

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

Charles & Colvard, Ltd

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CHARLES & COLVARD, LTD.

To Be Held On:

November 18, 2021 at 10:00 a.m.

at the Company's offices located at 170 Southport Drive, Morrisville, North Carolina 27560

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before 11/10/21.

Please visit <https://proxy.charlesandcolvard.com>, where the following materials are available for view:

- Notice of Annual Meeting of Shareholders
- Proxy Statement
- Form of Electronic Proxy Card
- Shareholder Letter
- Annual Report on Form 10-K

TO REQUEST MATERIAL:

TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)

E-MAIL: info@astfinancial.com

WEBSITE: <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

TO VOTE:



ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting. Please see the proxy statement for additional information on how to attend the meeting and vote in person.

MAIL: You may request a proxy card by following the instructions above.

IMPORTANT NOTE: Attendees must comply with our policies in place at the time of the meeting and then-applicable governmental requirements/recommendations related to COVID-19, which may include mask wearing, temperature checks and maintaining appropriate social distancing. As a result, seating at the meeting will be available on a first-come, first-served basis; even if you plan to attend the meeting in-person, you are strongly encouraged to vote your shares in advance of the meeting.

1. ELECTION OF DIRECTOR NOMINEES:

NOMINEES:

- Anne M. Butler
- Benedetta Casamento
- Neal I. Goldman
- Don O'Connell
- Ollin B. Sykes

The Board of Directors recommends a vote "FOR" all director nominees as set forth in Proposal 1.

2. PROPOSAL TO RATIFY THE APPOINTMENT OF BDO USA, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2022

3. PROPOSAL TO VOTE, ON AN ADVISORY (NONBINDING) BASIS, TO APPROVE EXECUTIVE COMPENSATION

The Board of Directors recommends a vote "FOR" Proposals 2 and 3.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting. This proxy when properly executed will be voted as directed herein by the undersigned shareholder. **If no direction is made, this proxy will be voted FOR ALL DIRECTOR NOMINEES in Proposal 1 and FOR Proposal 2 and Proposal 3.**

Please note that you cannot use this notice to vote by mail.

Your **Vote** Counts!

CHARLES & COLVARD, LTD.

2021 Annual Meeting

Vote by November 17, 2021

11:59 PM ET



You invested in CHARLES & COLVARD, LTD. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on November 18, 2021.**

Get informed before you vote

View the Notice & Proxy Statement, Annual Report on Form 10-K, Shareholder Letter online OR you can receive a free paper or email copy of the material(s) by requesting prior to October 29, 2021. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote in Person at the Meeting*

November 18, 2021

10:00 AM EST

Charles & Colvard, Ltd.
170 Southport Drive
Morrisville, NC 27560

*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.ProxyVote.com or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

CHARLES & COLVARD, LTD.
2021 Annual Meeting
Vote by November 17, 2021
11:59 PM ET

Voting Items		Board Recommends
1.	Election of Directors Nominees: 01 Anne M. Butler 03 Neal I. Goldman 05 Ollin B. Sykes 02 Benedetta Casamento 04 Don O'Connell	☑ For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF BDO USA, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2022	☑ For
3.	PROPOSAL TO VOTE, ON AN ADVISORY (NONBINDING) BASIS, TO APPROVE EXECUTIVE COMPENSATION	☑ For

NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting. **IMPORTANT NOTE:** Attendees must comply with our policies in place at the time of the meeting and then-applicable governmental requirements/recommendations related to COVID-19, which may include mask wearing, temperature checks and maintaining appropriate social distancing. As a result, seating at the meeting will be available on a first-come, first-served basis; even if you plan to attend the meeting in-person, you are strongly encouraged to vote your shares in advance of the meeting.