
**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): June 30, 2015 (June 29, 2015)

CARDAX, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

333-181719

(Commission
File Number)

45-4484428

(IRS Employer
Identification No.)

2800 Woodlawn Drive, Suite 129, Honolulu, Hawaii

(Address of principal executive offices) (Zip Code)

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

(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))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

The information set forth in Item 3.02 of this Current Report on Form 8-K is incorporated into this Item 1.01 by reference.

ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION.

The information set forth in Item 3.02 of this Current Report on Form 8-K is incorporated into this Item 2.03 by reference.

ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.

Cardax, Inc. (the “Company”), in continuation of the offering reported in the Current Report on Form 8-K on March 9, 2015, sold additional securities under separate subscription agreements, registration rights agreements and warrant purchase agreements (each, a “Purchase Agreement”), by and between the Company and investors (each a “Purchaser” and collectively, the “Purchasers”) pursuant to which the Company issued and sold to the Purchasers shares of the Company’s common stock (the “Common Stock”) and Class D Warrants and E Warrants (each, a “Warrant” and, collectively, the “Warrants”) to purchase shares of Common Stock. The form of each Purchase Agreement and the Warrants were attached as exhibits to the Company’s Current Report on Form 8-K on March 9, 2015.

In the calendar year to date (through June 29, 2015), the Company has sold an aggregate of 3,750,729 Units for an aggregate purchase price of \$1,125,222. From and including May 6, 2015 to date (through June 29, 2015), the Company has sold 1,833,327 Units, for an aggregate purchase price of \$550,000. No placement agent or broker dealer was used or participated in any offering or sale of the Units.

The offering of the Units was made in a transaction that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), pursuant to Section 4(a)(2) thereof and the provisions of Regulation D or Regulation S that is promulgated under the Securities Act. The Company may continue to offer securities and may use a placement agent or broker dealer in any such offering.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation to purchase, any securities of the Company.

Under the terms of the Registration Rights Agreement, the Company has agreed to register the common stock that is issued in the Unit and the shares underlying the Warrants shortly after March 31, 2016 or, if earlier, in connection with any registration rights that may be granted by the Company in an offering of securities of \$250,000 or more on or prior to March 31, 2016 (a “Qualified Financing”). The Subscription Agreement also includes “most favored nation” rights to the purchasers of the Units in the event the Company issues stock on terms more favorable to the purchaser in a Qualified Financing.

The foregoing summary of the Subscription Agreement, Registration Rights Agreement, and Warrants does not purport to be complete and is qualified in its entirety by reference to the full text of such agreements.

ITEM 8.01 OTHER EVENTS

On June 30, 2015, the Company announced that it had closed an additional \$500,000 in equity financing. For more information, see the Company's press release, dated June 30, 2015, which is filed as Exhibit 99.1 hereto and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit No.	Description
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10.1 ⁽¹⁾	Form of Registration Rights Agreement
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10.2 ⁽¹⁾	Form of Subscription Agreement
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10.3 ⁽¹⁾	Form of Class D Warrant
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10.4 ⁽¹⁾	Form of Class E Warrant
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99.1	Press release dated June 30, 2015
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(1)	Filed as an exhibit to the Current Report on Form 8-K of the Company dated March 9, 2015.
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SIGNATURE

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

Dated: June 30, 2015

CARDAX, INC.

By: /s/ David G. Watumull

Name: David G. Watumull

Title: Chief Executive Officer and President

Cardax Raises Additional \$500,000 in Financing Brings YTD Funding to \$1,125,000

June 30, 2015 08:00 AM Eastern Daylight Time

HONOLULU—(BUSINESS WIRE)—Cardax, Inc. (“Cardax”) (OTCQB:CDXI) announced today that it has closed on an additional \$500,000 in equity financing, bringing the year-to-date amount raised in its issuer-directed unit offering to \$1,125,000.

These funds will support the ongoing development of CDX-085, the Company’s consumer health product candidate, which has an anticipated launch date in 2016. The Company expects to raise additional funds to further these efforts as well.

“We expect to use these funds to advance Company operations, including completion of our ongoing monkey bioavailability study and our initial commercial production strategy for CDX-085,” said Cardax CEO, David G. Watumull.

About Cardax

Cardax is a development stage life sciences company that devotes substantially all of its efforts to developing consumer health and pharmaceutical products that it believes will provide many of the anti-inflammatory benefits of steroids or NSAIDS by targeting many of the same inflammatory pathways and mediators, but with exceptional safety profiles. Cardax is preparing proprietary nature-identical products and related derivatives by total synthesis to provide scalable, pure, and economical therapies for diseases where inflammation and oxidative stress are strongly implicated, including, but not limited to, osteoarthritis, rheumatoid arthritis, dyslipidemia, metabolic disease, diabetes, cardiovascular disease, hepatitis, cognitive decline, macular degeneration, and prostate disease. The initial primary focus of Cardax is its astaxanthin technologies. Astaxanthin is a powerful and safe naturally occurring anti-inflammatory and anti-oxidant without the adverse side effects typical of anti-inflammatory treatments using steroids or NSAIDS, including immune system suppression, liver damage, cardiovascular disease risk, and gastrointestinal bleeding. The safety and efficacy of Cardax’s product candidates have not been directly evaluated in clinical trials or confirmed by the FDA.

Safe Harbor

This release may contain certain forward-looking statements regarding our prospective performance and strategies within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of said safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies, and expectations of our company, are generally identified by use of words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “project,” “seek,” “strive,” “try,” or future or conditional verbs such as “could,” “may,” “should,” “will,” “would,” or similar expressions. Our ability to predict results or the actual effects of our plans or strategies is inherently uncertain. Accordingly, actual results may differ materially from anticipated results. Some of the factors that could cause our actual results to differ from our expectations or beliefs include, without limitation, the risks discussed from time to time in our filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. Except as required by applicable law or regulation, we undertake no obligation to update these forward-looking statements to reflect events or circumstances that occur after the date on which such statements were made.

For additional information, please contact:

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