

CHARLES & COLVARD LTD  
Form 8-K  
November 12, 2008

**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**

**November 10, 2008**

(Date of earliest event reported)

Commission file number: 0-23329

**Charles & Colvard, Ltd.**

(Exact name of registrant as specified in its charter)

North Carolina  
(State or other jurisdiction of

56-1928817  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

**300 Perimeter Park Drive, Suite A**

**Morrisville, North Carolina 27560**

(Address of principal executive offices)

(Zip code)

**(919) 468-0399**

(Registrant's telephone number, including area code)

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 (*see* General Instruction A.2. below):

- .. 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))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition**

On November 10, 2008, Charles & Colvard, Ltd. (the Company ) issued a press release regarding its financial results for the three and nine months ended September 30, 2008. A copy of this press release is attached as Exhibit 99.1.

**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, thereunto duly authorized.

Charles & Colvard, Ltd.

By: /s/ Dennis M. Reed  
Dennis M. Reed  
President and  
Chief Marketing Officer

Date: November 12, 2008