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

**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-1  
REGISTRATION STATEMENT**

UNDER  
THE SECURITIES ACT OF 1933

**CARDAX, INC.**

*(Exact name of registrant as specified in its charter)*

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**Delaware**

*(State of  
incorporation)*

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**2834**

*(Primary Standard Industrial  
Classification Code Number)*

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**45-4484428**

*(I.R.S. Employer  
Identification Number)*

**2800 Woodlawn Drive, Suite 129  
Honolulu, Hawaii 96822  
(808) 457-1400**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**David G. Watumull  
President and Chief Executive Officer  
Cardax, Inc.**

**2800 Woodlawn Drive, Suite 129  
Honolulu, Hawaii 96822  
(808) 457-1400**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

***Copies to:***

**Richard M. Morris, Esq.  
Herrick, Feinstein LLP  
2 Park Avenue  
New York, New York 10016  
(212) 592-1400**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

## CALCULATION OF REGISTRATION FEE

<u>Title of each class of securities to be registered</u>	<u>Amount to be Registered(1)</u>	<u>Proposed maximum offering price per share(2)</u>	<u>Proposed maximum aggregate offering price(3)</u>	<u>Amount of registration fee</u>
Common Stock, \$0.001 par value per share, issuable pursuant to the Equity Purchase Agreement	8,820,509	\$ 0.205	\$ 1,808,204.35	\$ 209.57

- (1) We are registering an aggregate of 8,820,509 shares of our common stock, which is comprised of (i) 7,320,509 shares of our common stock (the “Put Shares”) that we may put to Southridge Partners II LP (“Southridge” or the “Selling Stockholder”) pursuant to a private equity purchase agreement (the “Equity Purchase Agreement”) between the Selling Stockholder and the registrant entered into on July 13, 2016, and (ii) 1,500,000 shares of our common stock (the “Initial Shares”) that we issued to Southridge upon execution of the Equity Purchase Agreement. In the event of stock splits, stock dividends, or similar transactions involving the common stock, the number of common shares registered shall, unless otherwise expressly provided, automatically be deemed to cover the additional securities to be offered or issued pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the “Securities Act”). In the event that adjustment provisions of the Equity Purchase Agreement require the registrant to issue more shares than are being registered in this registration statement, for reasons other than those stated in Rule 416 of the Securities Act, the registrant will file a new registration statement to register those additional shares.
- (2) Estimated solely for purposes of computing the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, computed based upon the average of the closing bid and ask price price per share of the registrant’s common stock on February 6, 2017 on the OTCQB.
- (3) This amount represents the maximum aggregate value of the shares of our common stock covered by this prospectus.

## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 of Cardax, Inc. (the “Company”), as originally declared effective by the Securities and Exchange Commission (the “SEC”) on February 9, 2017, is being filed for the sole purpose of filing Exhibit 5.1 as part of the Registration Statement. This Post-Effective Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement other than supplementing Item 16 of Part II as set forth below.

### PART II INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 16. Exhibits and Financial Statement Schedules.

##### (a) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Herrick, Feinstein LLP <sup>(*)</sup>
23.2	Consent of Herrick, Feinstein LLP (contained in the Opinion of Herrick, Feinstein, LLP under Exhibit 5.1 <sup>(*)</sup> )

(\*) Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this registration statement to be filed on its behalf by the undersigned, thereunto duly authorized in the City and County of Honolulu, State of Hawaii on February 9, 2017.

CARDAX, INC.

By: /s/ David G. Watumull

Name: David G. Watumull

Title: President & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Principal Executive Officer and Director:</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David G. Watumull</u> David G. Watumull	President, Chief Executive Officer, and Director	February 9, 2017
<u>Principal Financial Officer and Principal Accounting Officer:</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John B. Russell</u> John B. Russell	Chief Financial Officer	February 9, 2017
<u>Additional Directors:</u>	<u>Title</u>	<u>Date</u>
<u>/s/ George W. Bickerstaff, III</u> George W. Bickerstaff, III	Chairman	February 9, 2017
<u>/s/ Terence A. Kelly</u> Terence A. Kelly, Ph.D.	Director	February 9, 2017
<u>/s/ Michele Galen</u> Michele Galen	Director	February 9, 2017





February 9, 2017

Cardax, Inc.  
2800 Woodlawn Drive, Suite 129  
Honolulu, Hawaii 96822

**Re:** Registration Statement on Form S-1

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-1 filed by Cardax, Inc., a Delaware corporation (the “Company”), in connection with the proposed registration by the Company of 8,820,509 shares of the common stock, \$0.001 par value per share (the “Shares”). The Shares are included in a registration statement (the “Registration Statement”) on Form S-1 (Registration No. 333-214049) that was filed with the Securities and Exchange Commission (the “Commission”), under the Securities Act of 1933, as amended (the “Securities Act”). The Shares may be offered by the selling stockholder named in the Registration Statement (the “Selling Stockholder”).

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined originals or copies, certified or identified to our satisfaction, of such public and corporate records, certificates and other documents and have considered such matters of fact and questions of law as we have deemed relevant or necessary as a basis for the opinions hereinafter expressed. We have assumed the authenticity of all documents submitted to us as originals and the genuineness of all signatures, the legal capacity of all persons. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company. We have further assumed the conformity to original documents of all documents submitted to us as certified, notarial, true, facsimile or photostatic or electronic copies, the authenticity of the originals of such copies and the accuracy and completeness of the information contained therein.

Based on the foregoing, subject to the qualifications and limitations set forth herein, we are of the opinion that the Shares when issued to the Selling Stockholder and offered by the Selling Stockholder have been duly authorized by the Company and are validly issued, fully paid and non-assessable.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

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Cardax, Inc.  
February 9, 2017  
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We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

*/s/ Herrick, Feinstein LLP*

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Herrick, Feinstein LLP

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