

Varvaro Thomas C
 Form 4
 December 21, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Varvaro Thomas C

2. Issuer Name and Ticker or Trading Symbol
 ChromaDex Corp. [CDXC.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 10005 MUIRLANDS BLVD.,
 SUITE G
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/21/2012

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

IRVINE, CA 92618

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

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

(City) (State) (Zip)

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) | Price | | |
| | | | | Code | V | Amount | (D) |

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 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. 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.