Spengler William Form 4

# November 17, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Spengler William			2. Issuer Name <b>and</b> Ticker or Trading Symbol ChromaDex Corp. [CDXC.OB]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
10005 MUIRL	ANDS, SUI	TE G	(Month/Day/Year) 11/15/2010	Director 10% Owner _X_ Officer (give title Other (specify below) President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
IRVINE, CA 9	2618		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative Sec	urities Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acquired (A	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Disposed o	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 an	d 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
					(4)	Reported	(I)	
					(A)	Transaction(s)	(Instr. 4)	
			C 1 W		or or	(Instr. 3 and 4)		
~			Code V	Amount	(D) Price			
Common Stock	11/15/2010		A	1,000,000	A $^{\$0}_{(1)}$	1,000,000	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Spengler William - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and 4	ecu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Employee Stock Options (right to buy)	\$ 1.65	11/15/2010		A(2)	58,823	11/15/2011 <sup>(3)</sup>	11/15/2020	Common Stock	
Employee Stock Options (right to buy)	\$ 1.65	11/15/2010		A(4)	1,000,000	<u>(5)</u>	11/15/2020	Common Stock	1
Employee Stock Options (right to buy)	\$ 1.65	11/15/2010		A(4)	941,177	11/15/2011(3)	11/15/2020	Common Stock	Q

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
Spengler William						

10005 MUIRLANDS SUITE G

**IRVINE, CA 92618** 

President

## **Signatures**

/s/ William 11/17/2010 Spengler

\*\*Signature of Date
Reporting Person

### **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) Sale of restricted common stock ("Restricted Stock") of Issuer in accordance with Issuer's Second Amended and Restated 2007 Equity Incentive Plan ("2007 Equity Incentive Plan") pursuant to a Restricted Stock Agreement between Issuer and the Reporting Person. The purchase price per share is the par value (\$0.001 per share) of the Restricted Stock payable in cash. The Restricted Stock vests in full on November 15, 2013 (the "Vesting Date"), provided that the Reporting Person is continuously emplyed by Issuer from November 15, 2010 (the "Effective Date") through the Vesting Date and the per share fair market value of the Issuer's common stock at any time prior to the Vesting Date shall have increased by at least three-times \$1.65. The Restricted Stock is subject to further terms as set forth in the

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Employment Agreement, dated October 27, 2010 (the "Employment Agreement").

- (2) Grant of "incentive stock option" pursuant to Issuer's 2007 Equity Incentive Plan.
- Options vest 25% on the first anniversary after the Effective Date and the remaining 75% vest in 36 equal installments commencing on the last day of the month following the month in which the first anniversary of the Effective Date occurs.
- (4) Grant of "nonqualified stock option" pursuant to Issuer's 2007 Equity Incentive Plan.
- (5) The options shall vest based on the achievement of certain milestones established by the Issuer's Compensation Committee as provided in the Employment Agreement.

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.