

CHARLES & COLVARD LTD  
Form 8-K  
January 30, 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) January 24, 2012

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

North Carolina (State or other jurisdiction of incorporation)	000-23329 (Commission File Number)	56-1928817 (I.R.S. Employer Identification No.)
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300 Perimeter Park Drive, Suite A Morrisville, North Carolina (Address of principal executive offices)	27560 (Zip Code)
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(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 Entry into a Material Definitive Agreement.

1.01

On January 24, 2012, Charles & Colvard, Ltd. (the “Company”) entered into a Memorandum of Understanding (the “MOU”) with Serenity Technologies, Inc. (“Serenity”).

The MOU sets forth the terms and conditions for the exclusive provision of enhancement services of Charles & Colvard Created Moissanite® loose gemstones by Serenity. These enhancement services will include whitening, color treatment, and further advances related to moissanite. As part of the MOU, the Company has agreed to provide a minimum guarantee commitment at a quantity and price per carat that vary throughout the term of the MOU. If the monthly quantity of product provided by the Company for processing reaches a certain threshold, the Company will grant unregistered restricted stock to Serenity, subject to certain vesting and forfeiture requirements.

The foregoing description of the MOU does not purport to be complete and is qualified in its entirety by reference to the MOU, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

A copy of the press release announcing the MOU is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item Financial Statements and Exhibits.

9.01

(d) Exhibits.

Exhibit No.	Description of Document
10.1	Memorandum of Understanding, dated January 24, 2012, between Charles & Colvard, Ltd. and Serenity Technologies, Inc. *
99.1	Press Release dated January 27, 2012

\* Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission as part of an application for confidential treatment pursuant to the Securities Exchange Act of 1934, as amended.

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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.

Company Name

January 30, 2012

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

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EXHIBIT INDEX

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