

CHARLES & COLVARD LTD  
Form 8-K  
February 23, 2012

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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 23, 2012

Charles & Colvard, Ltd.  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| North Carolina<br>(State or other jurisdiction of<br>incorporation) | 000-23329<br>(Commission File<br>Number) | 56-1928817<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

|  |                     |
|--|---------------------|
| 300 Perimeter Park Drive, Suite A<br>Morrisville, North Carolina<br>(Address of principal executive offices) | 27560<br>(Zip Code) |
|--|---------------------|

(919) 468-0399  
(Registrant's telephone number, including area code)

N/A  
(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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item Results of Operations and Financial Condition.

2.02

On February 23, 2012, Charles & Colvard, Ltd. (the “Company”) issued a press release regarding its financial results for the fiscal quarter and year ended December 31, 2011. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Pursuant to General Instruction B.2 of Current Report on Form 8-K, the information in Item 2.02 of this report, including the press release attached as Exhibit 99.1, is furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Furthermore, such information shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended.

Item Financial Statements and Exhibits.

9.01

(d) Exhibits.

| Exhibit No. | Description of Document               |
|-------------|---------------------------------------|
| 99.1        | Press Release dated February 23, 2012 |

SIGNATURE

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.

Charles & Colvard, Ltd.

February 23, 2012

By: /s/ Timothy L. Krist  
Timothy L. Krist  
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description of Document               |
|-------------|---------------------------------------|
| 99.1        | Press Release dated February 23, 2012 |