

CHARLES & COLVARD LTD  
Form 8-K  
February 14, 2013

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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) February 8, 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.)
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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

Effective February 8, 2013, Charles & Colvard, Ltd. (the “Company”) and Cree, Inc. (“Cree”) entered into an amendment (the “Amendment”) to the letter agreement, effective March 22, 2010, between the parties, which provides a framework for the Company’s purchases of SiC crystals from Cree under the Amended and Restated Exclusive Supply Agreement, dated June 6, 1997, between the parties.

Under the Amendment, the Company agreed to purchase at least \$4 million of SiC crystals in an initial new order. After the initial new order, the Company has agreed to issue non-cancellable, quarterly orders that must equal or exceed a set minimum order quantity. The Company’s total purchase commitment under the Amendment until July 2015, including the initial new order, is dependent upon the grade of the material and ranges between approximately \$7.6 million and approximately \$18.6 million.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, 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 Amendment is attached hereto 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	Amendment to Letter Agreement, effective February 8, 2013, between Charles & Colvard, Ltd. and Cree, Inc.*
99.1	Press Release dated February 14, 2013

\* 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.

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.

February 14, 2013

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

EXHIBIT INDEX

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