

Castle Brands Inc
Form 3
October 20, 2008

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 *

HALPRYN GLENN L
(Last) (First) (Middle)

4400 BISCAYNE
BOULEVARD, SUITE 950

(Street)

MIAMI, FL 33137

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
10/11/2008

3. Issuer Name and Ticker or Trading Symbol
Castle Brands Inc [ROX]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

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)

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

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)

Date Expiration
Exercisable Date

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	2,857,144	\$ 0.35	I	By Halpryn Group IV, LLC (2)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALPRYN GLENN L 4400 BISCAYNE BOULEVARD SUITE 950 MIAMI, FL 33137	Â X	Â	Â	Â

Signatures

/s/ Glenn L.
Halpryn

10/20/2008

**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) As described in Item 1.01 of that certain Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on October 14, 2008 (the "8-K"), each share of Series A Convertible Preferred Stock will automatically be converted into shares of Common Stock, at the then effective conversion rate, upon the filing of an amendment to the Issuer's charter, which, once effective, makes available a sufficient number of authorized but unissued and unreserved shares of the Common Stock to permit all then outstanding shares of Series A Convertible Preferred Stock to be converted. The conversion rate is 35.7143 shares of Common Stock for each share of Series A Convertible Preferred Stock, and is subject to customary adjustment for dilutive issuances.

Represents 80,000 shares of Series A Convertible Preferred Stock issued by the Issuer to Halpryn Group IV, LLC, of which the Reporting Person is a member, at the closing of the transactions contemplated by that certain Series A Preferred Stock Purchase Agreement described in Item 1.01 of the 8-K, which closing occurred on October 20, 2008 (the "Closing"). The Reporting Person disclaims

(2) beneficial ownership of these securities prior to their issuance at the Closing and, subsequent to the Closing, the Reporting Person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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