

FORM D

Notice of Exempt
Offering of SecuritiesUNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, D.C.

OMB APPROVAL

OMB Number: 3235-0076

Expires: June 30, 2012

Estimated Average burden hours
per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)

Previous Name(s)

☒ None

Entity Type

0001579166

Name of Issuer

Cardax Pharma, Inc.

Jurisdiction of

Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☐ Over Five Years Ago☒ Within Last Five Years
(Specify Year)

2013

☐ Yet to Be Formed☒ Corporation☐ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ Other

2. Principal Place of Business and Contact Information

Name of Issuer

Cardax Pharma, Inc.

Street Address 1

2800 WOODLAWN DRIVE

Street Address 2

SUITE 129

City

HONOLULU

State/Province/Country

HAWAII

ZIP/Postal Code

96822

Phone No. of Issuer

808-457-1399

3. Related Persons

Last Name

Watumull

First Name

David

Middle Name

G.

Street Address 1

2800 Woodlawn Drive

Street Address 2

Suite 129

City

Honolulu

State/Province/Country

HAWAII

ZIP/Postal Code

96822

Relationship:

☒ Executive Officer☐ Director☐ Promoter

Clarification of Response (if Necessary)

Last Name

Mitsakos

First Name

Nicholas

Middle Name

Street Address 1

2800 Woodlawn Drive

Street Address 2

Suite 129

City	State/Province/Country	ZIP/Postal Code
Honolulu	HAWAII	96822

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Herringer	Frank	C.

Street Address 1	Street Address 2
2800 Woodlawn Drive	Suite 129

City	State/Province/Country	ZIP/Postal Code
Honolulu	HAWAII	96822

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input checked="" type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | | |
| <input type="checkbox"/> Other Banking & Financial Services | | Travel |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Airlines & Airports |
| Energy | Real Estate | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Commercial | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Electric Utilities | <input type="checkbox"/> Construction | <input type="checkbox"/> Other Travel |
| <input type="checkbox"/> Energy Conservation | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other |
| <input type="checkbox"/> Environmental Services | <input type="checkbox"/> Residential | |
| <input type="checkbox"/> Oil & Gas | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | | |
|---|---|
| Revenue Range | Aggregate Net Asset Value Range |
| <input type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> Over \$100,000,000 |

☒ Decline to Disclose
☐ Not Applicable

☐ Decline to Disclose
☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(6) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- ☒ New Notice Date of First Sale **2014-01-03** ☐ First Sale Yet to Occur
- ☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input checked="" type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| Security to be Acquired Upon | |
| <input checked="" type="checkbox"/> Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ **12000** USD

12. Sales Compensation

Recipient Recipient CRD Number ☐ None

Portfolio Advisors Alliance, Inc.

101680

(Associated) Broker or Dealer ☐ None

(Associated) Broker or Dealer CRD Number ☐ None

Portfolio Advisors Alliance, Inc.

101860

Street Address 1

Street Address 2

330 Madison Avenue

6th Floor

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="New York"/>	<input type="text" value="NEW YORK"/>	<input type="text" value="10017"/>

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

ALABAMA
COLORADO
FLORIDA
IOWA
LOUISIANA
MARYLAND
MASSACHUSETTS
MISSISSIPPI
NEW YORK
VIRGINIA
WASHINGTON

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input type="text" value="Agincourt Ltd."/>	<input type="text" value="36661"/>	

(Associated) Broker or Dealer	<input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
<input type="text" value="Agincourt Ltd."/>		<input type="text" value="36661"/>	

Street Address 1	Street Address 2
<input type="text" value="10 South Riverside"/>	<input type="text" value="Suite 1800"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Chicago"/>	<input type="text" value="ILLINOIS"/>	<input type="text" value="60606"/>

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

ALABAMA
COLORADO
FLORIDA
IOWA
LOUISIANA
NEW YORK
VIRGINIA
WASHINGTON

13. Offering and Sales Amounts

Total Offering Amount	\$	<input type="text" value="500000"/>	USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$	<input type="text" value="2076000"/>	USD	
Total Remaining to be Sold	\$	<input type="text" value="2924000"/>	USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

<input type="text"/>

14. Investors

☐

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$	269880	USD	<input checked="" type="checkbox"/> Estimate
Finders' Fees	\$	0	USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$	45000	USD	<input checked="" type="checkbox"/> Estimate
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Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Cardax Pharma, Inc.	/s/ David G. Watumull	David G. Watumull	President and Chief Executive Officer	2014-01-16