

Varvaro Thomas C
Form 4
December 21, 2012

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Varvaro Thomas C

(Last) (First) (Middle)

10005 MUIRLANDS BLVD.,
SUITE G

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ChromaDex Corp. [CDXC.OB]

3. Date of Earliest Transaction
(Month/Day/Year)

12/21/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
CFO, TREASURER AND SECRETARY

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
			Code	V	(A)	(D)			
Employee Stock Options (right to buy)	\$ 1.545	12/21/2012	D ⁽¹⁾	V		645,900	05/20/2011 ⁽²⁾	05/20/2020	Common Stock
Employee Stock Options (right to buy)	\$ 1.545	12/21/2012	D ⁽¹⁾	V		645,900	05/20/2011 ⁽³⁾	05/20/2020	Common Stock
Employee Stock Options (right to buy)	\$ 1.54	12/21/2012	D ⁽¹⁾	V		95,712	05/10/2012 ⁽⁴⁾	05/10/2021	Common Stock
Employee Stock Options (right to buy)	\$ 0.945	12/21/2012	A ⁽⁵⁾	V	863,511		09/15/2013 ⁽⁶⁾	09/15/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Varvaro Thomas C 10005 MUIRLANDS BLVD., SUITE G IRVINE, CA 92618			CFO, TREASURER AND SECRETARY	

Signatures

/s/ Thomas
Varvaro 12/21/2012

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These previously awarded options have been terminated in exchange of new award of options under different terms.
- (2) Options vest 33 1/3% over three years beginning on May 20, 2011.
- (3)

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Options vest 33 1/3% over three years beginning May 20, 2011; provided further that, these options are only exercisable based on the percentage of warrants exercised as of such vesting date that were issued under that certain Subscription Agreement, dated as of April 22, 2010, between the Issuer and the subscribers named therein. Specifically, if 25% to 49.9% of such warrants have been exercised, then 25% of these options are exercisable; if 50% to 74.9% of such warrants have been exercised, then 50% of these options are exercisable; and if 75% or more of such warrants have been exercised, then 100% of these options are exercisable.

- (4) Options vest 25% on May 10, 2012 with the remainder vesting 1/36th per month over three years thereafter.
- (5) These new options are awarded by terminating the previously awarded options under different terms.
- (6) Options vest 33 1/3% on September 15, 2013 with the remainder vesting 1/24th per month over two years thereafter.
- (7) The total includes 1,290,988 options under different terms.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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