

CHARLES & COLVARD LTD  
Form 15-12G  
August 17, 2011

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 000-23329

Charles & Colvard, Ltd.  
(Exact name of registrant as specified in its charter)

300 Perimeter Park Drive, Suite A  
Morrisville, North Carolina  
(919) 468-0399

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Preferred Share Purchase Rights  
(Title of each class of securities covered by this Form)

Common Stock, no par value per share  
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)  x  
Rule 12g-4(a)(2)  o  
Rule 12h-3(b)(1)(i)  x  
Rule 12h-3(b)(1)(ii)  o  
Rule 15d-6  o

Approximate number of holders of record as of the certification or notice date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, Charles & Colvard, Ltd. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Charles & Colvard, Ltd.

August 17, 2011

By:

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