

GERMAIN MARK
Form 4
December 26, 2012

FORM 4

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

OMB APPROVAL

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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 *
GERMAIN MARK

(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)

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 Beneficial 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.

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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
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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)	\$ 1.5	12/21/2012	D ⁽¹⁾	V		30,000	12/21/2008 ⁽²⁾	12/21/2017	Common Stock
Employee Stock Options (right to buy)	\$ 1.5	12/21/2012	D ⁽¹⁾	V		250,000	04/21/2009 ⁽³⁾	04/21/2018	Common Stock
Employee Stock Options (right to buy)	\$ 1.545	12/21/2012	D ⁽¹⁾	V		282,100	05/20/2011 ⁽⁴⁾	05/20/2020	Common Stock
Employee Stock Options (right to buy)	\$ 1.545	12/21/2012	D ⁽¹⁾	V		282,100	05/20/2011 ⁽⁵⁾	05/20/2020	Common Stock
Employee Stock Options (right to buy)	\$ 1.545	12/21/2012	D ⁽¹⁾	V		67,500	06/20/2010 ⁽⁶⁾	05/20/2020	Common Stock
Employee Stock Options (right to buy)	\$ 1.54	12/21/2012	D ⁽¹⁾	V		67,500	06/10/2011 ⁽⁷⁾	05/10/2021	Common Stock
Employee Stock Options (right to buy)	\$ 0.945	12/21/2012	A ⁽⁸⁾	V	586,024		10/15/2012 ⁽⁹⁾	09/15/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GERMAIN MARK
10005 MUIRLANDS BLVD
SUITE G
IRVINE, CA 92618

Signatures

/s/ Mark
Germain

12/26/2012

**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 a new award of options under different terms.
 - (2) Options vested 1/5th every year for 5 years and have been fully vested as of December 21, 2012.
 - (3) 1/4th of options vested on April 21, 2009 and 1/48th of options vested monthly thereafter. The options have been fully vested as of April 21, 2012.
 - (4) Options vest 50% over two years beginning on May 20, 2011.
Options vest 50% over two 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, 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.
 - (5) Options vested 1/12th every month for 12 months and have been fully vested as of May 20, 2011.
 - (6) Options vested 1/12th every month for 12 months and have been fully vested as of May 10, 2012.
 - (7) These new options are awarded by terminating the previously awarded options under different terms.
 - (8) Options vest 1/12th every month for 12 months and will be fully vested on September 15, 2013.
 - (9) Options vest 1/12th every month for 12 months and will be fully vested on September 15, 2013.
 - (10) The total includes 97,500 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.