

CHARLES &amp; COLVARD LTD

Form 4

August 20, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SYKES OLLIN B

2. Issuer Name **and** Ticker or Trading  
Symbol  
CHARLES & COLVARD LTD  
[CTHR]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/16/2013

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

C/O CHARLES & COLVARD  
LTD, 300 PERIMETER PARK DR.,  
STE A

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

MORRISVILLE, NC 27560

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                                   |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                                                               |
| common<br>stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | D                                                                    |                                                                                                     |
| common<br>stock                       | 08/16/2013                              |                                                             | S                                    |                                                                         | 26,900                                                                                                             | D                                                                    | \$ 7.25                                                                                             |
|                                       |                                         |                                                             |                                      |                                                                         | 325,860                                                                                                            | D                                                                    |                                                                                                     |
|                                       |                                         |                                                             |                                      |                                                                         | 569,803                                                                                                            | I                                                                    |                                                                                                     |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                      | By Ollin<br>Sykes TR<br>FBO Sykes<br>& Company<br>PA 401(k)<br>Profit<br>Sharing Plan<br>UA Jan 01, |

|              |            |   |        |   |         |         |   |                                                                                                            |
|--------------|------------|---|--------|---|---------|---------|---|------------------------------------------------------------------------------------------------------------|
| common stock | 08/19/2013 | S | 15,000 | D | \$ 7.44 | 554,803 | I | 1985 <sup>(1)</sup><br>By Ollin Sykes TR FBO Sykes & Company PA 401(k) Profit Sharing Plan UA Jan 01, 1985 |
| common stock | 08/19/2013 | S | 7,193  | D | \$ 7.48 | 547,610 | I | By Ollin Sykes TR FBO Sykes & Company PA 401(k) Profit Sharing Plan UA Jan 01, 1985                        |
| common stock |            |   |        |   |         | 10,599  | I | By SEP IRA                                                                                                 |
| common stock |            |   |        |   |         | 4,787   | I | By spouse                                                                                                  |
| common stock |            |   |        |   |         | 918     | I | By Sykesco Investment Partners <sup>(2)</sup>                                                              |
| common stock |            |   |        |   |         | 17,323  | I | By ROTH IRA                                                                                                |
| common stock |            |   |        |   |         | 475     | I | By IRA                                                                                                     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------|

of (D)  
(Instr. 3,  
4, and 5)

(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

SYKES OLLIN B  
C/O CHARLES & COLVARD LTD  
300 PERIMETER PARK DR., STE A  
MORRISVILLE, NC 27560

X

## Signatures

/s/ Bernadette Lindemer,  
Attorney-In-Fact

08/20/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Ollin Sykes is the trustee of the Sykes & Company PA 401(k) Profit Sharing Plan UA Jan 01, 1985. The aggregate shares of the Issuer's

(1) common stock reported as held by the plan include 57,277 shares held in Mr. Sykes's personal 401(k) account under the plan. Mr. Sykes disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(2) Mr. Sykes is a partner within this investment partnership and has shared voting and investment power over these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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