

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 9, 2012 (February 3, 2012)**

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**CCA Industries, Inc.**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**1-31643**  
(Commission  
File Number)

**04-2795439**  
(IRS Employer  
Identification No.)

**200 MURRAY HILL PARKWAY,  
EAST RUTHERFORD, NEW JERSEY 07073**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (201) 330-1400**

(Former name or former address, if changed since last report)

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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 (see General Instruction A.2. below):

- 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 1.01 Entry into a Material Definitive Agreement**

On February 3, 2012, the Board of Directors of CCA Industries, Inc., by resolution, agreed to allow the Stockholder Protection Rights Agreement entered into on February 9, 2011 to expire on February 9, 2012. The incorporation of the summary of the Stockholder Protection Rights Agreement herein are referenced to the summary of the terms of the Stockholder Protection Rights Agreement set forth in Item 1.01 in the Form 8-K filed on February 10, 2011. A full text of the Definitive Stockholder Protection Rights Agreement was attached as an Exhibit 4.1 to the 8-K filed on February 10, 2011. The Form 8-K filed on February 10, 2011 is incorporated by reference to this Item 1.01

**Item 3.03 Material Modification to Rights of Security Holders**

The response to Item 1.01 of this current Form 8-K is hereby incorporated by reference to this Item 3.03

**Item 8.01 Other Events**

The response to Item 1.01 of this current Form 8-K is hereby incorporated by reference to this Item 8.01. On February 9, 2012, the Company issued a press release announcing the expiration of the Stockholder Protection Rights Agreement.

**Item 9.01 Exhibits**

The following exhibits are annexed hereto:

99.1 Press release issued February 9, 2012.

**SIGNATURES**

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 thereunto duly authorized.

**Dated: February 9, 2012**

**CCA Industries, Inc.**

**By: /s/ Stephen A. Heit**

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**Stephen A. Heit**  
**Chief Financial Officer**

**Company Contact:**  
**Dunnan D. Edell**  
**President and Chief Executive Officer**  
**800 524-2720**

**FOR IMMEDIATE RELEASE**

**CCA INDUSTRIES, INC. ANNOUNCES EXPIRATION OF RIGHTS AGREEMENT**

East Rutherford, NJ, February 9, 2012: CCA Industries, Inc. (NYSE Amex: "CAW") announced today that its Board of Directors allowed the Stockholder Protection Rights Agreement to expire on February 9, 2012. The Board of Directors had adopted the agreement effective on February 9, 2011, with a one year term, unless further extended. "The Board of Directors decided that there was no necessity to extend the plan", stated Dunnan Edell, President and Chief Executive Officer.

CCA Industries Inc. manufactures and markets health and beauty aids, each under its individual brand name. The products include, principally, "Plus+White" toothpastes and teeth whiteners, "Mega-T" Green Tea diet supplements, "Mega-T" Green Tea gum and mint products, "Bikini Zone" medicated topical and shave gels, "Nutra Nail" nail care treatments, "Gel Perfect" UV free gel color, "Scar Zone" scar treatment products, "Sudden Change" anti-aging skin care products, "Cherry Vanilla" fragrances, "Solar Sense" sun protection products, "Hair Off" hair removal and depilatory products, "Wash 'N Curl" shampoos and conditioners and "Pain Bust RII" an analgesic product.

**Statements contained in the news release that are not historical facts are forward looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to risks and uncertainties, which would cause actual results to differ materially from estimated results. Such risks and uncertainties are detailed in the Company's filings with the Securities and Exchange Commission. No assurance can be given that the results in any forward-looking statement will be achieved and actual results could be affected by one or more factors, which could cause them to differ materially. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act.**