FORM 4

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

OMB APPROVAL 3235-0287 0.5

7. Nature of Indirect Beneficial Ownership (Instr. 4)

By Diamond Fire LTD⁽¹⁾

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Check this box if no longer sub, or Form 5 obligations may cont	TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940											Estimated average burd hours per response:			3235				
1. Name and Address of Reporting Person [*] <u>McCullough Randy N</u>														5. Relationship of Reporting Person(s) t (Check all applicable) X Director			o Issuer	10% Own	
(Last) (First) (Middle) C/O CHARLES & COLVARD 300 PERIMETER PARK STE A				3. Date of Earliest Transaction (Month/Day/Year) 08/05/2014									X Officer (give title below) Other (specify below) President & CEO						
Street) MORRISVILLE NC 27560 (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
	. ,			Fable I -	Non-Deri	vative	Securities A	Acquire	d, Dis	posed of	f, or Bene	ficially Ow	ned						
1. Title of Security (Instr. 3)					2. Transacti Date (Month/Day)	E	A. Deemed Execution Date, f any	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (3, 4 and 5)			d Of (D) (Instr.	D) (Instr. 5. Amount of Beneficially C Reported Trai		Owned Following		ship Form: or Indirect (I)	7. Nature of Indirect Ber Ownership
					(monunduji	(M	Month/Day/Year)	Code	v	Amount		(A) or (D)	Price		3 and 4)	(5)	(Instr. 4)		4)
Common Stock						014		Р		5	5,000	A	\$1.8		186,500			D	
Common Stock														25,000				I	By Diam Fire LTD
				Table			ecurities Ac alls, warrant						d				-		-
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. Transa (Instr. 8)	ction Code	Securitie	per of Derivative es Acquired (A) o ed of (D) (Instr. 3,	r Expir	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Derivative Security (Instr. 3 and 4			I I	8. Price of Derivative Security (Instr. 5)	derivative Fo Securities (D		LO. Ownership Form: Direct D) or Indirect I) (Instr. 4)	11. Nature of Indirect Ber Ownership 4)
				Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title		Amount or Number of Sha	ures		Reporte Transac (Instr. 4)	tion(s)		

<u>/s/ Steven C. Dawson, Attorney-In-Fact</u> ** Signature of Reporting Person

08/05/2014 Date

Explanation of Responses:

1. Randy McCullough is a limited partner in this family limited partnership.

Remarks:

Exhibit 24.1 - Power of Attorney

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

Herminder: respond on a separate line for each class of securities beneficially owned unlexity of indirectly.
 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).
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
 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 Number.

Exhibit 24.1

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby makes, constitutes and appoints Kyle S. Macemore, Steven C. Dawson, and Bernadette Lindemer, and each of 1

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of CHARLES & COLVARD, LTD. (the "Company"), (i) Forms 3,

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, Form 14

3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best in The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5, Form 144, and Schedules 13D ar IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of May, 2014.

By: _/s/ Randy N. McCullough _____

Print Name: Randy N. McCullough