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ChromaDex Corp.
Form S-8
October 31, 2017

As filed with the Securities and Exchange Commission on October 31, 2017
Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CHROMADDEX CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 26-2940963
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

10005 Muirlands Boulevard
Suite G
Irvine, CA 92618
(949) 419-0288
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive
offices)

Second Amended and Restated 2007 Equity Incentive Plan
(Full title of the plan)

Frank L. Jaksch, Jr.
Chief Executive Officer
10005 Muirlands Boulevard
Suite G
Irvine, CA 92618
(949) 419-0288
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Thomas A. Coll Thomas C. Varvaro

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Matthew T. Browne Chief Financial Officer and Secretary
Cooley LLP 10005 Muirlands Boulevard
4401 Eastgate Mall Suite G
San Diego, CA 92121 Irvine, CA 92618
(858) 550-6000 (949) 419-0288

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
Emerging growth company	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Second Amended and Restated 2007 Equity Incentive Plan Common Stock, par value \$0.001 per share	1,238,482 shares	\$3.915	\$4,848,657.03	\$603.66

- Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock ("Common Stock") that become
- (1) issuable under the ChromaDex Corporation Second Amended and Restated 2007 Equity Incentive Plan, as amended (the "2007 Plan"), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock. Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2007 Plan pursuant to an "evergreen" provision in the 2007 Plan. Pursuant to such provision, the number of shares
- (2) authorized for issuance under the 2007 Plan is automatically increased to a number equal to 20% of the total number of shares of Common Stock issued and outstanding, as determined on a fully diluted basis, on any date during the term of the 2007 Plan.
- This estimate is made pursuant to rule 457(c) and Rule 457(h)(1) of the Securities Act solely for purposes of
- (3) calculating the registration fee. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on October 26, 2017, as reported on the NASDAQ Capital Market.

EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the 2007 Plan is effective.

INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENTS ON FORM S-8

The Registrant previously registered shares of its Common Stock for issuance under the 2007 Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on October 17, 2008, as amended (File No. 333-154402), July 8, 2010, as amended (File No. 333-168029), and May 30, 2014, as amended (File No. 196434). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

ITEM 8. EXHIBITS.

Exhibit Number	Description
<u>4.1</u>	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference from, and filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K (File No. 001-37752) filed with the SEC on March 16, 2017).
<u>4.2</u>	Certificate of Amendment to the Certificate of Incorporation of the Registrant (incorporated by reference from, and filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 000-53290) filed with the SEC on April 12, 2016).
<u>4.3</u>	Bylaws of the Registrant (incorporated by reference from, and filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 333-140056) filed with the SEC on June 24, 2008).
<u>4.4</u>	Amendment to the Bylaws of the Registrant (incorporated by reference from, and filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-37752) filed with the SEC on July 19, 2016).
<u>4.5</u>	Form of Stock Certificate representing shares of the Registrant's Common Stock (incorporated by reference from, and filed as Exhibit 4.1 of the Registrant's Annual Report on Form 10-K (File No. 000-53290) filed with the SEC on April 3, 2009).
<u>4.6</u>	Investor's Rights Agreement, effective as of December 31, 2005, by and between The University of Mississippi Research Foundation and the Registrant (incorporated by reference from, and filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 333-140056) filed with the SEC on June 24, 2008).
<u>4.7</u>	Tag-Along Agreement effective as of December 31, 2005, by and among the Registrant, Frank Louis Jaksch, Snr. & Maria Jaksch, Trustees of the Jaksch Family Trust, Margery Germain, Lauren Germain, Emily Germain, Lucie Germain, Frank Louis Jaksch, Jr., and the University of Mississippi Research Foundation (incorporated by reference from, and filed as Exhibit 4.2 to the Registrant's Current Report on Form 8-K (File No. 333-140056) filed with the SEC on June 24, 2008).
<u>4.8</u>	Form of Stock Certificate representing shares of the Registrant's Common Stock (new design effective as of January 1, 2016, incorporated by reference from and filed as Exhibit 4.4 to the Registrant's Annual Report on Form 10-K (File No. 000-53290) filed with the SEC on March 17, 2016).
<u>5.1</u>	Opinion of Cooley LLP.
<u>23.1</u>	Consent of Marcum LLP.
<u>23.2</u>	Consent of Cooley LLP. Reference is made to Exhibit 5.1.
24.1	Power of Attorney. Reference is made to the signature page hereto.
<u>99.1(1)</u>	

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Second Amended and Restated 2007 Equity Incentive Plan effective March 13, 2007, as amended May 20, 2010 (incorporated by reference from, and filed as Appendix B to the Registrant's Current Definitive Proxy Statement on Schedule 14A filed with the Commission on May 4, 2010).

99.2(1) Form of Stock Option Agreement under the ChromaDex Corporation Second Amended and Restated 2007 Equity Incentive Plan (incorporated by reference from, and filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed with the Commission on June 24, 2008).

99.3(1) Form of Restricted Stock Purchase Agreement under the ChromaDex Corporation 2007 Equity Incentive Plan (incorporated by reference from, and filed as Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the Commission on June 24, 2008).

(1)
Assumed by the Registrant pursuant to Agreement and Plan of Merger, dated as of May 21, 2008, among the Registrant (formerly Cody Resources, Inc.), CDI Acquisition, Inc. and ChromaDex, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on October 31, 2017.

CHROMADEX
CORPORATION

By: /s/ Frank L. Jaksch Jr.
Frank L. Jaksch Jr.
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Frank L. Jaksch Jr. and Kevin M. Farr, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ FRANK L. JAKSCH JR. Frank L. Jaksch Jr.	Chief Executive Officer and Director (Principal Executive Officer)	October 31, 2017
/s/ KEVIN M. FARR Kevin M. Farr	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	October 31, 2017
/s/ ROBERT FRIED Robert Fried	President, Chief Strategy Officer and Director	October 31, 2017
/s/ STEPHEN ALLEN Stephen Allen	Chairman of the Board and Director	October 31, 2017
/s/ STEPHEN BLOCK Stephen Block	Director	October 31, 2017
/s/ JEFF BAXTER Jeff Baxter	Director	October 31, 2017

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/s/ KURT GUSTAFSON Kurt Gustafson	Director	October 31, 2017
/s/ TONY LAU Tony Lau	Director	October 31, 2017
/s/ STEVEN RUBIN Steven Rubin	Director	October 31, 2017
/s/ WENDY YU Wendy Yu	Director	October 31, 2017