CREDIT SUISSE FIRST BOSTON, 11 MADISON

AVENUE

(Street)

10% Owner _X_ Director Officer Other

(give title below) (specify below)

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10010

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Form:

Direct (D) or Indirect (I) (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. 5 Ownership Conversion or Exercise Form of Price of

6. Nature of Indirect Beneficial

Date

Derivative Derivative

Ownership (Instr. 5)

Security: Expiration Title Amount or Security Direct (D) Number of Exercisable Date

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				Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	(1)	(2)	Common Stock	14,290	\$ <u>(2)</u>	D	Â
Series C Convertible Preferred Stock	(3)	(4)	Common Stock	16,500	\$ <u>(4)</u>	D	Â
Stock Option (Right to Buy)	05/10/2004	05/10/2014	Common Stock	6,000	\$ 6	D	Â
Stock Option (Right to Buy)	01/27/2005	01/27/2015	Common Stock	6,000	\$ 8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
Smith Frederick M R						
C/O CREDIT SUISSE FIRST BOSTON	â v	Â	â	â		
11 MADISON AVENUE	АЛ	Α	A	A		
NEW YORK, NY 10010						

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 A Convertible Preferred Stock is convertible at any time.
- (2) 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.
- (3) The Series C Convertible Preferred Stock is convertible at any time.
- (4) 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.

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.

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