

ChromaDex Corp.
Form 4
March 14, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fried Robert N

(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]

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2017

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)
PRESIDENT, CHIEF STRATEGY OFF.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount		
Common Stock	03/12/2017		A		339,595	A	
					2.72		
					<u>(1)</u>		
Common Stock	03/12/2017		A		166,667	A	
					<u>(2)</u>		
Common Stock						I	See Footnote 3
					12,744	<u>(3)</u>	

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Employee Stock Options (right to buy)	\$ 2.715	03/12/2017		A ⁽⁴⁾	500,000	04/12/2017 ⁽⁵⁾ 03/12/2027	Common Stock 500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fried Robert N 10005 MUIRLANDS BLVD SUITE G IRVINE, CA 92618			PRESIDENT, CHIEF STRATEGY OFF.	

Signatures

/s/ Robert Fried 03/14/2017

**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) Received in exchange for the membership interests of Healthspan Research, LLC ("Healthspan") previously owned by the Reporting Person, valued at \$923,697.41, in connection with the acquisition of the outstanding membership interests of Healthspan by ChromaDex Corporation (the "Company") (the "Acquisition"). The number of shares received by the Reporting Person was calculated using the closing bid price per share of the Company's common stock on the NASDAQ Capital Market on the last trading day before the effective date of the Acquisition, rounded up to the nearest share. The closing bid price of the Company's common stock on March 10, 2017, rounded up to the nearest share, was \$2.72 per share.

(2) These are shares of restricted stock and were awarded pursuant to his employment with the issuer as President and Chief Strategy Officer. 1/3rd will vest on March 12, 2018, 1/3rd will vest on March 12, 2019 and 1/3rd will vest on March 12, 2020.

(3) 6,744 shares held by Jeremy Fried and 6,000 shares held by Benjamin Fried, who are both sons of Robert Fried.

(4) The options were awarded pursuant to his employment with the issuer as President and Chief Strategy Officer.

(5) Options vest in equal monthly installments over three years.

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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