
**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): **October 16, 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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On October 16, 2017, Cardax, Inc. (the “Company”) entered into an exclusivity agreement (the “Exclusivity Agreement”) with General Nutrition Corporation (“GNC”) under which the Company has agreed to sell and distribute ZanthoSyn®, the Company’s premium astaxanthin product, exclusively to GNC and not to directly or indirectly offer, sell, distribute, wholesale, market, and/or ship ZanthoSyn® to anyone other than GNC in accordance with the following provisions:

- Term: 2 years, subject to certain renewal provisions;
- Territory: United States;
- Channel: Brick-and-mortar retail stores; and
- Regulatory Classification: Human dietary supplement;

provided however, these exclusivity obligations shall terminate if any of the following occur:

- GNC discontinues full-chain allocation of ZanthoSyn® in the Territory, wherein full-chain refers to all GNC corporate stores;
- GNC offers, sells, distributes, wholesales, markets, or ships a house-branded or third-party product containing synthetic astaxanthin as a primary ingredient; or
- GNC offers, sells, distributes, wholesales, markets, or ships a house-branded product containing astaxanthin as a primary ingredient.

The foregoing description of the Exclusivity Agreement does not purport to be complete, and is qualified in its entirety by reference to the Exclusivity Agreement, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K. Portions of Exhibit 10.1 to this Current Report on Form 8-K have been omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

ITEM 7.01 REGULATION FD DISCLOSURE.

The Company announced today that it entered into an exclusivity agreement with GNC for ZanthoSyn®.

In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in Exhibit 99.1 hereto are deemed to be “furnished” and shall not be deemed to be “filed” for purposes of the Exchange Act. The information set forth in Item 7.01 of this Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information in this Current Report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

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.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Exclusivity Agreement, dated as of October 16, 2017, by and between Cardax, Inc. and General Nutrition Corporation*</u>
99.1	<u>Press Release, dated October 20, 2017 (furnished herewith)</u>

*Confidential treatment has been requested for this exhibit, and confidential portions have been filed separately with the Securities and Exchange Commission.

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: October 20, 2017

CARDAX, INC.

By: /s/ David G. Watumull

David G. Watumull
Chief Executive Officer and President

PURCHASING AGREEMENT #5190-17 ADDENDUM # A

THIS ADDENDUM # A (the "Addendum") to the Purchasing Agreement # 5190-17 dated 2-24-2017 between Cardax, Inc. ("Seller") and General Nutrition Corporation ("Buyer") is effective as of the date signed by Buyer.

WHEREAS, the parties desire to amend the Purchasing Agreement.

NOW THEREFORE, for valuable consideration and intending to be legally bound hereby, the parties hereby agree as follows:

1. The following Products are added to Exhibit 1.1:

<u>GNC Item No.</u>	<u>UPC Code</u>	<u>Description</u>	<u>Size</u>	<u>Unit Price For FOB Destination Freight Prepaid</u>	<u>Allocation</u>
539600	861098000309	ZanthoSyn	60 ct	[***]	Full Chain Expansion
539601	861098000316	ZanthoSyn	30 ct	[***]	Full Chain Expansion

Exclusive Distribution. Seller agrees to sell and distribute the Products exclusively to Buyer and agrees not to directly or indirectly offer, sell, distribute, wholesale, market, and/or ship the Products to anyone other than Buyer in accordance with the following provisions:

- (i) Term: 2 years from the Effective Date of this Addendum, which shall automatically renew for successive 2 year terms unless either party notifies the other in writing not less than 90 days prior to the end of such term;
- (ii) Territory: United States;
- (iii) Channel: Brick-and-mortar retail stores; and
- (iv) Regulatory Classification: Human dietary supplement;

provided however, these exclusivity obligations shall terminate if any of the following occur:

- (i) Buyer discontinues full-chain allocation of Products in the Territory, wherein full-chain refers to all corporate stores;
- (ii) Buyer offers, sells, distributes, wholesales, markets, or ships a house-branded or third-party product containing synthetic astaxanthin as a primary ingredient in excess of [***] per serving; or
- (iii) Buyer offers, sells, distributes, wholesales, markets, or ships a house-branded product containing astaxanthin as a primary ingredient in excess of [***] per serving.

2. All other terms and conditions of the Purchasing Agreement remain operative and unchanged and this Addendum is an integral part of the Purchasing Agreement.

BUYER

GENERAL NUTRITION CORPORATION

By: /s/ Stephen B. Cherry

Name: Stephen B. Cherry

Title: V.P. of Inventory Planning and Replenishment

Date: 10/16/2017

SELLER

CARDAX, INC.

By: /s/ David M. Watumull

Name: David M. Watumull

Title: Vice President, Operations

Date: 8/4/2017

Cardax and GNC Sign Mutual Exclusivity Agreement for ZanthoSyn®

Exclusivity for Brick-and-Mortar Channel Strengthens National Marketing

HONOLULU, October 20, 2017 /PRNewswire/ — Cardax, Inc. (OTCQB:CDXI) announced today that it has entered into a mutual exclusivity agreement with General Nutrition Corporation (“GNC”) for ZanthoSyn, the Company’s premium astaxanthin dietary supplement for inflammatory health and longevity.*

The exclusivity agreement builds on the Company’s recently announced national rollout of ZanthoSyn across GNC’s more than 3,200 US corporate stores and now designates GNC as the exclusive “brick-and-mortar” retailer of ZanthoSyn in the United States. ZanthoSyn will also continue to be available online at gnc.com, amazon.com, and zanthosyn.com.

The exclusivity agreement covers the use of ZanthoSyn as a human dietary supplement, with an initial term of two years and provides for automatic renewals.

The exclusivity obligation is subject to GNC continuing to stock ZanthoSyn across all of its US corporate stores and GNC not selling a competing house-branded astaxanthin dietary supplement (synthetic or natural) or a competing synthetic astaxanthin dietary supplement from other vendors.

“We are delighted with this mutual exclusivity agreement,” said David G. Watumull, Cardax CEO. “Our growing relationship with GNC builds on the exceptional sales of ZanthoSyn in Hawaii GNC stores and will leverage GNC’s more than 10,000 person in-store sales force to actively market ZanthoSyn across the US.”

Cardax plans to continue marketing ZanthoSyn by educating and empowering physicians and GNC store personnel, modeled after Cardax’s successful program in Hawaii. “Physician and healthcare provider support in Hawaii has been strong with referrals to GNC stores for ZanthoSyn purchases,” added Randall Mau, Cardax Director of Medical and Business Affairs.

In addition to the more than 1,500 peer reviewed papers, 50 proof-of-concept human clinical studies, and GRAS (“Generally Recognized as Safe”) safety designation supporting ZanthoSyn/astaxanthin, Cardax’s marketing program will leverage two major recent developments:

- The validation of the role of inflammation in cardiovascular health published in a breakthrough article in the New England Journal of Medicine
- The National Institutes of Health selection of CDX-085, the Company’s next generation ZanthoSyn astaxanthin product, as a top anti-aging prospect

Cardax’s relationship with GNC reflects the Company’s mission to develop and commercialize the safest, most effective anti-inflammatory products for health and longevity. Cardax is also developing and commercializing CDX-085, its next generation patented ZanthoSyn product for highly concentrated astaxanthin product applications.

“Our collaboration with GNC continues to expand,” added Cardax Chairman, George W. Bickerstaff. “This synergistic relationship is built upon the growing need for safe and effective ways to address inflammatory health and aging—aligning perfectly with our vision and strategy to become the inflammatory health, anti-aging leader.”

About Cardax

Cardax 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.

About ZanthoSyn®

ZanthoSyn is a physician recommended anti-inflammatory supplement for health and longevity that features astaxanthin with optimal absorption and purity. ZanthoSyn is sold online and in GNC stores. ZanthoSyn contains astaxanthin, which is Generally Recognized as Safe (GRAS) according to FDA regulations.

About Astaxanthin

Astaxanthin is a clinically studied compound with safe anti-inflammatory activity that supports joint health, cardiovascular health, metabolic health, liver health, and longevity.*

Media and Investors

Janice Kam
1-808-457-1400
press@cardaxpharma.com

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.

*** These statements have not been evaluated by the Food and Drug Administration. This product is not intended to diagnose, treat, cure, or prevent any disease.**
