
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):

April 17, 2018

Castle Brands Inc.

(Exact name of registrant as specified in its charter)

Florida

001-32849

41-2103550

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

122 East 42nd Street, Suite 5000, New York,
New York

10168

(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))

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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. []

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Item 1.01 Entry into a Material Definitive Agreement.

The information set forth in Item 2.03 of this Current Report on Form 8-K is hereby incorporated by reference herein.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On April 17, 2018, Castle Brands Inc. (the "Company") entered into a First Amendment (the "Note Amendment") to that certain 11% Subordinated Note due 2019, dated March 29, 2017, in the principal amount of \$20,000,000 with Frost Nevada Investments Trust (the "Frost Note"), an entity affiliated with Phillip Frost, M.D., a director and a principal shareholder of the Company. The purpose of the Note Amendment was to extend the maturity date on the Frost Note from March 15, 2019 until September 15, 2020. No other provisions of the Frost Note were amended.

The foregoing description of the Note Amendment in this Current Report on Form 8-K is qualified in its entirety by reference to the full text of such Note Amendment filed as exhibit 4.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

4.1 First Amendment to Note, dated as of April 17, 2018, between Castle Brands Inc. and Frost Nevada Investments Trust.

Exhibit Index

Exhibit No.	Description
4.1	First Amendment to Note, dated as of April 17, 2018, between Castle Brands Inc. and Frost Nevada Investments Trust.

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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.

April 18, 2018

By: */s/ Alfred J. Small*

Name: Alfred J. Small

Title: Senior Vice President, CFO, Treasurer and Secretary

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FIRST AMENDMENT TO NOTE

THIS FIRST AMENDMENT (THE "FIRST AMENDMENT") DATED APRIL 17, 2018, SHALL AMEND THE 11% SUBORDINATED NOTE DUE 2019 (THE "NOTE"), DATED AS OF MARCH 29, 2017, BY CASTLE BRANDS INC. (THE "COMPANY") IN FAVOR OF FROST NEVADA INVESTMENTS TRUST (THE "HOLDER"), AS NOTED BELOW.

RECITALS

WHEREAS, the Company and the Holder (collectively, the "Parties") are parties to the Note, which became effective on March 29, 2017; and

WHEREAS, the Parties desire to amend the Note to extend the Maturity Date from March 15, 2019 to September 15, 2020.

NOW THEREFORE, in consideration of the mutual covenants and promises contained in the Note and this First Amendment and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

AMENDMENT

1. The first sentence of Section 1(a) of the Note is hereby amended and restated in its entirety as follows:

The unpaid principal balance of this Note, and all accrued but unpaid interest earned hereon, shall be due and payable, without demand or notice, on September 15, 2020 (the "Maturity Date").

2. **Governing Law.** The validity and interpretation of this First Amendment, and the terms and conditions set forth herein, shall be governed by and construed in accordance with the laws of the State of Florida, without regard to any choice of law or conflict of law provision or rule that would cause the application of the laws of any jurisdiction other than the state of Florida.

3. **Amendments.** Except as expressly amended hereby, the Note shall remain unmodified and in full force and effect.

4. **Entire Agreement.** This First Amendment and the Note constitute the entire agreement of the Parties with respect to the subject matter hereof and thereof and supersede all prior understandings and writings between the Parties relating hereto and thereto.

5. **Interpretation.** Any capitalized terms used in this First Amendment but not otherwise defined shall have the meaning provided in the Note.

6. **Counterparts.** This First Amendment may be executed manually, electronically in Adobe® PDF file format, or by facsimile by the Parties, in any number of counterparts, each of which shall be considered one and the same amendment and shall become effective when a counterpart hereof shall have been signed by each of the Parties and delivered to the other Party.

IN WITNESS WHEREOF, the Company and the Holder have duly executed this First Amendment to the Note as of the 17th day of April, 2018.

CASTLE BRANDS INC.

By: _____ /s/ Alfred J. Small
 Name: Alfred J. Small
 Title: Senior Vice President, Chief Financial
 Officer, Treasurer and Secretary

Agreed and Accepted:

FROST NEVADA INVESTMENTS TRUST

By: /s/ Phillip Frost, M.D. _____
 Name: Phillip Frost, M.D.
 Title: Trustee