



N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 25, 2014, the Board of Directors (the “Board”) of Charles & Colvard, Ltd. (the “Company”) granted a discretionary stock option to purchase 100,000 shares of the Company’s common stock to Kyle Macemore, the Company’s Chief Financial Officer. The stock option has an exercise price of \$2.21 per share and vests over a three-year period, with 25% of the award vesting on the grant date and 25% of the award vesting on each of the following three anniversary dates of the grant date. The option grant was made pursuant to the Company’s 2008 Stock Incentive Plan and subject to the terms of the Plan’s standard employee incentive stock option agreement.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Charles & Colvard, Ltd.**

August 27, 2014

By: /s/Randall N.  
McCullough  
Randall N.  
McCullough  
Chief Executive  
Officer