

Castle Brands Inc  
Form 8-K  
March 01, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): February 27, 2019**

**Castle Brands Inc.**

**(Exact name of registrant as specified in its charter)**

|   |                                     |   |
|---|-------------------------------------|---|
| <b>Florida</b>  | <b>001-32849</b>                    | <b>41-2103550</b>                               |
| <b>(State or other jurisdiction<br/>of incorporation)</b> | <b>(Commission<br/>File Number)</b> | <b>(I.R.S. Employer<br/>Identification No.)</b> |

**122 East 42nd Street, Suite 5000,**  
**10168**  
**New York, New York**  
**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (646) 356-0200**

**Not Applicable**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Castle Brands Inc., a Florida corporation (the “Company”), held its 2018 annual meeting of shareholders (the “Annual Meeting”) on February 27, 2019. A total of 151,694,418 shares of common stock of the Company were present or represented at the meeting, constituting a quorum.

Listed below are the matters voted upon and the final results of such voting:

1. All of the nominees for director were elected, each to hold office until the next annual meeting of shareholders and until their successors are duly elected and qualified, as follows:

| Name                  | For         | Withheld  | Broker<br>Non-Votes |
|-----------------------|-------------|-----------|---------------------|
| Mark Andrews          | 104,236,301 | 4,029,929 | 43,428,188          |
| John F. Beaudette     | 104,369,106 | 3,897,124 | 43,428,188          |
| Henry C. Beinstein    | 103,779,563 | 4,486,667 | 43,428,188          |
| Phillip Frost, M.D.   | 101,701,630 | 6,564,600 | 43,428,188          |
| Dr. Richard M. Krasno | 103,900,109 | 4,366,121 | 43,428,188          |
| Richard J. Lampen     | 102,829,758 | 5,436,472 | 43,428,188          |
| Steven D. Rubin       | 101,299,564 | 6,966,666 | 43,428,188          |
| Mark Zeitchick        | 102,691,468 | 5,574,762 | 43,428,188          |

2. The appointment of EisnerAmper LLP as the Company’s independent registered public accounting firm for fiscal 2019 was ratified, as follows:

| For         | Against   | Abstain   | Broker<br>Non-Votes |
|-------------|-----------|-----------|---------------------|
| 147,289,699 | 3,228,310 | 1,176,409 | 0                   |

3. The compensation of the Company’s named executive officers was approved, on an advisory basis, as follows:

| For | Against | Abstain | Broker<br>Non-Votes |
|-----|---------|---------|---------------------|
|-----|---------|---------|---------------------|

102,627,319 5,462,123 176,788 43,428,188

4. The Company's shareholders approved, on an advisory basis, the holding of future advisory votes on say on pay every year, as follows:

| One Year    | Two<br>Years | Three<br>Years | Abstain   |
|-------------|--------------|----------------|-----------|
| 104,972,926 | 81,212       | 1,131,784      | 2,080,308 |

In accordance with its prior recommendation that an advisory vote on the compensation of the Company's named executive officers occur every year and the shareholder voting results at the Annual Meeting, in which one year received a majority of the votes cast, the board of directors of the Company has determined that future advisory votes on the compensation of the Company's named executive officers will occur every year until the next advisory vote regarding frequency.

**SIGNATURES**

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.

Castle Brands Inc.

*March 1, 2019* By: */s/ Alfred J. Small*

*Name: Alfred J. Small*

*Title: Senior Vice President, Chief Financial Officer, Treasurer & Secretary*

