

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) **August 30, 2013**

**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.)

**300 Perimeter Park Drive, Suite A  
Morrisville, North Carolina**

(Address of principal executive offices)

**27560**

(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))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 30, 2013, the Compensation Committee of the Board of Directors (the “Committee”) of Charles & Colvard, Ltd. (the “Company”) approved an amendment and restatement of the Charles & Colvard, Ltd. Corporate Incentive Plan (the “Plan”) with effect as of January 1, 2013. Pursuant to the amendment and restatement, the Plan was amended primarily to: (1) add revenue and personal objectives to the existing Plan objective of EBITDA for short-term cash awards and long-term equity awards; (2) authorize the Committee to make equity awards under the Plan in the form of restricted stock or stock options, where the Plan previously only provided for stock options; and (3) authorize the Committee in its discretion to adjust the EBITDA calculation for one-time events, including accounting charges not forecasted, as approved by the Committee.

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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.

**Charles & Colvard, Ltd.**

September 3, 2013

By: /s/ Randy N. McCullough  
Randy N. McCullough  
President and Chief Executive Officer

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