

Varvaro Thomas C
Form 4/A
May 26, 2010

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

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

10005 MUIRLANDS
BOULEVARD, SUITE G, FIRST
FLOOR

(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)
05/24/2010

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
CFO, 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)
				(A) or (D)			
			Code	V	Amount		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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy) ⁽¹⁾	\$ 1.545						05/20/2011 ⁽²⁾	05/20/2020	Common Stock	614,250
Employee Stock Options (right to buy)	\$ 1.545						05/20/2011 ⁽³⁾	05/20/2020	Common Stock	614,250
Employee Stock Options (right to buy)	\$ 1.545						05/20/2011 ⁽²⁾	05/20/2020	Common Stock	200,000
Employee Stock Options (right to buy)	\$ 1.545						05/20/2011 ⁽³⁾	05/20/2020	Common Stock	200,000
Employee Stock Options (right to buy)	\$ 1.545						05/20/2011 ⁽⁴⁾	05/20/2020	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Varvaro Thomas C 10005 MUIRLANDS BOULEVARD SUITE G, FIRST FLOOR IRVINE, CA 92618			CFO, Secretary	

Signatures

/s/ Thomas C.
Varvaro

05/26/2010

 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) This amendment is being filed to correct a Form 4 filed by the Reporting Person on May 24, 2010 with respect to dates exercisable and expiration dates of options granted on May 20, 2010.
- (2) Options vest 33 1/3% over three years beginning on May 20, 2011.
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 40% 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 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.

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