

ChromaDex Corp.
Form S-8
August 22, 2018

As filed with the Securities and Exchange Commission on August 22, 2018

Registration No. 333-
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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

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

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

2017 Equity Incentive Plan
(Full title of the plan)

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

Copies to:

| | |
|--------------------|---------------------------|
| Thomas A. Coll | Kevin M. Farr |
| Matthew T. Browne | Chief Financial Officer |
| Cooley LLP | 10005 Muirlands Boulevard |
| 4401 Eastgate Mall | Suite G |

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San Diego, CA 92121 Irvine, CA 92618
(858) 550-6000 (949) 419-0288

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

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

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

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1)(2) | Proposed maximum offering price per share (3) | Proposed maximum aggregate offering price (3) | Amount of registration fee |
|---|--------------------------------|---|---|----------------------------|
| 2017 Equity Incentive Plan Common Stock, par value \$0.001 per share | 6,000,000 shares | \$4.63 | \$27,780,000 | \$3,458.61 |

(1)
Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock (“Common Stock”) that become issuable under the ChromaDex Corporation 2017 Equity Incentive Plan, as amended (the “2017 Plan”), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.

(2)
Represents shares that were added to the 2017 Plan pursuant to a share reserve increase approved by the Registrant’s stockholders on June 22, 2018.

(3)
Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act. The proposed maximum aggregate offering price per share and proposed maximum aggregate offering price are based upon the average of the high and low prices of the Registrant’s Common Stock on August 20, 2018, as reported on the Nasdaq Capital Market.

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

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements on Form S-8 relating to the same benefit plan are effective. This Registration Statement on Form S-8 registers the offer and sale of an additional 6,000,000 shares of the Registrant’s common stock that were added to the ChromaDex Corporation 2017 Equity Incentive Plan, as amended (the “2017 Plan”), pursuant to a share reserve increase approved by the Registrant’s stockholders on June 22, 2018. The Registrant previously registered shares of its common stock for issuance under the 2017 Plan on Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on October 31, 2017 (File No. 333-221246) and March 23, 2018 (File No. 333-223889) (the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statements.

ITEM 8. EXHIBITS.

| Exhibit Number | Description |
|----------------|--|
| <u>4.1</u> | Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference from, and filed as Exhibit 3.1 to the Registrant’s Annual Report on Form 10-K (File No. 001-37752) filed with the SEC on March 15, 2018). |
| <u>4.2</u> | Certificate of Amendment to the Certificate of Incorporation of the Registrant (incorporated by reference from, and filed as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 000-53290) filed with the SEC on April 12, 2016). |
| <u>4.3</u> | Bylaws of the Registrant (incorporated by reference from, and filed as Exhibit 3.2 to the Registrant’s Current Report on Form 8-K (File No. 333-140056) filed with the SEC on June 24, 2008). |
| <u>4.4</u> | Amendment to Bylaws of the Registrant (incorporated by reference from, and filed as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-37752) filed with the SEC on July 19, 2016). |
| <u>4.5</u> | Form of Stock Certificate representing shares of the Registrant’s Common Stock (incorporated by reference from, and filed as Exhibit 4.1 of the Registrant’s Annual Report on Form 10-K (File No. 000-53290) filed with the SEC on April 3, 2009). |
| <u>4.6</u> | Investor’s Rights Agreement, effective as of December 31, 2005, by and between The University of Mississippi Research Foundation and the Registrant (incorporated by reference from, and filed as Exhibit 4.1 to the Registrant’s Current Report on Form 8-K (File No. 333-140056) filed with the SEC on June 24, 2008). |
| <u>4.7</u> | Tag-Along Agreement effective as of December 31, 2005, by and among the Registrant, Frank Louis Jaksch, Snr. & Maria Jaksch, Trustees of the Jaksch Family Trust, Margery Germain, Lauren Germain, Emily Germain, Lucie Germain, Frank Louis Jaksch, Jr., and the University of Mississippi Research Foundation (incorporated by reference from, and filed as Exhibit 4.2 to the Registrant’s Current Report on Form 8-K (File No. 333-140056) filed with the SEC on June 24, 2008). |
| <u>4.8</u> | |

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Form of Stock Certificate representing shares of the Registrant's Common Stock (new design effective as of January 1, 2016, incorporated by reference from and filed as Exhibit 4.4 to the Registrant's Annual Report on Form 10-K (File No. 000-53290) filed with the SEC on March 17, 2016).

5.1 Opinion of Cooley LLP.

23.1 Consent of Marcum LLP.

23.2 Consent of Cooley LLP. Reference is made to Exhibit 5.1.

24.1 Power of Attorney. Reference is made to the signature page hereto.

99.1 ChromaDex Corporation 2017 Equity Incentive Plan, as amended, and Form of Option Grant Notice, Form of Option Agreement, Form of Restricted Stock Award Grant Notice, Form of Restricted Stock Award Agreement, Form of Restricted Stock Unit Award Grant Notice and Form of Restricted Stock Unit Award Agreement thereunder (incorporated by reference from, and filed as Exhibit 99.1 to the Registrant's Current Report on Form 8-K (File No. 001-37752) filed with the SEC on June 28, 2018).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on August 22, 2018.

CHROMADEX
CORPORATION

By: /s/ Robert Fried
Robert Fried
Chief Executive Officer

POWER OF ATTORNEY

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

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

| Signature | Title | Date |
|--|---|-----------------|
| /s/ ROBERT FRIED Robert Fried | Chief Executive Officer and Director (Principal Executive Officer) | August 22, 2018 |
| /s/ KEVIN M. FARR Kevin M. Farr | Chief Financial Officer (Principal Financial and Accounting Officer) | August 22, 2018 |
| /s/ FRANK L. JAKSCH JR. Frank L. Jaksch Jr. | Executive Chairman and Director | August 22, 2018 |
| /s/ STEPHEN BLOCK Stephen Block | Director | August 22, 2018 |
| /s/ JEFF BAXTER Jeff Baxter | Director | August 22, 2018 |

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/s/ KURT GUSTAFSON
Kurt Gustafson

Director

August 22, 2018

/s/ TONY LAU
Tony Lau

Director

August 22, 2018

/s/ STEVEN RUBIN
Steven Rubin

Director

August 22, 2018

/s/ WENDY YU
Wendy Yu

Director

August 22, 2018