

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES  
EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-32849

**Castle Brands Inc.**

(Exact name of registrant as specified in its charter)

**122 East 42nd Street, Suite 5000  
New York, New York 10168  
(646) 356-0200**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common stock, par value \$0.01 per share**

(Title of each class of securities covered by this Form)

**Not Applicable**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: One

Pursuant to the requirements of the Securities Exchange Act of 1934, Castle Brands Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: October 21, 2019

By: /s/ Sharon Mayers  
Name: Sharon Mayers  
Title: Secretary

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