



**Castle Brands Inc. 2013 Incentive Compensation Plan, As Amended**

(Full Title of the Plan)

**Alfred J. Small**

**Senior Vice President, Chief Financial Officer, Secretary and Treasurer**

**122 East 42nd Street, Suite 5000**

**New York, New York 10168**

(Name and Address of Agent For Service)

**(646) 356-0200**

(Telephone Number, Including Area Code, of Agent For Service)

**Copies to:**

<b>Brian L. Heller, Esq.</b>	<b>Robert L. Grossman, Esq.</b>
<b>Special Counsel</b>	<b>Joshua M. Samek, Esq.</b>
<b>4400 Biscayne Blvd., 12th Floor</b>	<b>Greenberg Traurig, P.A.</b>
<b>Miami, Florida 33137</b>	<b>333 SE 2nd Avenue, Suite 4400</b>
<b>(305) 572-4100</b>	<b>Miami, Florida 33131</b>
	<b>(305) 579-0500</b>

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company



**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be registered</b>	<b>Amount to be Registered<sup>(1)</sup></b>	<b>Proposed maximum offering price per share<sup>(2)</sup></b>	<b>Proposed maximum aggregate offering price<sup>(2)</sup></b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.01 per share, to be issued under the Castle Brands Inc. 2013 Incentive Compensation Plan, as amended (the " <u>Plan</u> ")	10,000,000	\$1.13	\$ 11,300,000.00	\$1,309.67

Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of common stock, \$0.01 par value per share ("Common Stock"), of Castle Brands Inc., a Florida corporation (the "Registrant"), that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of Common Stock.

Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule (2)457(h) under the Securities Act based upon the average of the high and low prices per share of Common Stock as reported by the NYSE MKT on March 16, 2017.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 (this "Registration Statement") is being filed by Castle Brands Inc., a Florida corporation, for the purpose of registering a total of 10,000,000 additional shares of its common stock, par value \$0.01 per share, issuable pursuant to the Castle Brands Inc. 2013 Incentive Compensation Plan for which previously filed Registration Statement on Form S-8 (Registration No. 333-189750) is effective (the "Prior Registration Statement"). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

See "Exhibit Index" following the signature page to this Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 23<sup>rd</sup> day of March, 2017.

CASTLE BRANDS INC.

By: /s/ Alfred J. Small

Name: Alfred J. Small

Title: Senior Vice President, Chief Financial Officer, Treasurer and Secretary

**POWER OF ATTORNEY**

Each person whose signature appears below hereby appoints Richard J. Lampen, John Glover and Alfred J. Small his or her true and lawful attorney-in-fact, each acting alone, with full powers of substitution and resubstitution, with authority to execute in the name of each such person, and to file with the Securities and Exchange Commission, together with any exhibits thereto and other documents therewith, any and all amendments (including without limitation post-effective amendments) to this registration statement necessary or advisable to enable the registrant to comply with the Securities Act and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, which amendments may make such other changes in the registration statement as the aforesaid attorney-in-fact executing the same deems appropriate.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.



<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard J. Lampen</u>		
Richard J. Lampen	President, Chief Executive Officer and Director (Principal Executive Officer)	March 23, 2017
<u>/s/ Alfred J. Small</u>		
Alfred J. Small	Senior Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)	March 23, 2017
<u>/s/ Mark Andrews</u>		
Mark Andrews	Director	March 23, 2017
<u>/s/ John F. Beaudette</u>		
John F. Beaudette	Director	March 23, 2017
<u>/s/ Henry C. Beinstein</u>		
Henry C. Beinstein	Director	March 23, 2017
<u>/s/ Phillip Frost, M.D.</u>		
Phillip Frost, M.D.	Director	March 23, 2017
<u>/s/ Dr. Richard M. Krasno</u>		
Dr. Richard M. Krasno	Director	March 23, 2017
<u>/s/ Steven D. Rubin</u>	Director	



Steven D. Rubin

March  
23,  
2017

/s/ Mark Zeitchick

Director

Mark Zeitchick

March  
23,  
2017

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Composite Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to our annual report on Form 10-K for the fiscal year ended March 31, 2014 filed with the SEC on June 30, 2014).
4.2	Bylaws of the Company (incorporated by reference to Appendix E to our definitive proxy statement on Schedule 14A filed with the SEC on December 30, 2009).
4.3	Castle Brands Inc. 2013 Incentive Compensation Plan (incorporated by reference to Exhibit A to our definitive proxy statement on Schedule 14A filed with the SEC on September 11, 2012).
4.4	Amendment No. 1 to the Castle Brands Inc. 2013 Incentive Compensation Plan.
5.1	Opinion of Greenberg Traurig, P.A.
23.1	Consent of EisnerAmper LLP.
23.2	Consent of Greenberg Traurig, P.A. (contained in its opinion filed as Exhibit 5.1 hereto).
24.1	Power of Attorney (contained on signature pages hereto).