

Castle Brands Inc  
Form 3  
October 20, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|                                           |         |          |                                      |  |                                                                                                                                                                                                               |  |
|-------------------------------------------|---------|----------|--------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                                                                                                                                                            |  |
| Â VECTOR GROUP LTD                        |         |          | (Month/Day/Year)                     |  | Castle Brands Inc [ROX]                                                                                                                                                                                       |  |
| (Last)                                    | (First) | (Middle) | 10/20/2008                           |  | 4. Relationship of Reporting Person(s) to Issuer                                                                                                                                                              |  |
| 100 SE SECOND STREET,Â 32ND FLOOR         |         |          |                                      |  | 5. If Amendment, Date Original Filed(Month/Day/Year)                                                                                                                                                          |  |
| (Street)                                  |         |          |                                      |  | (Check all applicable)                                                                                                                                                                                        |  |
| MIAMI,Â FLÂ 33131                         |         |          |                                      |  | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)                   |  |
| (City)                                    | (State) | (Zip)    |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |                                                          |                                                                   |                                                          |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|                                               |                                                             |                                                                                |                                                        |                                                                            |                                                          |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|                                               | Date Exercisable    Expiration Date                         | Title    Amount or Number of Shares                                            |                                                        |                                                                            |                                                          |

(Instr. 5)

|                                      |       |       |              |                   |         |   |   |
|--------------------------------------|-------|-------|--------------|-------------------|---------|---|---|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 11,428,576<br>(2) | \$ 0.35 | D | Â |
|--------------------------------------|-------|-------|--------------|-------------------|---------|---|---|

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |         |       |
|---------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                           | Director      | 10% Owner | Officer | Other |
| VECTOR GROUP LTD<br>100 SE SECOND STREET<br>32ND FLOOR<br>MIAMI, FL 33131 | Â             | Â X       | Â       | Â     |

## Signatures

VECTOR GROUP LTD. By: /s/ J. Bryant Kirkland III, Vice President and Chief Financial Officer

10/20/2008

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) As described in Item 1.01 of that certain Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on October 14, 2008 (the "8-K"), each share of Series A Convertible Preferred Stock will automatically be converted into shares of Common Stock, at the then effective conversion rate, upon the filing of an amendment to the Issuer's charter, which, once effective, makes available a sufficient number of authorized but unissued and unreserved shares of the Common Stock to permit all then outstanding shares of Series A Convertible Preferred Stock to be converted. The conversion rate is 35.7143 shares of Common Stock for each share of Series A Convertible Preferred Stock, and is subject to customary adjustment for dilutive issuances.

(2) Represents 320,000 shares of Series A Convertible Preferred Stock issued by the Issuer to the Reporting Person at the closing of the transactions contemplated by that certain Series A Preferred Stock Purchase Agreement described in Item 1.01 of the 8-K, which closing occurred on October 20, 2008 (the "Closing"). The Reporting Person disclaims beneficial ownership of these securities prior to their issuance at the Closing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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