
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14D-9

(RULE 14d-101)

**SOLICITATION/RECOMMENDATION
STATEMENT UNDER SECTION 14(D)(4) OF THE
SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 4)**

CASTLE BRANDS INC.

(Name of Subject Company)

CASTLE BRANDS INC.

(Name of Person Filing Statement)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

148435100

(CUSIP Number of Class of Securities)

**Brian L. Heller
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New York, NY 10168
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(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)

With copies to:

**Bradley D. Houser
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701 Brickell Avenue, Suite 3300
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Telephone: 305-374-8500**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 4 (this “**Amendment No. 4**”) further amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the U.S. Securities and Exchange Commission (the “**SEC**”) on September 11, 2019 (together with any amendments and supplements hereto, including the Amendment No. 1 filed with the SEC on September 16, 2019, the Amendment No. 2 filed with the SEC on September 20, 2019 and the Amendment No. 3 filed with the SEC on September 30, 2019, the “**Schedule 14D-9**”) by Castle Brands Inc., a Florida corporation (“**Castle Brands**”). The Schedule 14D-9 relates to the offer by Rook Merger Sub, Inc., a Florida corporation (the “**Offeror**”), and a wholly owned subsidiary of Austin, Nichols & Co., Inc., a Delaware corporation (“**Parent**”), to purchase all of the issued and outstanding shares (the “**Shares**”) of common stock, par value \$0.01 per share, of Castle Brands, at a purchase price of \$1.27 per share in cash, net of applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 11, 2019 (the “**Offer to Purchase**”), a copy of which is attached as Exhibit (a)(1)(A) to the Schedule 14D-9 and in the related Letter of Transmittal (the “**Letter of Transmittal**”), a copy of which is attached as Exhibit (a)(1)(B) to the Schedule 14D-9, which, together with any other related materials, as each may be amended or supplemented from time to time, collectively constitute the “**Offer**,” pursuant to the Agreement and Plan of Merger, dated as of August 28, 2019, by and among Parent, the Offeror and Castle Brands.

Except to the extent specifically provided in this Amendment No. 4, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment No. 4. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

This Amendment No. 4 is being filed to amend and supplement Item 8 of the Schedule 14D-9 as reflected below and to amend and supplement Item 9 with an additional exhibit.

ITEM 8. ADDITIONAL INFORMATION.

The section of the Schedule 14D-9 titled “Item 4. Additional Information” is hereby amended and supplemented to include the following immediately before “Forward-Looking Statements”:

Completion of the Offer

The Offer and related withdrawal rights expired as scheduled at Midnight, New York time (i.e., one minute after 11:59 p.m., New York time), on Tuesday, October 8, 2019 (such date and time, the “**Expiration Time**”), without being extended. The Depositary and Paying Agent for the Offer has advised that, as of the Expiration Time, 150,335,952 Shares (excluding Shares tendered pursuant to guaranteed delivery procedures that were not yet delivered in satisfaction of such guarantee) had been validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 85.49% of the aggregate number of then issued and outstanding Shares on a fully diluted basis and 89.52% of the aggregate number of the outstanding Shares on a non-fully diluted basis. Accordingly, the Minimum Condition has been satisfied. As a result of the satisfaction of the Minimum Condition and each of the other conditions to the Offer, the Offeror has accepted for payment all Shares that were validly tendered, and not validly withdrawn, pursuant to the Offer. In addition, the Depositary and Paying Agent for the Offer has advised that, as of the Expiration Time, 2,417,028 Shares have been tendered by Notice of Guaranteed Delivery, representing approximately 1.44% of the aggregate number of then issued and outstanding Shares.

Accordingly, on October 9, 2019, Parent and the Offeror effected the Merger under Section 607.1104 of the FBCA without a shareholders meeting, pursuant to which the Offeror was merged with and into the Company, with the Company surviving as a wholly owned subsidiary of Parent. At the Effective Time, each issued and outstanding Share (other than (i) Shares owned by Parent, the Offeror, Castle Brands or any of their subsidiaries and (ii) Shares owned by any shareholders who are entitled to and properly demand and exercise their statutory appraisal rights, if applicable, and who comply in all respects with Sections 607.1301 to 607.1333 of the FBCA) was converted automatically into and represents only the right to receive an amount in cash equal to the Offer Price, net of applicable withholding taxes and without interest.

As a consequence of the Merger, the Shares will no longer be listed on the NYSE American and will be deregistered under the Exchange Act.

ITEM 9. EXHIBITS.

The section of the Schedule 14D-9 titled “Item 9. Exhibits” is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)	Press Release Announcing Expiration of the Offer and the Acceptance of the Shares for Payment, dated October 9, 2019.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

CASTLE BRANDS INC.

By: /s/ Alfred J. Small

Name: Alfred J. Small

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

Dated: October 9, 2019



Press Release – 9 October 2019



PERNOD RICARD COMPLETES ACQUISITION OF CASTLE BRANDS

Paris and New York — Pernod Ricard (Euronext ticker RI; ISIN Code: FR0000120693) and Castle Brands Inc. (NYSE American: ROX) announced today the successful completion of the acquisition of Castle Brands by a subsidiary of Pernod Ricard S.A., through a cash tender offer followed by a short-form merger.

On this occasion Alexandre Ricard, Chairman & Chief Executive Officer of Pernod Ricard, stated:

“We’re thrilled about the closing of the Castle Brands acquisition and the opportunity it offers us in the world’s largest spirits market, the US, a priority market for the Group.”

As previously announced, Pernod Ricard, through one of its subsidiaries, offered to acquire all of the outstanding common stock of Castle Brands for \$1.27 per share in cash, net of applicable withholding taxes and without interest. The tender offer expired at Midnight, New York time, on October 8, 2019. A total of 150,335,952 shares of common stock of Castle Brands, representing approximately 89.52% of the outstanding Castle Brands shares, were validly tendered into (and not validly withdrawn from) the tender offer. As of such expiration, all conditions to the tender offer have been satisfied. As a result, all such Castle Brands shares have been irrevocably accepted by Pernod Ricard’s subsidiary for payment, which will be made on October 9, 2019.

Concurrently with the payment for the tendered shares, on October 9, 2019 the offeror merged with and into Castle Brands via a short-form merger. As a result of the tender offer and the merger, Castle Brands became an indirect wholly owned subsidiary of Pernod Ricard and Castle Brands’ common stock will cease trading on the NYSE American.

At the effective time of the merger, Castle Brands common stock held by the remaining Castle Brands shareholders who did not tender their shares in the tender offer (other than those who properly exercise appraisal rights) were cancelled and converted into the right to receive the same \$1.27 per share price, net of applicable withholding taxes and without interest, that was paid in the tender offer. Castle Brands shareholders who did not tender their shares in the tender offer will receive relevant information in the mail on how to receive payment for their shares in connection with the merger.

About Pernod Ricard

Pernod Ricard is the No.2 worldwide producer of wines and spirits with consolidated sales of €9,182 million in FY19. Created in 1975 by the merger of Ricard and Pernod, the Group has developed through organic growth and acquisitions: Seagram (2001), Allied Domecq (2005) and Vin&Sprit (2008). Pernod Ricard, which owns 16 of the Top 100 Spirits Brands, holds one of the most prestigious and comprehensive brand portfolios in the industry, including: Absolut Vodka, Ricard pastis, Ballantine’s, Chivas Regal, Royal Salute, and The Glenlivet Scotch whiskies, Jameson Irish whiskey, Martell cognac, Havana Club rum, Beefeater gin, Malibu liqueur, Mumm and Perrier-Jouët champagnes, as well Jacob’s Creek, Brancott Estate,

Campo Viejo, and Kenwood wines. Pernod Ricard's brands are distributed across 160+ markets and by its own salesforce in 73 markets. The Group's decentralised organisation empowers its 19,000 employees to be true on-the-ground ambassadors of its vision of "Créateurs de Convivialité." As reaffirmed by the Group's three-year strategic plan, "Transform and Accelerate," deployed in 2018, Pernod Ricard's strategy focuses on investing in long-term, profitable growth for all stakeholders. The Group remains true to its three founding values: entrepreneurial spirit, mutual trust, and a strong sense of ethics. As illustrated by the 2030 roadmap supporting the United Nations Sustainable Development Goals (SDGs), "We bring good times from a good place." In recognition of Pernod Ricard's strong commitment to sustainable development and responsible consumption, it has received a Gold rating from Ecovadis and is ranked No. 1 in the beverage sector in Vigeo Eiris. Pernod Ricard is also a United Nation's Global Compact LEAD company.

Pernod Ricard is listed on Euronext (Ticker: RI; ISIN Code: FR0000120693) and is part of the CAC 40 index.

About Castle Brands

Castle Brands is a developer and international marketer of premium and super-premium brands including: Jefferson's[®], Jefferson's Presidential SelectTM, Jefferson's Reserve[®], Jefferson's Ocean Aged at Sea Bourbon[®], Jefferson's Wine Finish Collection and Jefferson's Wood Experiments, Goslings[®] Rums, Goslings[®] Stormy Ginger Beer, Knappogue Castle Whiskey[®], Clontarf[®] Irish Whiskey, Pallini[®] Limoncello, Boru[®] Vodka, Brady's[®] Irish Cream, The Arran Malt[®] Single Malt Scotch Whisky, The Robert Burns Scotch Whisky and Machrie Moor Scotch Whisky. Additional information concerning the Company is available on the Company's website, www.castlebrandsinc.com.

Pernod Ricard Contacts

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