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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 16, 2015

**CARDAX, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction  
of incorporation)

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**333-181719**

(Commission  
File Number)

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**45-4484428**

(IRS Employer  
Identification No.)

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**2800 Woodlawn Drive, Suite 129, Honolulu, Hawaii 96822**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(808) 457-1400**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))
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#### **ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On April 16, 2015, the majority stockholder (the “Majority Stockholder”) of Cardax, Inc., a Delaware corporation (the “Company”), executed a written consent of stockholders in lieu of an annual meeting (the “Written Consent”). Pursuant to the Written Consent, the Majority Stockholder.

- elected the following five directors, George W. Bickerstaff, III, Tamar D. Howson, Terence A. Kelly, Ph.D., Nicholas Mitsakos and David G. Watumull, as all of the members of the Board of Directors of the Company,
- ratified the appointment of KBL, LLP as the Company’s independent public accountant for the fiscal year ended December 31, 2015,
- approved, on an advisory basis, the compensation paid to the company’s named executive officers (“say on pay”),
- approved the increase of Awards (as defined by the Company’s 2014 Equity Compensation Plan) by 15,000,000 shares of common stock of the Company, and
- ratified all lawful acts of the Board of Directors of the Company performed by and on behalf of the Company since the last annual meeting of the stockholders.

The written consent of the Majority Stockholder was adopted in accordance with the terms of the applicable law and the charter documents of the Company.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 16, 2015

**CARDAX, INC.**

By: */s/ David G. Watumull*

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David G. Watumull  
Chief Executive Officer

