

Varvaro Thomas C
 Form 4
 May 24, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

(Last) (First) (Middle)

10005 MUIRLANDS BVLD, 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)
 05/20/2010

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)

Chief Financial Officer

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

Edgar Filing: Varvaro Thomas C - Form 4

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Date Exercisable | Expiration Date | Title | Amount (Shares) |
|--|------------------------------|------------------|---|---------|---------------------------|-----------------|--------------|-----------------|
| | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | | | | |
| Employee Stock Options (right to buy) | \$ 1.545 | 05/20/2010 | A | 614,250 | 05/20/2010 ⁽¹⁾ | 05/20/2020 | Common Stock | 614,250 |
| Employee Stock Options (right to buy) | \$ 1.545 | 05/20/2010 | A | 614,250 | 05/20/2010 ⁽²⁾ | 05/20/2020 | Common Stock | 614,250 |
| Employee Stock Options (right to buy) | \$ 1.545 | 05/20/2010 | A | 200,000 | 05/20/2010 ⁽¹⁾ | 05/20/2020 | Common Stock | 200,000 |
| Employee Stock Options (right to buy) | \$ 1.545 | 05/20/2010 | A | 200,000 | 05/20/2010 ⁽²⁾ | 05/20/2020 | Common Stock | 200,000 |
| Employee Stock Options (right to buy) ¹ | \$ 1.545 | 05/20/2010 | A | 75,000 | 05/20/2010 ⁽³⁾ | 05/20/2010 | Common Stock | 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Varvaro Thomas C 10005 MUIRLANDS BVLD SUITE G IRVINE, CA 92618 | | | Chief Financial Officer | |

Signatures

| | |
|---------------------------------|------------|
| Thomas C. Varvaro | 05/24/2010 |
| **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) Options vest 33 1/3% over three years beginning on May 20, 2011

Options vest 33 1/3% over three years beginning on 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,

(2) 2010, between the Issuer and the subscribers named therein. Specifically, if 25% to 49.9% of such warrant have been exercised, then 25% of these options are exercisable; if 50% to 74.9% of such warrant 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

(3) Options vest over four years with cliff vesting of 25% on May 20, 2011 and 1/36 of the total vesting per month over the remaining 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.