

Varvaro Thomas C
 Form 4
 May 24, 2010

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 *
 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 BVLVD, SUITE G

3. Date of Earliest Transaction (Month/Day/Year)
 05/20/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Financial Officer

(Street)
 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)	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Date Exercisable	Expiration Date	Title	Amount
			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.

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