

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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â FROST PHILLIP MD ET AL			(Month/Day/Year)		Castle Brands Inc [ROX]	
(Last)	(First)	(Middle)	10/11/2008		4. Relationship of Reporting Person(s) to Issuer	
4400 BISCAYNE BOULEVARD,Â SUITE 1500					5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)					(Check all applicable)	
MIAMI,Â FLÂ 33137					<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
Common Stock	599,776	D	Â
Common Stock	75,400	I	By Frost Gamma Investments Trust ⁽¹⁾

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (Right to Buy)	02/06/2007	02/06/2017	Common Stock	6,250	\$ 9	D	Â
Employee Stock Option (Right to Buy)	02/06/2007	02/06/2017	Common Stock	1,250	\$ 8	D	Â
Employee Stock Option (Right to Buy)	06/19/2007	06/19/2017	Common Stock	1,250	\$ 6.93	D	Â
Common Stock Warrants (Right to Buy)	06/09/2004	05/31/2009	Common Stock	25,000	\$ 8	I	By Frost Nevada Investments Trust ⁽²⁾
Common Stock Warrants (Right to Buy)	11/10/2006	03/31/2012	Common Stock	87,000	\$ 8	I	By Frost Nevada Investments Trust ⁽²⁾
Common Stock Warrants (Right to Buy)	05/08/2007	05/08/2012	Common Stock	40,000	\$ 6.57	D	Â
Common Stock Warrants (Right to Buy)	10/22/2007	03/31/2012	Common Stock	50,000	\$ 4	I	By Frost Nevada Investments Trust ⁽²⁾
Series A Convertible Preferred Stock	Â ⁽³⁾	Â ⁽³⁾	Common Stock	18,170,151 ⁽⁴⁾	\$ 0.35	I	By Frost Gamma Investments Trust ⁽¹⁾
Series A Convertible Preferred Stock	Â ⁽³⁾	Â ⁽³⁾	Common Stock	9,370,790 ⁽⁵⁾	\$ 0.35	I	By Frost Nevada Investments Trust ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FROST PHILLIP MD ET AL 4400 BISCAYNE BOULEVARD SUITE 1500 MIAMI, FL 33137	Â X	Â X	Â	Â
Frost Gamma Investments Trust 4400 BISCAYNE BOULEVARD SUITE 1500 MIAMI, FL 33137	Â	Â X	Â	Â

Signatures

/s/ Phillip Frost, M.D.

10/20/2008

**Signature of Reporting Person

Date

FROST GAMMA INVESTMENTS TRUST by: /s/ Phillip Frost, MD,
Trustee

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) The securities are held by Frost Gamma Investments Trust (the "Gamma Trust"), of which Phillip Frost M.D., is the trustee. Frost Gamma L.P. is the sole and exclusive beneficiary of the Gamma Trust. Dr. Frost is one of two limited partners of Frost Gamma L.P. The general partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation. 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.

(2) The securities are held by Frost Nevada Investments Trust, of which Phillip Frost M.D., is the trustee. Frost-Nevada L.P. is the sole and exclusive beneficiary of Frost Nevada Investments Trust. Dr. Frost is one of five limited partners of Frost-Nevada L.P. and the sole shareholder of Frost-Nevada Corporation, the sole general partner of Frost Nevada L.P. 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.

(3) 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.

(4) Represents (i) 397,200 shares of Series A Convertible Preferred Stock issued by the Issuer to the Gamma Trust at the closing, on October 20, 2008 (the "Closing"), of that certain Series A Preferred Stock Purchase Agreement described in Item 1.01 of the 8-K and (ii) 111,564 shares of Series A Convertible Preferred Stock issued by the Issuer to the Gamma Trust, concurrent with the Closing, upon the conversion of \$1,350,000, plus accrued interest, of the 9% senior secured notes of the Issuer, due May 31, 2009, which were acquired by the Gamma Trust from a then-current holder concurrent with the Closing. The conversion of the 9% senior secured notes is further described in Item 1.01 of the 8-K. The Gamma Trust disclaims beneficial ownership of these securities prior to their issuance at the Closing.

(5) Represents 262,382 shares of Series A Convertible Preferred Stock issued by the Issuer to Frost Nevada Investments Trust concurrent with the Closing, upon the conversion of \$3,175,000, plus accrued interest, of the 9% senior secured notes of the Issuer, due May 31, 2009. The conversion of the 9% senior secured notes is further described in Item 1.01 of the 8-K. Frost Nevada Investments Trust disclaims beneficial ownership of these securities prior to their issuance at the Closing.

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Remarks:

Exhibit 99 -- Joint Filer Information

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.