
**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): **January 4, 2017**

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 96822

(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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On January 4, 2017, the Board of Directors of Cardax, Inc. (the “Company”) elected Michele Galen to serve as a director of the Company until the Company’s next annual meeting of stockholders. The Board of Directors has determined that Ms. Galen is an independent director. Ms. Galen will serve on such committees of the Board of Directors as to be mutually determined in the future by Ms. Galen and the Board of Directors.

Ms. Galen will receive quarterly equity compensation of \$12,500 in arrears in the form of a grant of shares of the Company’s common stock or non-qualified stock options to purchase shares of the Company’s common stock under the Cardax, Inc. 2014 Equity Compensation Plan based on the higher of the then current market price or \$0.15 per share. Such compensation is subject to adjustment commensurate with any adjustment of compensation for the other independent directors of the Company.

Ms. Galen, age 60, serves as a strategic advisor and board member across pharmaceuticals, biotechnology, health start-ups and global health, drawing on her broad experience in global business, communications, law and journalism. From April 2015 to June 2016, Ms. Galen served as Global Head, Communications and Public Affairs, for Shire plc, a biotechnology company, where she served as the lead communications and public affairs advisor on the successful \$32 billion acquisition and integration of Baxalta. From February 2012 to May 2014, Ms. Galen led Global Communications for Novartis AG, based in Basel, Switzerland. During her 14 years with Novartis, Ms. Galen also served on several management boards in her capacity as Global Head, Communications and Advocacy, for Novartis Pharmaceuticals; as Vice President and Global Head, Oncology Affairs; Vice President and Global Head, Communications and External Affairs for Novartis Molecular Diagnostics; and Vice President, Corporate Communications, for US pharmaceuticals. Earlier in her career, Ms. Galen was a Managing Director in the global public relations firm Burson-Marsteller. There, she co-founded the Organizational Change Communications practice. She is an award-winning journalist, and worked as Legal Editor and Social Issues Editor at Business Week magazine. Ms. Galen is a member of the New York State Bar and practiced law at Stroock, Stroock & Lavan LLP, and Skadden, Arps LLP, Slate, Meagher & Flom. Ms. Galen currently serves on the inaugural board of directors of Global Oncology, and on the advisory board of MK&A, a global healthcare consultancy firm. Formerly, she served as a pro bono advisor to the UNICEF Office of Public Advocacy, and on the boards of the Global Health Council and Stupid Cancer. Ms. Galen received a B.A. from George Washington University, M.S. from the Columbia University Graduate School of Journalism, and J.D. from New York University School of Law. She also completed the External Executive Coaching Intensive at Columbia University.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit No. Description

99.1 Press Release, dated January 10, 2017 (furnished herewith)

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: January 10, 2017

CARDAX, INC.

By: /s/ David G. Watumull

David G. Watumull
Chief Executive Officer and President

Cardax Appoints Global Healthcare Executive as Independent Director Brings Experience Across Pharma, Biotech, and Consumer Health

January 10, 2017 8:00 AM Eastern Standard Time

HONOLULU—(BUSINESS WIRE)—Cardax, Inc. (“Cardax”) (OTCQB:CDXI) announced today the appointment of Michele Galen, an attorney and former Chief Communications Officer for both Novartis AG and Shire plc, as an independent member of its Board of Directors. Ms. Galen will join current Chairman and independent director George Bickerstaff, independent director Terence A. Kelly, PhD, and Cardax CEO David G. Watumull on the Cardax Board. The appointment was made on January 4, 2017.

“Michele brings highly successful senior management and communications experience from Novartis, Shire, and leading venture capital firm MPM Capital to the Cardax Board,” said Chairman George Bickerstaff. “Combined with her experience as a journalist and lawyer, Michele offers a unique perspective that will further contribute to the achievement of our strategy.”

“Michele’s broad background, in particular across consumer health and pharmaceutical commercialization, provides an ideal skill set for Cardax as it commercializes ZanthoSyn™, its safe anti-inflammatory for general health, and develops CDX-085, its superior second generation product,” said CEO David G. Watumull. “We are delighted to welcome Michele to the Cardax Board.”

About Michele Galen

Michele Galen is a strategic advisor to firms across pharmaceuticals, biotech, health start-ups and global health. Ms. Galen served as Global Head, Communications and Public Affairs, for Shire plc, serving as the lead communications and public affairs advisor on the \$32 billion successful acquisition and integration of Baxalta. Previously, Ms. Galen led Global Communications in Switzerland for Novartis AG, where she spent 14 years in positions of increasing responsibility and served on several management boards. Earlier, Ms. Galen served as chief marketing officer for MPM Capital, Managing Director for public relations firm Burson-Marsteller, Legal Affairs Editor for Business Week magazine, and an attorney with Skadden, Arps, Slate, Meagher & Flom LLP. Ms. Galen is currently a board member for nonprofit Global Oncology and for MK&A, a global healthcare consulting firm. Ms. Galen received a B.A. from George Washington University, M.S. from the Columbia University Graduate School of Journalism, and J.D. from New York University School of Law.

About Cardax, Inc.

Cardax, Inc. devotes substantially all of its efforts to developing and commercializing safe anti-inflammatory dietary supplements and drugs. Cardax is initially focusing on astaxanthin, which is a powerful and safe naturally occurring anti-inflammatory without the side effects of currently marketed anti-inflammatories. The safety and efficacy of Cardax’s products have not been directly evaluated in clinical trials or confirmed by the FDA.

Media and Investors

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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.
