Ingredion Inc
Form DEF 14A
April 02, 2019
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Ingredion Incorporated

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

N/A

(2) Aggregate number of securities to which transaction applies:

N/A

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

N/A

(4) Proposed maximum aggregate value of transaction:

N/A

(5) Total fee paid:

N/A

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

N/A

(2) Form, Schedule or Registration Statement No.:

N/A

(3) Filing Party:

N/A

(4) Date Filed:

N/A

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5 Westbrook Corporate Center, Westchester, Illinois 60154

April 2, 2019

Dear Stockholder:

It is my pleasure to invite you to Ingredion Incorporated s 2019 Annual Meeting of Stockholders. This year s meeting will be held on Wednesday, May 15, 2019, at the Equity Conference Center, which is located on the ground floor of the annex between Towers 2 and 5 of the Westbrook Corporate Center (near the southwesterly corner of the intersection of Cermak Road and Wolf Road), in Westchester, Illinois. The annual meeting will be held solely to vote on each of the matters described in the proxy statement, which follows. We do not expect any other business will be transacted.

As in previous years, we will furnish proxy materials to our stockholders primarily through the Internet. On April 2, 2019, we mailed to most of our stockholders a Notice of Internet Availability of Proxy Materials. This notice contains instructions on how to access our proxy statement and 2018 Annual Report to Stockholders and to vote online. The proxy statement contains instructions on how you can request a paper or e-mail copy of the proxy statement and annual report, if you received only a notice by mail, and how you can elect to receive your proxy statement and annual report electronically by e-mail, if you received them by mail this year. Stockholders who have previously elected delivery of our proxy materials electronically will receive an e-mail with instructions on how to access these materials electronically. Stockholders who have previously elected to receive a paper copy of our proxy materials will receive a full paper set of these materials by mail.

Your vote is important, whether or not you plan to attend the meeting, and we encourage you to vote promptly. You may vote your shares on the Internet or via a toll-free telephone number. Alternatively, if you received a paper copy of the proxy card by mail, you may sign, date and mail the proxy card in the envelope provided. Instructions regarding all three methods of voting are contained in the proxy statement and the proxy card. Note also that if you hold your shares through a bank, broker or other holder of record, you may vote your shares in accordance with your voting instruction form or notice provided by the record holder.

Thank you for your support and continued interest in Ingredion.

Sincerely,

James P. Zallie

President and Chief Executive Officer

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Ingredion Incorporated

5 Westbrook Corporate Center

Westchester, Illinois 60154

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The 2019 Annual Meeting of Stockholders of Ingredion Incorporated will be held at the Equity Conference Center, which is located on the ground floor of the annex between Towers 2 and 5 of the Westbrook Corporate Center (near the southwesterly corner of the intersection of Cermak Road and Wolf Road), in Westchester, Illinois, on Wednesday, May 15, 2019, at 9:00 a.m., local time, for the following purposes:

- to elect the 10 director nominees who are named in the attached proxy statement, all of whom are directors whose terms as directors are expiring at the annual meeting, to serve as directors for a term of one year,

- to approve, by advisory vote, the compensation of the company s named executive officers,

- to ratify the appointment of KPMG LLP as the independent registered public accounting firm of the company and its subsidiaries, in respect of the company s operations in 2019 and

- to transact other business, if any, that is properly brought before the meeting or any adjournment or adjournments thereof.

Stockholders of record at the close of business on March 18, 2019 will be entitled to vote at the meeting and at any adjournment or adjournments of the meeting.

Attendance at the meeting will be limited to stockholders, those holding proxies from stockholders and invited guests from the media and financial community. A list of the stockholders entitled to vote at the meeting will be open to examination by any stockholder for any purpose germane to the meeting for ten days before the meeting during ordinary business hours at the company s offices at 5 Westbrook Corporate Center, Westchester, Illinois 60154.

This proxy statement and our annual report to stockholders and the proxy are being made available to stockholders on or about April 2, 2019.

Your vote is important. Whether or not you expect to attend the annual meeting, please ensure that your vote will be counted by voting on the Internet or by using the toll-free telephone number, as described in the enclosed materials. Alternatively, if you received a copy of the proxy card by mail, you may sign, date and mail the proxy card in the envelope provided. If you hold your shares through a bank, broker or other holder of record, you may vote your shares in accordance with your voting instruction form or notice provided by the record holder.

By order of the Board of Directors,

John E. Lowe

Assistant Corporate Secretary

April 2, 2019

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 15, 2019

The Notice and Proxy Statement and Annual Report to Stockholders are available at www.proxyvote.com.

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ADMISSION TO THE 2019 ANNUAL MEETING

An admission ticket (or other proof of stock ownership) will be required for admission to the annual meeting. **Only stockholders who owned Ingredion common stock as of the close of business on March 18, 2019 will be entitled to attend the meeting. An admission ticket will serve as verification of your ownership.**

If you received in the mail a notice of availability of the proxy materials electronically on the Internet, the notice constitutes your admission ticket.

If your Ingredion shares are registered in your name and you received an e-mail with instructions containing a link to the website where those materials are available and a link to the proxy voting website, you may print a copy of the e-mail which will serve as your admission ticket.

If your Ingredion shares are held in a bank or brokerage account, vote your shares in accordance with your voting instruction form, if one is provided by your bank or broker, or contact your bank or broker to obtain a written legal proxy in order to vote your shares at the meeting. If you do not obtain a legal proxy from your bank or broker, you will not be entitled to vote your shares at the meeting, but you can still attend the annual meeting if you bring a recent bank or brokerage statement showing that you owned shares of Ingredion common stock on March 18, 2019.

If your Ingredion shares are registered in your name and you received proxy materials by mail, an admission ticket is attached to your proxy card.

You must present your admission ticket at the door for admission for yourself and one guest. Seating will be on a first-come, first-served basis, and you may be asked to present valid picture identification before being admitted.

The use of cameras at the annual meeting is prohibited, and they will not be allowed in the meeting room, except by credentialed media. We realize that most cellular phones have built-in digital cameras. While these phones may be brought into the room, the camera function may not be used at any time. No recording devices, large packages, luggage or bags will be permitted in the meeting room.

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Ingredion Incorporated

5 Westbrook Corporate Center

Westchester, Illinois 60154

PROXY STATEMENT

General Information

Why am I receiving these materials?

The Board of Directors of Ingredion Incorporated (the Board of Directors or the board) is soliciting proxies to be voted at the Annual Meeting of Stockholders (the annual meeting) to be held on Wednesday, May 15, 2019, and at any adjournment or adjournments of the annual meeting. When we ask you for your proxy, we must provide you with a proxy statement and an annual report to stockholders that contain certain information specified by law. Our Board of Directors has made these materials available to most of our stockholders on the Internet or, if you have previously requested to receive paper copies or you are a participant in one of the Ingredion Incorporated Retirement Savings Plans, has delivered paper copies of these materials to you by mail, in connection with the board s solicitation of proxies for use at our 2019 annual meeting. Our stockholders are invited to attend the annual meeting and are requested to vote on the proposals described in this proxy statement. In this proxy statement we refer to Ingredion Incorporated as Ingredion, the company, the Company, the corporation, the Corporation, we or us.

What is included in these materials?

These materials include:

- this proxy statement for the annual meeting and
- our 2018 Annual Report to Stockholders, which includes our audited consolidated financial statements.

If you received paper copies of these materials by mail, these materials also include the proxy card for the annual meeting.

Why did I receive a notice in the mail regarding the Internet availability of the proxy materials instead of a paper copy of the proxy materials?

As in previous years, we are furnishing proxy materials to our stockholders primarily through the Internet. We are mailing to most of our stockholders a notice about the Internet availability of the proxy materials (notice of availability) instead of a paper copy of the proxy materials. All stockholders receiving the notice of availability will have the ability to access the proxy materials over the Internet and request to receive a paper copy of the proxy materials by mail. Instructions on how to access the proxy materials over the Internet or to request a paper copy may be found in the notice of availability. In addition, this proxy statement contains instructions on how stockholders may request to receive proxy materials in paper form by mail or electronically by e-mail on an ongoing basis.

Why didn t I receive a notice about the Internet availability of the proxy materials?

We are providing some of our stockholders, including stockholders who have previously requested to receive paper copies of the proxy materials and our stockholders who are participants in the Ingredion Incorporated Retirement Savings Plans, with paper copies of the proxy materials instead of a notice of availability of the proxy materials.

How can I access the proxy materials over the Internet?

Your notice of availability of the proxy materials, proxy card or voting instruction form contains instructions on how to view our proxy materials for the annual meeting on the Internet.

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Our proxy materials are also available on our website at http://www.ingredion.com. If you received your proxy materials in the mail, you can instruct us on the website where you can vote and on our website to send our future proxy materials to you electronically by e-mail. Choosing to receive your future proxy materials by e-mail will help us conserve natural resources and reduce the costs of printing and distributing our proxy materials. If you choose to receive future proxy materials by e-mail, you will receive an e-mail with instructions containing a link to the website where those materials are available and a link to the proxy voting website. Your election to receive proxy materials by e-mail will remain in effect until you terminate it.

How may I obtain a paper copy of the proxy materials?

Stockholders receiving a notice about the Internet availability of the proxy materials will find instructions about how to obtain a paper copy of the proxy materials in their notices. All stockholders who do not receive the notice of availability and have not elected to receive proxy materials by e-mail will receive a paper copy of the proxy materials by mail.

What will the stockholders vote on at the annual meeting?

Three proposals:

election of the 10 director nominees who are named in this proxy statement, all of whom are directors whose terms as directors are expiring at the annual meeting, to serve as directors for a term of one year,

approval, by advisory vote, of the compensation of the company s named executive officers, and

ratification of the appointment of our independent registered public accounting firm.

Will there be any other items of business on the agenda?

We do not expect any other items on the agenda because the deadlines for stockholder proposals and notices to present business at the annual meeting, including, without limitation, director nominations, have already passed. Nonetheless, in case there is any unforeseen need, the accompanying proxy gives discretionary authority to the persons named in the proxy with respect to other matters that might be brought before the meeting. Those persons intend to vote the proxy as to such matters in accordance with their best judgment.

Who is entitled to vote?

Stockholders as of the close of business on March 18, 2019 (the record date) may vote at the annual meeting. You have one vote for each share of common stock you held on the record date, including shares:

held directly in your name as a stockholder of record,

held in your account with a bank, broker or other holder of record or attributed to your account(s) in the Ingredion Incorporated Stock Fund of the company s Retirement Savings Plans or the company s automatic dividend reinvestment plan.

What constitutes a quorum for the annual meeting?

A majority of the voting power of the outstanding shares of our common stock entitled to vote and present or represented by proxy at the annual meeting, will constitute a quorum for the annual meeting. As of the record date 66,676,407 shares of our common stock were issued and outstanding.

How many votes are required for the approval of each proposal?

Under our by-laws, in uncontested elections, directors are elected by a majority of the votes cast. In contested elections where the number of nominees exceeds the number of directors to be elected,

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directors are elected by a plurality vote, with the director nominees who receive the most votes being elected. In an uncontested election, if any nominee for director does not receive a majority of votes cast for his or her election, the nominee will be required to promptly tender his or her offer of resignation to the board. Our Corporate Governance and Nominating Committee will recommend to the board whether to accept or reject the tendered offer of resignation. Our board will act on the committee s recommendation and publicly disclose its decision generally within 90 days from the date of the certification of the election results. Any director who tenders his or her offer of resignation will not participate in the committee s recommendation or the board action regarding whether to accept or reject the tendered offer of resignation. If all of the members of the Corporate Governance and Nominating Committee have tendered their offers of resignation, then the board shall act on the offers of resignation. Any vacancies on our board may be filled by a majority of the directors then in office. Abstentions are not counted as votes cast and therefore will result in a nominee receiving fewer votes but will not count as votes against a nominee.

The favorable vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote is required to approve the compensation of the company s named executive officers. A vote to abstain on this proposal will be counted as present for quorum purposes and will be considered as being present for the vote on this proposal, but it will not be counted as a vote cast for this proposal and will, therefore, have the effect of a vote against this proposal. Because your vote is advisory, it will not be binding on the board or the company. However, the board and the Compensation Committee will review the voting results and take them into consideration when making future decisions regarding executive compensation.

The favorable vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote is required to approve the ratification of the appointment of our independent registered public accounting firm. A vote to abstain on this proposal will be counted as present for quorum purposes and will be considered as being present for the vote on this proposal, but it will not be counted as a vote cast for this proposal and will, therefore, have the effect of a vote against this proposal. Because your vote is advisory, it will not be binding on the board or the company. If the appointment is not ratified, the Audit Committee will explore the reasons for stockholder rejection and will reconsider the appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may appoint a different independent registered public accounting firm at any time during the year if the Audit Committee determines that it would be in the company s and our stockholders best interests.

Broker nonvotes. If your shares are held by a broker, the broker will ask you how you want your shares to be voted. If you give the broker instructions, your shares will be voted as you direct. If you do not give instructions, one of two things can happen, depending on the type of proposal. For the election of directors and the advisory vote on the compensation of the company s named executive officers, the broker may not vote your shares unless it has received your specific instructions. For the vote to ratify the appointment of our independent registered public accounting firm, the broker may vote your shares in its discretion even though you have not provided specific instructions. For other proposals, none of which are anticipated, the broker may not vote your shares. When the broker may not vote your shares, it is called a broker nonvote.

Broker nonvotes will be counted for purposes of establishing a quorum but will not be counted as entitled to vote on any matter for which instructions are required.

How do I vote?

If you are a stockholder of record or are holding a proxy for a stockholder of record, you may vote in person at the annual meeting. We will give you a ballot during the meeting. If you do not wish to vote in person or if you will not be attending the annual meeting, you may vote by proxy. You can vote by proxy on the Internet by following the instructions provided in the notice of availability of the proxy materials, or, if you received these materials electronically, by following the instructions in the e-mail message that notified you of their availability.

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If you received paper copies of the proxy materials by mail, you can vote on the Internet, by telephone or by mail by following the instructions on the enclosed proxy card.

You can utilize these methods to vote:

By the Internet. You may vote online at www.proxyvote.com by following the instructions provided in the notice of availability of the proxy materials or, if you received these materials electronically, by following the instructions in the e-mail message that notified you of their availability, or, if you received these materials by mail, by following the instructions in the enclosed proxy card. You will need your 16-digit control number contained on your notice of availability, e-mail notification or proxy card in order to vote online. Voting on the Internet has the same effect as voting by mail or telephone. Internet voting will be available until 11:59 p.m. Eastern Time on May 14, 2019.

By telephone. You may vote by telephone at 1-800-690-6903. You will need the 16-digit control number contained on your notice of availability, e-mail notification or proxy card in order to vote by telephone. Voting by telephone has the same effect as voting by mail or the Internet. Telephone voting will be available until 11:59 p.m. Eastern Time on May 14, 2019.

By mail. If you received a paper copy of the proxy materials, you may vote by signing and dating each proxy card you received and returning each of them to us in the prepaid envelope provided. Sign your name exactly as it appears on the proxy. If you are signing in a representative capacity (for example, as an attorney-in-fact, executor, administrator, guardian, trustee or the officer, agent or partner of a corporation or partnership), please indicate your name and your title or capacity. If the stock is held in custody for a minor (for example, under the Uniform Transfers to Minors Act), the custodian should sign, not the minor.

Can I change my vote after I have voted?

You may revoke your proxy and change your vote at any time before the final vote at the meeting. You may vote again at a later date on the Internet or by telephone, by signing and returning a new proxy card with a later date or by attending the meeting and voting in person. Only your latest Internet, telephone or written proxy submitted prior to the meeting will be counted. You may revoke your proxy at any time before the meeting by (1) notifying the company s Corporate Secretary in writing or (2) delivering a later-dated proxy on the Internet or by telephone or in writing. However, your attendance at the annual meeting will not automatically revoke your proxy unless you vote again at the meeting or specifically request in writing that your prior proxy be revoked. Any written notice revoking a proxy should be sent to Corporate Secretary, Ingredion Incorporated, 5 Westbrook Corporate Center, Westchester, Illinois 60154.

How do I vote shares that are held by my bank, broker or other holder of record?

If you have shares held of record by a bank, broker or other holder of record, you may instruct your bank, broker or other holder of record to vote your shares by following instructions that the bank, broker or other holder of record provides for you. Most banks and brokers offer voting on the Internet, by telephone and by mail.

How do I vote in person?

If you are a stockholder of record, you may vote your shares in person at the meeting. However, we encourage you to vote on the Internet, by telephone or by mail even if you plan to attend the meeting.

How will the proxies be voted?

The shares represented by valid proxies received by Internet, by telephone or by mail will be voted in the manner specified in such proxies. If you fail to indicate your voting preferences, the persons named in the proxy will vote on your behalf for election of the nominees for director listed below, for approval of the compensation of the company s named executive officers and for ratification of the appointment of our independent registered public accounting firm.

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Should any matter not described above be properly presented at the meeting, each of the persons named in the proxy will vote in accordance with his best judgment.

How do I vote my shares in the Ingredion Incorporated Stock Fund of the company s Retirement Savings Plans?

You may instruct the plan trustee on how to vote your shares in the Ingredion Incorporated Stock Fund on the Internet, by telephone or by mail as described above. You must provide your instruction on the Internet or by telephone no later than 11:59 p.m. Eastern Time on May 10, 2019 or by mail received no later than 11:59 p.m. Eastern Time on May 10, 2019 in order to have your shares in the Ingredion Incorporated Stock Fund voted at the annual meeting.

How many shares in the Ingredion Incorporated Stock Fund of the company s Retirement Savings Plans can I vote?

You may vote all the shares allocated to your account on the record date.

What happens if I do not instruct the plan trustee to vote my Retirement Savings Plan shares?

Your shares will not be voted. The plan trustee will not vote shares held in the Retirement Savings Plans as to which it does not receive timely directions.

What does it mean if I receive more than one notice of availability or proxy card?

It means that you hold shares in more than one account. To ensure that all your shares are voted, if you vote on the Internet or by telephone, you will need to vote once for each notice of availability, proxy card and voting instruction form you receive. To ensure that all your shares are voted if you received more than one proxy card, sign, date and return each card or vote once for each card on the Internet or by telephone.

Who tabulates the votes?

The votes are tabulated by an independent inspector of election.

Is my vote confidential?

As a matter of policy, proxies, ballots and voting tabulations that identify individual stockholders are held confidential by the company. Such documents are available for examination only by any independent tabulation agents, the independent inspector of election and certain employees associated with tabulation of the vote. The identity of the vote of any stockholder is not disclosed except as may be necessary to meet legal requirements.

What should I do if I want to attend the annual meeting in person?

An admission ticket (or other proof of stock ownership) will be required for admission to the annual meeting. **Only stockholders who owned Ingredion common stock as of the close of business on March 18, 2019 will be entitled to attend the meeting. An admission ticket will serve as verification of your ownership.**

If you received a notice of availability of the proxy materials in the mail, the notice constitutes your admission ticket.

If your Ingredion shares are registered in your name and you received an e-mail with instructions containing a link to the website where those materials are available and a link to the proxy voting website, you may print a copy of the e-mail which will serve as your admission ticket.

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If your Ingredion shares are held in a bank or brokerage account, vote your shares in accordance with your voting instruction form, if one is provided by your bank or broker, or contact your bank or broker to obtain a written legal proxy in order to vote your shares at the meeting. If you do not obtain a legal proxy from your bank or broker, you will not be entitled to vote your shares at the meeting, but you can still attend the annual meeting if you bring a recent bank or brokerage statement showing that you owned shares of Ingredion common stock on March 18, 2019.

If your Ingredion shares are registered in your name and you received proxy materials by mail, an admission ticket is attached to your proxy card.

How do I contact the Board of Directors?

Interested parties may communicate directly with any member of the Board of Directors, including the Chairman of the Board, or the non-management directors or the independent directors, as a group, by writing in care of:

Corporate Secretary

Ingredion Incorporated

5 Westbrook Corporate Center

Westchester, Illinois 60154

The Corporate Secretary will collect all such communications and organize them by subject matter. All such communications will be promptly forwarded to the appropriate board committee chairman according to the subject matter of the communication, except for solicitations or other matters inappropriate for the recipient or otherwise unrelated to the company. Communications addressed directly to the Chairman of the Board, the non-management directors or the independent directors, as a group, or any individual director will be forwarded in the same manner to the Chairman of the Board, each non-management member of the board, each independent member of the board or the individual director, as the case may be.

Who is paying the costs of this proxy solicitation?

Ingredion is paying the costs of the solicitation of proxies. We have retained Morrow Sodali LLC, a proxy soliciting firm, to assist in the solicitation of proxies, for an estimated fee of $8,000 plus reimbursement of certain out-of-pocket expenses. We must pay brokerage firms and other persons representing beneficial owners of shares held in street name certain fees associated with:

forwarding the notice of availability to beneficial owners,

forwarding paper proxy materials by mail to beneficial owners and

obtaining beneficial owners voting instructions.

In addition to soliciting proxies by the Internet and mail, our board members, officers and employees may solicit proxies on our behalf, without additional compensation, personally, by e-mail or by telephone.

How do I submit a stockholder proposal for the 2020 annual meeting?

Our 2020 annual meeting is scheduled for Wednesday, May 20, 2020. If a stockholder intends to present a proposal pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the Exchange Act) at the 2020 annual meeting and wishes to have the proposal included in the company s proxy statement for the 2020 annual meeting, he or she must submit the proposal in writing so that we receive it by December 4, 2019, unless the date of our 2020 annual meeting is more than thirty days before or after May 20, 2020, in which case the proposal must be received a reasonable time before we begin to print and mail our proxy materials for our 2020 annual meeting. Proposals should be addressed to our Corporate Secretary, Ingredion Incorporated, 5 Westbrook

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Corporate Center, Westchester, Illinois 60154. Any stockholder proposal submitted for inclusion must be eligible for inclusion in our proxy statement in accordance with the rules and regulations promulgated by the Securities and Exchange Commission (the SEC).

In addition, our by-laws provide that any stockholder wishing to present any other business or nominate directors for election at the annual meeting without including such matters in the company s proxy materials must give the company written notice not less than ninety nor more than one hundred twenty days in advance of the date which is the anniversary of the date of the previous year s annual meeting, or, if the date of the annual meeting has been changed by more than thirty days from the date contemplated at the time of the previous year s proxy statement, not less than ninety days before the date of the applicable annual meeting, or, if later, the tenth day following the day on which notice of the date of the annual meeting was mailed or public disclosure of the date of the annual meeting, whichever occurs first. That notice must provide certain other information as described in our by-laws.

Pursuant to our by-laws, stockholders may also submit director nominees to be included in our annual proxy statement, known as proxy access. Stockholders who intend to submit director nominees for inclusion in our proxy materials for the 2020 annual meeting must comply with the requirements of proxy access as set forth in our by-laws. The stockholder or group of stockholders who wish to submit director nominees pursuant to proxy access must deliver the required materials to the company not less than one hundred twenty nor more than one hundred fifty days prior to the anniversary of the date that the proxy statement was released for the prior year s annual meeting, or if the date of the annual meeting has been changed by more than thirty days from the date contemplated at the time of the previous year s proxy statement, not less than ninety days before the date of the applicable annual meeting, or, if later, the tenth day following the day on which notice of the date of the annual meeting was mailed or public disclosure of the date of the annual meeting, whichever occurs first.

There are other procedural requirements in our by-laws pertaining to stockholder nominations and proposals. A copy of the by-laws is available online in the Governance section of our website at http://www.ingredion.com. Any stockholder may also receive a current copy of our by-laws, without charge, by writing to our Corporate Secretary.

I share an address with another stockholder and received one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?

The SEC s rules permit us to deliver a single set of annual meeting materials to one address shared by two or more of our stockholders. This delivery method is referred to as householding and can result in significant cost savings with respect to holders who want to receive paper materials. To take advantage of this opportunity, we have delivered only one proxy statement and annual report to multiple stockholders who share an address, unless we received contrary instructions from the affected stockholders prior to the mailing date. This procedure saves printing and postage costs by reducing duplicative mailings. We agree to deliver promptly, upon written or oral request, a separate copy of the annual meeting materials, as requested, to any stockholder at the shared address to which a single copy of these documents was delivered. If you prefer to receive separate copies of the proxy statement or annual report, contact Broadridge Financial Solutions, Inc. at 866-540-7095 or in writing at Broadridge Householding Department, 51 Mercedes Way, Edgewood, New York 11717. Please also keep in mind that this proxy statement and the accompanying 2018 Annual Report to Stockholders will be published and available for viewing and copying in the Investors section of our website at http://www.ingredion.com, in addition to being available at the site stated in the notice of availability.

If you are currently a stockholder sharing an address with another stockholder and wish to receive only one copy of future proxy statements and annual reports for your household, please contact Broadridge Financial Solutions at the above telephone number or address.

Stockholders who participate in householding and request to receive paper copies of the proxy materials will continue to receive separate proxy cards. Householding will not affect dividend check mailings.

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Beneficial stockholders can request information about householding from their banks, brokers or other holders of record.

Proposal 1. Election of Directors

The terms of all 10 of our directors are expiring at the 2019 annual meeting. All 10 of these directors are nominated for election as directors, with each nominee to hold office for a one-year term expiring at our 2020 annual meeting. Each director who is elected by our stockholders will hold office until his or her successor has been elected and qualified or until the director s earlier death, resignation or removal. All of the nominees standing for election are listed on pages 8 to 17, with brief biographies.

All of the nominees for election have consented to being named in this proxy statement and to serve if elected. If, for any reason, any of the nominees cannot be a candidate for election at the annual meeting, the proxies will be voted for substitute nominees designated by the board unless it has reduced its membership prior to the annual meeting. The board does not anticipate that any of the nominees will be unavailable to serve if elected. If elected, the nominees will hold office until the 2020 annual meeting of stockholders and until their successors have been elected and have qualified.

LUIS ARANGUREN-TRELLEZ

Age 57

Director since May 2003

Member of the Corporate Governance and Nominating Committee

Executive President of Arancia, S.A. de C.V.

Mr. Aranguren-Trellez has been the Executive President and a director of Arancia, S.A. de C.V. since September 5, 2011, and he has served as the Executive President and a director of Arancia Industrial, S.A. de C.V. since June 1, 2000. These are holding companies with interests in the food and enzyme industries, the rental of special textile to the hospital sector and food service and logistics, as well as energy efficiency and smart meters businesses. Arancia and Arancia Industrial are Mexican companies that are owned by Mr. Aranguren-Trellez and his brothers. Arancia Industrial was the former joint venture partner with the company in corn wet milling and refining operations in Mexico. Previously, Mr. Aranguren-Trellez served as Operations Director of CPIngredientes, S.A. de C.V., Ingredion s Mexican subsidiary, from 1996 until 2000, and had served in various other management positions with that company and its predecessors since 1989. Mr. Aranguren-Trellez is Chairman of PFS de Mexico, S.A. de C.V., a private Mexican company in the food service and logistics area previously controlled by Arancia and now a joint venture with Sysco Corporation. Mr. Aranguren-Trellez is also a member of the Regional Consulting Board of Telefonos de Mexico, S.A. de C.V., as well as of Banco Nacional de Mexico, S.A., the Citicorp Mexican bank subsidiary. He holds a Bachelor s degree in chemical engineering from the University of Notre Dame and a Master of Business Administration degree from Harvard Business School.

Qualifications

The specific qualifications and experiences that led to the conclusion that Mr. Aranguren-Trellez should serve as a director of the company include currently serving as Chief Executive Officer of significant private companies, operating and manufacturing experience and general management experience, including living and working outside *the U.S., and service as a director on several privately held company boards and on several not-for-profit boards.*

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DAVID B. FISCHER

Age 56

Director since May 2013

Member of the Compensation Committee

Former President and Chief Executive Officer of Greif, Inc.

Mr. Fischer served as Chief Executive Officer and a director of Greif, Inc. from November 1, 2011 to October 31, 2015 and as President of Greif, Inc. from October 2007 to October 31, 2015. Greif, Inc. is a manufacturer and provider of industrial packaging and services including steel, fiber, flexible, corrugated, intermediate bulk, reconditioned and multiwall containers and containerboard, and filling, packaging, industrial packaging reconditioning and land management consulting services for a wide range of industries. From 2007 to October 2011, Mr. Fischer also served as Chief Operating Officer of Greif, Inc. From 2004 to 2007, Mr. Fischer served as Senior Vice President and Divisional President, Industrial Packaging & Services-Americas, which also included responsibility for Africa. He assumed additional responsibility for Australia and Asia in 2005 and 2006, respectively. Mr. Fischer serves as a director of Balchem Corporation, a manufacturer of performance ingredients and products for the food, nutritional, feed, pharmaceutical and medical sterilization industries and DoMedia Inc., a privately held technology company that operates a market for out-of-home advertising sales. Until recently, he served as a director of two not-for-profit entities: Habitat for Humanity International and The Ohio State University Wexner Medical Center. Mr. Fischer holds a Bachelor s degree in chemistry from Purdue University.

Qualifications

The specific qualifications and experiences that led to the conclusion that Mr. Fischer should serve as a director of the company include serving as the Chief Executive Officer of a public company, operating and manufacturing, sales and marketing and general management experience, including responsibility for international operations while based in the U.S. and while based in Switzerland, and service as a director on the boards of two public companies in addition to Ingredion, the board of a private company and on several not-for-profit boards.

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PAUL HANRAHAN

Age 61

Director since March 2006

Member of the Audit Committee

Chief Executive Officer of Globeleq Advisors Limited

Mr. Hanrahan has served as the Chief Executive Officer of Globeleq Advisors Limited, a leading independent power producer operating and developing power projects in Africa, since September 18, 2017. Prior thereto, Mr. Hanrahan served as the Chief Executive Officer of American Capital Energy & Infrastructure Management, LLC, an investment company formed to raise, invest and manage funds in the energy and infrastructure industries, from September 2012 to December 16, 2016. He left American Capital Energy & Infrastructure Management, LLC after all its assets were sold as part of its acquisition by Ares Capital Corporation of American Capital, Ltd., a sponsor investor in American Capital Energy & Infrastructure Management, LLC. Mr. Hanrahan served as the President and Chief Executive Officer of The AES Corporation, one of the world s leading independent power producers, from June 2002 to September 2011. He was Executive Vice President and Chief Operating Officer of The AES Corporation and President and Chief Executive Officer of AES China Generating Co., Ltd., a public company formerly listed on NASDAQ, from 1993 to June 2002. Mr. Hanrahan served as a director of The AES Corporation from June 2002 to September 2011. He also previously served on the boards of other major publicly listed utilities in Brazil, Chile and Venezuela. In 2009 Mr. Hanrahan was appointed by the White House to serve on the U.S.-India CEO forum. Mr. Hanrahan is a director of AquaVenture Holdings Limited, a global provider of water services and BMR Energy, LLC, a developer and owner of renewable energy businesses in Latin America and the Caribbean. He served as a director of Arch Coal, Inc., a global coal producer and marketer from June 2012 to October 2016. He previously served as a director of Azura Power Holdings, Ltd, an electric power generation company in Nigeria, and GreatPoint Energy, Inc., a producer of clean, low-cost natural gas from coal, petroleum coke and biomass. Mr. Hanrahan holds a Bachelor of Science degree in mechanical engineering from the U.S. Naval Academy and a Master of Business Administration degree from Harvard Business School.

Qualifications

The specific qualifications and experiences that led to the conclusion that Mr. Hanrahan should serve as a director of the company include currently serving as the Chief Executive Officer of a private company, serving as the Chief Executive Officer of a public company, accounting and financial experience, operating and manufacturing, sales and marketing and general management experience, including living and working outside the U.S., service as a director on the boards of three public companies in addition to Ingredion and on the boards of two private companies and service as the lead director of Ingredion and one other public company.

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RHONDA L. JORDAN

Age 61

Director since November 2013

Chairman of the Compensation Committee

Former President, Global Health & Wellness, and Sustainability of Kraft Foods Inc.

Ms. Jordan served as President, Global Health & Wellness, and Sustainability of Kraft Foods Inc., one of the largest consumer packaged food and beverage companies in North America and one of the largest worldwide among publicly traded consumer packaged food and beverage companies, from September 2009 to March 2012 and in that role led the development of Kraft s health & wellness and sustainability strategies and plans for that company, including marketing, product development, technology, alliances and acquisitions. Prior to being named President, Health & Wellness in September 2009, Ms. Jordan was the President of the Cheese and Dairy business unit of Kraft from January 2008 to September 2009. From 2006 to January 2008 she served as the President of the Grocery business unit of Kraft, and from 2004 to 2005 she was the Senior Vice President, Global Marketing of Kraft Cheese and Dairy. Ms. Jordan is a director of Colfax Corporation, a diversified global industrial manufacturing and engineering company that provides air- and gas-handling and fabrication technology products and services to commercial and governmental customers around the world under the Howden and ESAB brand names, Bush Brothers & Company, a significant, privately held branded vegetable processor, G&L Holdings one of the largest privately held food ingredient suppliers in the U.S., comprised of two operating companies, Grain Craft and Southeastern Mills, and I and Love and You, a privately held branded manufacturer of grain-free food and healthy chews and treats for pets. She also serves as a director of IES Abroad, a not-for-profit company providing study abroad programs for a consortium of U.S. colleges and universities. She holds a Bachelor of Arts degree in arts management from Northwestern University and a Masters of Business Administration degree from the Kellogg School of Management at Northwestern University.

Qualifications

The specific qualifications and experiences that led to the conclusion that Ms. Jordan should serve as a director of the company include her 25 years of operating, general management and marketing experience within a large, publicly held, global corporation where she most recently served as President, Global Health & Wellness, and Sustainability and her service as a director, chairman of the compensation committee and as a member of the nominating and corporate governance committee of a public company, as a director and chairman of the compensation committee of a significant, privately held company and as a director of a small privately held company.

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GREGORY B. KENNY

Age 66

Director since March 2005

Chairman of the Board of Directors and Chairman of the Corporate Governance and Nominating Committee

Former President and Chief Executive Officer of General Cable Corporation

Mr. Kenny served as President and Chief Executive Officer of General Cable Corporation from August 2001 to June 30, 2015 and a director of General Cable Corporation from 1997 to June 30, 2015. General Cable Corporation is a manufacturer of aluminum, copper and fiber-optic wire and cable products and now part of Prysmian Corporation. From 1999 to 2001 he served as President and Chief Operating Officer of General Cable Corporation; from 1997 to 1999 he served as Executive Vice President and Chief Operating Officer; from 1994 to 1997 he served as Executive Vice President, Sales and Marketing; and from 1992 to 1994 he served as President, Consumer Products Group. Mr. Kenny is the Non-Executive Chairman of Cardinal Health, Inc., a Fortune 15 company that improves the cost-effectiveness of healthcare, and a director of AK Steel Holding Corporation, an integrated producer of flat-rolled carbon, stainless and electrical steels and tubular products through its wholly owned subsidiary, AK Steel Corporation. Previously, Mr. Kenny served as a director of the Cincinnati Branch of the Federal Reserve Bank of Cleveland, IDEX Corporation and numerous professional and not-for-profit organizations including an ESOP, Xtek. Mr. Kenny holds a Bachelor of Science degree in business administration from Georgetown University, a Master of Business Administration degree from George Washington University and a Master of Public Administration degree from Harvard University. Mr. Kenny is a member of *Industry Week* s manufacturing hall of fame, class of 2013.

Qualifications

The specific qualifications and experiences that led to the conclusion that Mr. Kenny should serve as a director of the company include serving as the Chief Executive Officer of a public company, accounting and financial, operating and manufacturing, sales and marketing and general management experience, including responsibility for international operations while living and working outside the U.S., serving as Ingredion s Chairman of the Board and previously as its lead director, service as a director on the boards of public companies other than Ingredion, including serving as the chairman and previously as the lead director of a Fortune 15 company, and service on the boards of numerous not-for-profit organizations.

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BARBARA A. KLEIN

Age 64

Director since March 2004

Member of the Compensation Committee

Former Senior Vice President and Chief Financial Officer of CDW Corporation

Ms. Klein served as the Senior Vice President and Chief Financial Officer of CDW Corporation, a direct marketer of multi-brand information technology products, from 2002 until she retired in May 2008. CDW was acquired by an entity controlled by investment funds affiliated with Madison Dearborn Partners, LLC and Providence Equity Partners in October 2007. Previously, she served as the Vice President and Chief Financial Officer of Dean Foods Company, a food and beverage company, from 2000 to 2002 and was the Vice President and Corporate Controller of Ameritech Corporation, a telecommunications company, from 1996 to 2000. Ms. Klein is a director of Cabot Microelectronics Corporation, the leading supplier of sophisticated polishing compounds and a provider of polishing pads used in the manufacture of advanced semiconductors (chips) and rigid disks, and a director of a not-for-profit entity, the National Council on Compensation Insurance, Inc., the most experienced source of workers compensation insurance information, tools and services in the U.S. Ms. Klein is a member of The Chicago Network. She holds a Bachelor of Science degree in accounting and finance from Marquette University and a Master of Business Administration degree from Loyola University.

Qualifications

The specific qualifications and experiences that led to the conclusion that Ms. Klein should serve as a director of the company include her over 30 years of service in corporate financial and accounting roles, serving as the Chief Financial Officer of two public companies, as the controller of a public company, as a financial executive at other companies in a number of industries and in various stages of development, including experience with acquisitions and divestitures, and service as chairman of the audit committee of Ingredion as well as of a public company in addition to Ingredion and of a significant not-for-profit organization, her licensure as a certified public accountant and that Ms. Klein is an audit committee financial expert as defined in Item 407(d)(5) of Regulation S-K.

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VICTORIA J. REICH

Age 61

Director since November 2013

Chairman of the Audit Committee

Former Senior Vice President and Chief Financial Officer of Essendant Inc.

Ms. Reich served as Senior Vice President and Chief Financial Officer of Essendant Inc., formerly, United Stationers Inc., a wholesale distributor of business products, from June 2007 to July 2011. Prior to that, Ms. Reich spent ten years with Brunswick Corporation, a manufacturer of recreation products, where she most recently was President of Brunswick European Group from 2003 to 2006. She served as Brunswick s Senior Vice President and Chief Financial Officer from 2000 to 2003 and as Vice President and Controller from 1996 to 2000. Before joining Brunswick, Ms. Reich spent 17 years at General Electric Company, a diversified technology, media and financial services company, where she held various financial management positions. Ms. Reich is a director of H&R Block, Inc., a provider of tax preparation and related services, and a director of Ecolab Inc., a provider of water and hygiene services and technologies for the food, hospitality, industrial and energy markets. Ms. Reich also serves as a director of North Valley Hospital and North Valley Hospital Foundation, not-for-profit organizations. Ms. Reich holds a Bachelor of Science degree in applied mathematics and economics from Brown University.

Qualifications

The specific qualifications and experiences that led to the conclusion that Ms. Reich should serve as a director of the company include her 32 years of service in corporate financial and accounting roles, serving as the Chief Financial Officer of two public companies, and as a controller, and operating and general management experience, including responsibility for international operations while living and working outside the U.S., and service as chairman of the audit committee and a member of the finance committee of a public company and as chairman of the audit committee and a member of the governance committee of another public company, and that Ms. Reich is an audit committee financial expert as defined in Item 407(d)(5) of Regulation S-K.

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JORGE A. URIBE

Age 62

Director since July 2015

Member of the Audit Committee

Former Global Productivity and Organization Transformation Officer of The Procter & GaD>

Cash Flows from Operating Activities

Net loss

$(1,153,010) $(792,487)

Adjustments to reconcile net loss to net cash (used in) operating activities:

Depreciation

232,786 202,465

Amortization of intangibles

55,053 92,871

Share-based compensation expense

706,221 153,739

Changes in operating assets and liabilities:

Trade receivables

(86,376) (150,675)

Inventories

(545,563) (177,566)

Prepaid expenses and other assets

(171,821) 16,407

Accounts payable

267,294 29,239

Accrued expenses

113,244 (43,323)

Customer deposits and other

(37,866) 152,281

Deferred rent

(16,497) (12,744)

Due to officers

(1,178,206)

Net cash (used in) operating activities

(1,814,741) (529,793)

Cash Flows From Investing Activities

Purchases of leasehold improvements and equipment

(124,759) (36,909)

Purchase of intangible assets

(30,000)

Proceeds from return of purchased equipment

5,000

Net cash (used in) investing activities

(154,759) (31,909)

Cash Flows From Financing Activities

Proceeds from issuance of common stock

3,486,626

Proceeds from exercise of warrants

1,041,749

Principal payments on capital leases

(44,621) (62,377)

Net cash provided by (used in) financing activities

4,483,754 (62,377)

Net increase (decrease) in cash

2,514,254 (624,079)

Cash:

Beginning

471,378 1,125,504

Ending

$2,985,632 $501,425

Supplemental Disclosures of Cash Flow Information

Cash payments for interest

$26,555 $13,785

Supplemental Schedule of Noncash Investing Activity

Capital lease obligation incurred for the purchase of equipment

$264,958 $

See Notes to Consolidated Financial Statements.

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ChromaDex Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

Note 1. Interim Financial Statements

The accompanying financial statements of ChromaDex Corporation and its wholly owned subsidiaries, ChromaDex, Inc. and ChromaDex Analytics, Inc. (collectively, the Company) include all adjustments, consisting of normal recurring adjustments and accruals, that in the opinion of the management of the Company are necessary for a fair presentation of our financial position as of October 2, 2010 and results of operations and cash flows for the three and nine months ended October 2, 2010 and October 3, 2009. These unaudited interim financial statements should be read in conjunction with the Company s audited financial statements and the notes thereto for the year ended January 2, 2010 appearing in the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission (the Commission) on March 31, 2010 and as amended by the Form 10-K/A filed with the Commission on April 30, 2010. Operating results for the nine months ended October 2, 2010 are not necessarily indicative of the results to be achieved for the full year ending on January 1, 2011. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Note 2. Nature of Business and Significant Accounting Policies

Nature of business: The Company creates and supplies botanical reference standards along with related phytochemical products and services. The Company s main priority is to create industry-accepted information, and to provide products and services to every layer of the functional food, pharmaceutical, personal care and dietary supplement markets. The Company provides these services at various terms with payment terms of primarily net 30 days.

Basis of presentation: The financial statements and accompanying notes have been prepared on a consolidated basis and reflect the consolidated financial position of the Company and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated from these financial statements. The Company s fiscal year ends on the Saturday closest to December 31 and the Company s normal fiscal quarters end on the Saturday 13 weeks after the last fiscal year end or fiscal quarter end. Every fifth or sixth fiscal year, the inclusion of an extra week occurs due to the Company s floating year-end date. The fiscal year 2014 will include 53 weeks instead of the normal 52 weeks.

Earnings per share: Potentially dilutive common shares consist of the incremental common shares issuable upon the exercise of common stock options and warrants for all periods. Below is a tabulation of the potentially dilutive securities for the periods ended October 2, 2010 and October 3, 2009.

	Three Months Ending		**Nine Months Ending**	
	October 2, 2010	**October 3, 2009**	**October 2, 2010**	**October 3, 2009**
Basic average common shares outstanding	**60,118,183**	28,838,216	**44,193,266**	28,838,216
Warrants and options in the money, net	**18,713,678**		**17,825,933**	
Weighted average common shares outstanding assuming dilution	**78,831,861**	28,838,216	**62,019,199**	28,838,216

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Note 3. Leasehold Improvements and Equipment

Leasehold improvements and equipment consisted of the following:

	October 2, 2010	January 2, 2010
Laboratory equipment	$ 2,388,164	$ 2,063,860
Leasehold improvements	356,607	332,702
Computer equipment	248,374	208,499
Furniture and fixtures	17,109	15,308
Office equipment	3,445	3,445
Construction in progress	85,863	86,031
	3,099,562	2,709,845
Less accumulated depreciation	1,739,200	1,506,414
	$ 1,360,362	$ 1,203,431

Note 4. Stock Issuance

On April 22, 2010, the Company entered into a subscription agreement (the Subscription Agreement) with certain investors (the Subscribers). The Company issued and sold to the Subscribers, in a private placement transaction (the Private Placement), an aggregate of 26,249,983 newly issued shares (the Private Placement Shares) of the Company s common stock for an aggregate purchase price of $3,674,998 or $0.14 per share. During the nine months ended October 2, 2010, the Company received net capital contributions of $3,486,626 through this offering. The Company also issued to each Subscriber an immediately exercisable warrant (collectively, the Warrants) to purchase the Company s common stock in an amount equal to the number of Private Placement Shares purchased by such Subscriber at an exercise price of $0.21 per share. As of October 2, 2010, 4,960,711 of the Warrants have been exercised and the Company received additional proceeds of $1,041,749 from the exercise of the Warrants. More information regarding this Subscription Agreement is set forth in a Current Report on Form 8-K filed with the Commission on April 26, 2010.

Additionally, during the nine months ended October 2, 2010, the Company issued 112,130 shares of common stock to Brookville Capital Partners for exercise of their warrants. Brookville Capital Partners, formerly known as New Castle Financial Services, elected a cashless exercise pursuant to the provisions of the warrants and received 112,130 shares of common stock for $0 in cash payment exercisable in lieu of 336,390 shares for a cash payment of $1.36 per share. These warrants were issued during the year ended January 3, 2009 as part of New Castle s services as a placement agent in conjunction with the private placement concluded during the year ended January 3, 2009.

Note 5. Share-based Compensation and Warrants

Stock option plan: At the discretion of management and with approval of the Board of Directors, the Company may grant options to purchase the Company s common stock to certain individuals from time to time. Management and the Board of Directors determine the exercise price, vesting periods and expiration dates at the time of grant. Expiration dates are not to exceed 10 years. The Company, under its Second Amended and Restated 2007 Equity Incentive Plan, is

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authorized to issue stock options that total no more than 20% of the shares of common stock of the Company issued and outstanding as determined on a fully diluted basis. Beginning in 2007, options were no longer issuable under the Company s 2000 Non-Qualified Incentive Stock Plan. The remaining amount available for issuance under the Second Amended and Restated 2007 Equity Incentive Plan totaled 4,537,898 at October 2, 2010. The option awards generally vest ratably over a four-year period following grant date after a passage of time.

The Company recognized share-based compensation expense of $423,764 and $706,221 in general and administrative expenses in the statement of operations for the three and nine months ended October 2, 2010, respectively. The Company recognized $55,947 and $153,739 in share-based compensation expense for the comparable periods in 2009.

The fair value of the Company s stock options was estimated at the date of grant using the Black-Scholes based option valuation model. The table below outlines the weighted average assumptions for options granted during the nine months ended October 2, 2010.

Nine Months Ended October 2, 2010	2010
Volatility	32.06%
Expected dividends	0.00%
Expected term	5.0 years
Risk-free rate	1.98%

The Company calculated expected volatility from the volatility of publicly held companies in similar industries, as the Company s historical volatility of the Company s common stock does not cover the period equal to the expected life of the options. The dividend yield assumption is based on the Company s history and expectation on future dividend payouts on the common stock. The risk-free interest rate is based on the implied yield available on U.S. treasury zero-coupon issues with an equivalent remaining term. The Company used the simplified method for estimating the expected term of the options. The expected term of the options represents the estimated period of time until exercise and is based on historical experience of awards, giving consideration to the contractual terms, vesting schedules and expectations of future employee behavior.

The following table summarizes options activity for the nine months ended October 2, 2010.

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 2, 2010	4,140,426	$ 1.25		
Options Granted	9,078,546	1.60		
Options Exercised				
Options Forfeited	(139,099)	1.30		
Outstanding at October 2, 2010	13,079,873	$ 1.49	7.58	$ 847,182
Exercisable at October 2, 2010	2,620,499	$ 1.24	6.42	$ 561,843

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Note 5. Share-based Compensation and Warrants (continued)

The aggregate intrinsic values in the table above are before income taxes, based on the Company s closing stock price of $1.35 on the last day of business for the period ended October 2, 2010.

As of October 2, 2010, there was $3,514,864 of total unrecognized compensation expense related to nonvested share based compensation arrangements granted under the plans, which is expected to be recognized over a weighted average period of 2.32 years. The weighted average fair value of options granted during the nine months ended October 2, 2010, was $.43. The realized tax benefit from stock options for the nine months ended October 2, 2010 was $0, based on the Company s election of the with and without approach. The fair value of the options that vested during the nine months ended October 2, 2010 was approximately $211,436.

Warrants: On May 20, 2010, the Company issued immediately exercisable Warrants to certain investors pursuant to the Subscription Agreement entered into by the Company on April 22, 2010. The Company issued an aggregate of 26,249,983 Warrants to investors to purchase the Company common stock at $0.21 per share. The fair value of these Warrants was estimated, at the date of grant, using the Black-Scholes based option valuation model. The Warrants were valued at $31,282,105. As of October 2, 2010, 4,960,711 of the Warrants have been exercised and the Company received proceeds of $1,041,749 from exercise of the Warrants.

The table below outlines the assumptions for Warrants granted on May 20, 2010.

Summary of Significant Assumptions	May 20, 2010
Expected Term	1.50
Expected Volatility	35.45%
Expected Dividends	0.00%
Risk Free Rate of Return	0.55%

On May 10, 2010, Brookville Capital Partners, formerly known as New Castle Financial Services, exercised outstanding warrants and the Company issued 112,130 shares of common stock. Brookville Capital Partners elected a cashless exercise pursuant to the provisions of the warrants and received 112,130 shares of common stock for $0 in cash payment exercisable in lieu of 336,390 shares for a cash payment of $1.36 per share. These warrants were issued during the year ended January 3, 2009 as part of New Castle s services as a placement agent in conjunction with the private placement concluded during the year ended January 3, 2009.

At October 2, 2010, the following warrants were outstanding and exercisable:

Warrants granted in connection with:	Weighted Average Exercise Prices	Number Outstanding And Exercisable At October 2, 2010	Weighted Average Remaining Contractual Life
2008 Private Placement Equity Offering	$ 3.00	1,718,350	2.56
2010 Private Placement Equity Offering	$ 0.21	21,289,272	2.64
	$ 0.42	23,007,622	2.63

Note 6. Management s Plans for Continuing Operations

The Company has incurred a net loss of $1,153,010 for the nine month period ended October 2, 2010, and a net loss of $792,487 for the nine month period ended October 3, 2009. This increase in loss for the nine month period year-over-year is largely due to an increase in share-based compensation expenses. The Company s share-based compensation expense increased 359% to $706,221 for the nine month period ended October 2, 2010 from $153,739 for the nine month period ended October 3, 2009. This large increase in share-based compensation expense was largely due to stock options that were granted following consummation of the transactions contemplated by the Subscription Agreement. The Company will continue to incur significant share-based compensation expenses over the next three years.

Management s anticipation of future growth is largely related to the Food and Drug Administration s (FDA s) guideline releases in the dietary supplement industry and the market s trend towards green chemistry in the food and cosmetic sector. The Company has implemented a comprehensive marketing plan design targeted on leveraging its capabilities concurrent with the FDA s guideline releases. The Company has also expanded its marketing plan to target the pharmaceutical and cosmetic sectors to support the reference standards, analytical services and discovery libraries product lines. In addition, the Company s new line of bulk dietary supplement grade and food grade raw material is expected to contribute to the Net Sales growth, but at a lower gross margin.

On April 22, 2010, the Company entered into the Subscription Agreement with the Subscribers. The Company issued and sold to the Subscribers an aggregate of 26,249,983 newly issued shares of the Company s common stock for an aggregate purchase price of $3,674,998 or $0.14 per share. During the nine months ended October 2, 2010, the Company received net capital contributions of $3,486,626 through this offering. The Company also issued to each Subscriber immediately exercisable Warrants to purchase the Company s common stock in an amount equal to the number of Private Placement Shares purchased by such Subscriber at an exercise price of $0.21 per share. As of October 2, 2010, 4,960,711 of these Warrants have been exercised and the Company received additional proceeds of $1,041,749 from exercise of these Warrants. Assuming the full exercise of the outstanding Warrants for cash, the Company would receive additional proceeds of $4,470,747 for an aggregate of $8,999,122 in net proceeds from the purchase of the Private Placement Shares and the exercise of the Warrants. There is no guarantee that the Subscribers will exercise any of the outstanding Warrants for cash and that the Company will receive any proceeds from any of the outstanding Warrants until they are exercised for cash. The Company believes that this capital raise and anticipated proceeds from exercise of outstanding Warrants will be sufficient to implement its current business plan through December, 2011. However, if the Company determines that it needs additional financing to further enable its long-term strategic objectives, there can be no assurance that it will be available on terms favorable to it or at all. If adequate financing is not available, the Company may have to delay, postpone or terminate product and service expansion and curtail general and administrative operations in order to maintain sufficient operating capital after December, 2011. The inability to raise additional financing may have a material adverse effect on the future performance of the Company.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS GENERAL

This Quarterly Report on Form 10-Q (the Form 10-Q) contains forward-looking statements , as defined in Section 21E of the Securities Exchange Act of 1934, as amended. These statements reflect the Company s current expectations of the future results of its operations, performance and achievements. Forward-looking statements are covered under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The Company has tried, wherever possible, to identify these statements by using words such as anticipates , believes , estimates , expects , plans , intends and similar expressions. These statements reflect management s current beliefs and are based on information now available to it. Accordingly, these statements are subject to certain risks, uncertainties and contingencies that could cause the Company s actual results, performance or achievements in 2010 and beyond to differ materially from those expressed in, or implied by, such statements. Such statements, include, but are not limited to, statements contained in this Form 10-Q relating to our business, financial performance, business strategy, recently announced transactions and capital outlook. Important factors that could cause actual results to differ materially from those in the forward looking statements include, a continued decline in general economic conditions nationally and internationally; decreased demand for our products and services; market acceptance of our products; the ability to protect our intellectual property rights; impact of any litigation or infringement actions brought against us; competition from other providers and products; risks in product development; inability to raise capital to fund continuing operations; changes in government regulation; the ability to complete customer transactions, and other factors (including the risks contained in the section of this report entitled Risk Factors) relating to our industry, our operations and results of operations and any businesses that may be acquired by us. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned. Additional risks, uncertainties, factors and other risks are set forth under Part II, Item IA Risk Factors of this report, Item 1A Risk Factors in the Company s Annual Report on Form 10-K filed with the Commission on March 31, 2010, as amended by the Form 10-K Amendment filed with the Commission on April 30, 2010 (the 2009 Form 10-K), and in future reports the Company files with the Commission. Readers of this Form 10-Q should not place undue reliance on any forward-looking statements. Except as required by federal securities laws, the Company undertakes no obligation to update or revise these forward-looking statements to reflect new events or uncertainties.

You should read the following discussion and analysis of the financial condition and results of operations of ChromaDex together with the financial statements and the related notes presented in Item 1 of this report.

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Overview

ChromaDex Corporation and its subsidiaries (collectively, ChromaDex , the Company , we , our or us) supplies phytochemical reference stand and reference materials, related contract services, and products for the dietary supplement, nutraceutical, food and beverage, functional food, pharmaceutical and cosmetic markets. Our business strategy is to identify, acquire, reduce-to-practice, and commercialize innovative new natural products and green chemistry (environmentally safe) technologies, with an initial industry focus on the dietary supplement, cosmetic, food and beverage markets, as well as novel pharmaceuticals. We plan to utilize our experienced management team to commercialize these natural product technologies by advancing them through the proper regulatory approval processes, arranging for reliable and cost-effective manufacturing, and ultimately either selling or licensing the product lines to third parties and customers.

The discussion and analysis of our financial condition and results of operations are based on the Company s financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires making estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported revenues, if any, and expenses during the reporting periods. On an ongoing basis, we evaluate such estimates and judgments, including those described in greater detail below. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe that our current cash, cash equivalents and cash generated from operations, the capital raised pursuant to the Subscription Agreement entered into the by the Company on April 22, 2010, and the anticipated additional proceeds from exercise of outstanding Warrants issued pursuant to this Subscription Agreement (see Liquidity and Capital Resources in Item 2 of this Form 10-Q) will be sufficient to meet our projected operating plans through December, 2011. We may, however, seek additional capital prior to the end of December, 2011 both to meet our projected operating plans after December, 2011 and to fund our longer term strategic objectives. To the extent we are unable to raise additional cash or generate sufficient net income prior to December, 2011 to meet our projected operating plans, we will revise our projected operating plans accordingly. Additional capital may come from public and private stock or debt offerings, borrowings under lines of credit or other sources. These additional funds may not be available on favorable terms, or at all. Furthermore, if we issue equity or debt securities to raise additional funds, our existing stockholders may experience dilution and the new equity or debt securities we issue may have rights, preferences and privileges senior to those of our existing stockholders. In addition, if we raise additional funds through collaboration, licensing or other similar arrangements, it may be necessary to relinquish valuable rights to our products or proprietary technologies, or grant licenses on terms that are not favorable to us. If we cannot raise funds on acceptable terms, we may not be able to develop or enhance our products, obtain the required regulatory clearances or approvals, achieve long term strategic objectives, take advantage of future opportunities, or respond to competitive pressures or unanticipated customer requirements. Any of these events could adversely affect our ability to achieve our development and commercialization goals, which could have a material and adverse effect on our business, results of operations and financial condition. If we are unable to establish small to medium scale production capabilities through our own plant or though a collaboration we may be

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unable to fulfill our customer s requirements. This may cause a loss of future revenue streams as well as require us to look for third party vendors to provide these services. These vendors may not be available, or charge fees that prevent us from pricing competitively within our markets.

The FDA has started to regulate the dietary supplement market under the new Good Manufacturing Practices (GMPs). As of June, 2010, all dietary supplement manufacturers are held accountable under these new regulations. At this time, it is unknown to what extent the FDA will enforce the regulations and how they will be interpreted upon enforcement. The outcome of these uncertainties may have a material adverse effect on the results of operations for ChromaDex because a lack of enforcement or an interpretation of the regulations that lessens the burden of compliance for the dietary supplement marketplace may cause a reduced demand for ChromaDex s products and services.

Over the next twelve months, we plan to continue to expand our service capacity through hiring and to implement accreditation and certification programs related to quality initiatives. In addition, we plan to expand our chemical library program and to either establish a GMP compliant pilot plant to support small to medium scale production of target compounds or partner through a collaboration with a company that has these capabilities. We also intend to increase the research and development of our new bulk dietary supplement grade and food grade raw material line as well as increase marketing and sales related to these products.

Results of Operations

ChromaDex generated net sales of $5,533,805 for the nine month period ended October 2, 2010 as compared to $4,222,929 for the nine month period ended October 3, 2009. ChromaDex incurred a net loss of $1,153,010 for the nine month period ended October 2, 2010 and incurred a net loss of $792,487 for the nine month period ended October 3, 2009. This equated to a $0.03 loss per basic and diluted share for the nine month period ended October 2, 2010 versus a $0.03 loss per basic and diluted share for the nine month period ended October 3, 2009. For the three month period ended October 2, 2010, ChromaDex generated net sales of $1,562,352 and a net loss of $883,223 as compared to net sales of $1,433,086 and a net loss of $177,544 for the three month period ended October 3, 2009. This was a $0.01 loss per basic and diluted share for the three month period ended October 2, 2010 versus a $0.01 loss per basic and diluted share for the three month period ended October 3, 2009.

Net Sales

Net Sales consist of Gross sales less returns and discounts. Net sales increased by 9% to $1,562,352 for the three month period ended October 2, 2010 as compared to $1,433,086 for the three month period ended October 3, 2009. For the nine month period ended October 2, 2010, net sales increased by 31% to $5,533,805 as compared to $4,222,929 for the nine month period ended October 3, 2009. This increase in net sales in both the three and nine month periods was due to increased demand for our existing products and services and the increased sales of bulk dietary supplement grade and food grade raw materials.

Costs of Sales

Costs of Sales include raw materials, labor, overhead, and delivery costs. Cost of sales for the three month period ended October 2, 2010 was $1,059,626 versus $953,043 for the three month period ended October 3, 2009. As a percentage of net sales, this represented a 1% increase for the three month period ended October 2, 2010 compared to the three month period

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ended October 3, 2009. This slight percentage increase in cost of sales is due to an increase in sales of high volume products, primarily consisting of bulk dietary supplement grade and food grade raw materials. These high volume products have significantly higher raw material costs associated with them. The Company expects to see a significant increase in the sales of these high volume products over the next twelve months. Increases in sales of these types of products will likely cause the Company to experience lower gross margins as a percentage of sales during this time period. Cost of sales for the nine month period ended October 2, 2010 was $3,437,417 versus $2,797,168 for the nine month period ended October 3, 2009. As a percentage of net sales, this represented a 4% decrease for the nine month period ended October 2, 2010 compared to the nine month period ended October 3, 2009. This percentage decrease in cost of sales is a result of fixed labor and overhead costs that make up the majority of our expenses. These fixed expenses did not increase in proportion to sales as we were able to achieve growth in sales without an increase of certain labor and overhead costs.

Gross Profit

Gross profit is net sales less the cost of sales and is affected by a number of factors including product mix, competitive pricing and costs of products and services. Our gross profit increased 5% to $502,726 for the three month period ended October 2, 2010 from $480,043 for the three month period ended October 3, 2009, and increased 47% to $2,096,388 for the nine month period ended October 2, 2010 from $1,425,761 for the nine month period ended October 3, 2009. The increase in sales coupled with a decrease in labor and overhead costs as a percentage of sales contributed to this increase in gross profit. The Company expects that as sales continue to grow, labor and overhead costs as a percentage of sales will continue to decrease as future growth in Net Sales will likely require lower direct labor and variable overhead costs. Raw materials costs as a percentage of sales are expected to increase as sales of the high volume bulk dietary supplement grade and food grade raw materials continue to grow.

Operating Expenses-Sales and Marketing

Sales and Marketing Expenses consist of salaries, commissions to employees and advertising and marketing expenses. Sales and marketing expenses for the three and nine month periods ended October 2, 2010 were $235,582 and $688,552 as compared to $190,153 and $631,371 for the three and nine month periods ended October 3, 2009. This increase was largely due to our increased marketing efforts for our new bulk dietary supplement grade and food grade raw material line.

Operating Expenses-General and Administrative

General and Administrative Expenses consist of research and development, general company administration, IT, accounting and executive management compensation. General and administrative expenses for the three and nine month periods ended October 2, 2010 were $1,140,815 and $2,535,386 as compared to $463,618 and $1,575,226 for the three and nine month periods ended October 3, 2009. One of the factors that contributed to this increase was an increase in share-based compensation expenses. Our share-based compensation expense increased 657% to $423,764 for the three month period ended October 2, 2010 from $55,947 for the three month period ended October 3, 2009, and increased 359% to $706,221 for the nine month period ended October 2, 2010 from $153,739 for the nine month period ended October 3, 2009. This large increase in share-based compensation expense was largely due to the stock options that were granted following consummation of the transactions contemplated by the Subscription Agreement. The Company will continue to incur significant share-based compensation expenses over the next three years, as the expenses for these post-closing grants are recognized on the straight-line method over the expected vesting periods. Another factor that contributed to this increase in general and administrative expenses was the initiation of investor relations activities. During the nine months ended October 2, 2010, the Company incurred expenses associated with adoption of a formal investor relations program for the purpose of increasing market and shareholder awareness and incurred one-time legal and accounting expenses associated with the Private Placement transaction.

Non-operating Expenses Interest Expense

Interest expense consists of interest on capital leases. Interest expense for the three and nine month periods ended October 2, 2010 were $10,130 and $26,555 compared to $3,938 and $13,785 for the three and nine month periods ended October 3, 2009. This increase was due to a new capital lease obligation incurred for the purchase of equipment during the nine month period ended October 2, 2010.

Non-operating Expenses Interest Income

Interest income consists of interest earned on money market accounts. Interest income for the three and nine month periods ended October 2, 2010 were $578 and $1,095 as compared to $122 and $2,134 for the three and nine month periods ended October 3, 2009.

Depreciation and Amortization

For the nine month period ended October 2, 2010, we recorded approximately $232,786 in depreciation. We depreciate our assets on a straight-line basis, based on the estimated useful lives of the respective assets. We amortize intangible assets using a straight-line method over 10 years. In the nine month period ended October 2, 2010, we recorded an amortization for intangible assets of approximately $55,053.

Liquidity and Capital Resources

From inception and through October 2, 2010, we have incurred aggregate losses of approximately $9.3 million. These losses are primarily due to overhead costs and general and administrative expenses associated with the development and expansion of our operations. These operations have been financed through capital contributions and the issuance of common stock.

The Board of Directors periodically reviews our capital requirements in light of our proposed business plan. Our future capital requirements will remain dependent upon a variety of factors, including cash flow from operations, the ability to increase sales, increasing our gross profits from current levels, reducing sales and administration expenses as a percentage of net sales, continued development of customer relationships, and our ability to market our new products successfully. However, based on our results from operations, we may determine that we need additional financing to implement our business plan, and there can be no assurance that it will be available on terms favorable to us or at all. If adequate financing is not available, we may have to delay, postpone or terminate product and service expansion and curtail general and administrative operations in order to maintain sufficient operating capital. The inability to raise additional financing may have a material adverse effect on us. While we believe that our current

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levels of capital and anticipated additional capital including proceeds from exercise of outstanding Warrants issued pursuant to the Subscription Agreement (discussed below) will be sufficient to meet our projected operating plans through December 2011, we may seek additional capital prior to December, 2011 both to meet our projected operating plans after December, 2011 and to fund our longer term strategic objectives. To the extent we are unable to raise additional cash or generate net income prior to December, 2011 to meet our projected operating plans, we will revise our projected operating plans accordingly.

On April 22, 2010, we entered into the Subscription Agreement with the Subscribers. We closed on the transactions contemplated by the Subscription Agreement on May 20, 2010 and issued and sold to the Subscribers, in a Private Placement, an aggregate of 26,249,983 Private Placement Shares for an aggregate purchase price of $3,674,998 or $0.14 per share. During the nine months ended October 2, 2010, we received net capital contributions of $3,486,626 through this offering. We have also issued to each Subscriber an immediately exercisable Warrant to purchase our common stock equal to the number of Private Placement Shares purchased by such Subscriber at an exercise price of $0.21 per share. As of October 2, 2010, 4,960,711 of the Warrants have been exercised and we received additional proceeds of $1,041,749 from exercise of the Warrants. Assuming the full exercise of the outstanding Warrants for cash, we would receive additional proceeds of $4,470,747 for an aggregate of $8,999,122 in net proceeds from the purchase of the Private Placement Shares and the exercise of the Warrants. There is no guarantee that the Subscribers will exercise any of the outstanding Warrants for cash and that we will receive any proceeds from any of the outstanding Warrants until they are exercised for cash.

Net cash used in operating activities

Net cash used in operating activities for the nine months ended October 2, 2010 was $1,815,000 compared to $530,000 used in operating activities for the nine months ended October 3, 2009. The increase in net cash used in operating activities largely reflects the payment of unpaid compensation from prior years for two officers as well as an increase in inventory for our new line of bulk dietary supplement grade and food grade raw material during the past nine months.

We expect that our operating cash flows may fluctuate significantly in future periods as a result of fluctuations in our operating results, shipment timetables, accounts receivable collections, inventory management, and the timing of our payments, among other factors.

Net cash used in investing activities

Net cash used in investing activities was $155,000 for the nine months ended October 2, 2010, compared to $32,000 for the nine months ended October 3, 2009. The increase in cash used in investing activities mainly reflects the timing of purchases of leasehold improvements and equipment as well as purchases of intangible assets.

Net cash provided by (used in) financing activities

Net cash provided by financing activities was $4,484,000 for the nine months ended October 2, 2010, compared to $62,000 used in financing activities for the nine months ended October 3, 2009. Net cash provided by financing activities for the nine months ended October 2, 2010 mainly consisted of net proceeds from the Private Placement.

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Dividend policy

We have not declared or paid any dividends on our common stock. We presently intend to retain earnings for use in our operations and to finance our business. Any change in our dividend policy is within the discretion of our board of directors and will depend, among other things, on our earnings, debt service and capital requirements, restrictions in financing agreements, if any, business conditions, legal restrictions and other factors that our board of directors deems relevant.

Off-Balance Sheet Arrangements

During the nine months ended October 2, 2010, we had no off-balance sheet arrangements other than ordinary operating leases as disclosed in the Financial Statements and Supplementary Data section of the Company s Annual Report on Form 10-K filed with the Commission on March 31, 2010 as amended by the Form 10-K/A filed with the Commission on April 30, 2010.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK
Not applicable.

ITEM 4. CONTROLS AND PROCEDURES
Evaluation of Disclosure Controls and Procedures

The Company s Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of the Company s disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934). Based on the Company s evaluation, the Company s Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures were effective as of October 2, 2010.

Changes in Internal Controls

There was no change in internal controls over financial reporting (as defined in Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934) that occurred during the Company s second fiscal quarter that has materially affected or is reasonably likely to materially affect the Company s internal control over financial reporting.

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PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

The 2009 Form 10-K includes detailed disclosure about the risks faced by the Company s business. Such risks have not materially changed since January 2, 2010, except as described in the Company s Quarterly Report on Form 10-Q for the quarterly period ended July 3, 2010 (the Second Quarter Form 10-Q). Events or circumstances arising from one or more of these risks, together with the risks we identify in our 2009 Form 10-K and our Second Quarter Form 10-Q, could adversely affect our business, financial condition, operating results and prospects and the value and price of our common stock could decline. The risks identified in our 2009 Form 10-K and our Second Quarter Form 10-Q are not intended to be a comprehensive list of all risks we face and additional risks that we may currently view as not material may also impair our business operations and results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. [REMOVED AND RESERVED]

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

Exhibit No.	Description of Exhibits
31.1	Certification of the Chief Executive Officer pursuant to §240.13a-14 or §240.15d-14 of the Securities Exchange Act of 1934, as amended
31.2	Certification of the Chief Financial Officer pursuant to §240.13a-14 or §240.15d-14 of the Securities Exchange Act of 1934, as amended
32.1	Certification pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

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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.

ChromaDex Corporation.

(Registrant)

Date: November 16, 2010

/s/ THOMAS C. VARVARO
Thomas C. Varvaro.

Duly Authorized Officer and Chief Financial Officer