
**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): **May 29, 2018**

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

Election of Directors

On May 29, 2018, the Board of Directors of Cardax, Inc. (the “Company”) elected Makarand Jawadekar, Ph.D., and Elona Kogan to serve as directors of the Company effective June 1, 2018 until the Company’s next annual meeting of stockholders. The Board of Directors has determined that Dr. Jawadekar and Ms. Kogan are independent directors.

Dr. Jawadekar, age 67, is a pharmaceutical executive with over thirty-five years of experience focused on research and development. From October 2017 to present, Dr. Jawadekar has served as Director and Chief Science Officer of Preveceutical Medical Inc., a Canadian pharmaceutical research and development company. Dr. Jawadekar also serves as a strategic advisor to pharmaceutical and biotechnology companies through his independent consultancy, Melinda Consulting, LLC, which he founded in 2010. From 1982 to 2010, Dr. Jawadekar held various technical, management, and business development positions at Pfizer, Inc., including Director, Portfolio Management & Analytics, and Vice President, Asia Colleague Resource Group, for Pfizer Global R&D. Dr. Jawadekar received his B.Pharm. from Shivaji University (1972), M.Pharm. from the University of Bombay (1974), and Ph.D. in Pharmaceutics from the University of Minnesota (1982).

Ms. Kogan, age 48, is a biotechnology executive with over twenty years of experience focused on building fast growing publicly traded companies in regulated industries. Ms. Kogan served as the General Counsel & Senior Vice President of Government Relations for ARIAD Pharmaceuticals, Inc., a Cambridge, Massachusetts based biotechnology company, from July 2016 through May 2017. Prior to joining ARIAD, Ms. Kogan served as the Vice President of Legal Affairs, and subsequently head of Government Relations, for Avanir Pharmaceuticals, Inc., a California based biotechnology company, during the period of May 2011 through September 2015. Prior roles included positions at King Pharmaceuticals, Inc., Bristol-Meyers Squibb, and Bergen Brunswig Corporation. Ms. Kogan is a graduate of the Southwestern Law School SCALE Program. Ms. Kogan graduated cum laude from Columbia University, Barnard College, with a degree in economics.

Dr. Jawadekar and Ms. Kogan will each receive quarterly compensation of \$18,750 in arrears in the form of equity or cash (up to one-third), subject to adjustment commensurate with any adjustment of compensation for the other independent directors of the Company. Any equity compensation shall be in the form of a grant of shares of the Company’s common stock or a non-qualified stock option 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. Dr. Jawadekar’s and Ms. Kogan’s compensation for the second quarter of 2018 will be prorated to \$6,250.

Appointment of Directors to Board Committees

On May 29, 2018, the Board of Directors reconstituted each of its committees, effective June 1, 2018:

Audit Committee. The members of the Audit Committee shall be Terence A. Kelly, Ph.D. (Chairperson), Makarand Jawadekar, Ph.D., and Elona Kogan.

Compensation Committee. The members of the Compensation Committee shall be Elona Kogan (Chairperson), Makarand Jawadekar, Ph.D., and Michelle Galen.

Nominating and Corporate Governance Committee. The members of the Nominating and Corporate Governance Committee shall be Michelle Galen (Chairperson), Makarand Jawadekar, Ph.D., and Terence A. Kelly, Ph.D.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit No.	Description
99.1	<u>Press Release, dated June 1, 2018 (furnished herewith)</u>

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 1, 2018

CARDAX, INC.

By: /s/ David G. Watumull

David G. Watumull
Chief Executive Officer and President

Cardax Adds Makarand Jawadekar, Ph.D., and Elona Kogan to its Board of Directors

NEW DIRECTORS BRING EXTENSIVE PHARMACEUTICAL AND BUSINESS DEVELOPMENT EXPERTISE

HONOLULU, June 1, 2018 /PRNewswire/ — Cardax, Inc. (OTCQB: CDXI) announced today that Makarand Jawadekar, Ph.D., and Elona Kogan joined its Board of Directors, effective June 1, 2018.

Dr. Jawadekar spent 28 years at Pfizer Inc. in diverse roles, combining both technical and management functions. He brings to Cardax extensive experience in pharmaceutical research and development, alliance management, contracting, outsourcing, benchmarking, drug delivery, formulations, clinical supply manufacturing and packaging, clinical trial materials, pharmaceuticals, pharmaceutical sciences, and performance metrics. He also has deep knowledge and global experience working across the United States, Europe, India, and other parts of Asia, including Japan and China.

Ms. Kogan held senior legal and operating positions at both ARIAD Pharmaceuticals, Inc. and Avanir Pharmaceuticals, Inc. She played key business and transactional roles in the recent \$5.2 billion sale of ARIAD to Takeda Pharmaceutical Company Limited and the \$3.5 billion sale of Avanir to Otsuka Pharmaceutical Company Limited. She has extensive experience in drug development and commercialization, including business development, with a focus on licensing, sales, marketing, compliance, corporate governance, and policy.

“We are pleased and honored to add these outstanding individuals to our Board,” commented Cardax Chairman George Bickerstaff. “As the Company continues work on its next generation products and moves into pharmaceutical development, their experience and background will help us create value from these important initiatives.”

“I have been working with Cardax as a consultant for several years and am impressed with the platform the Company has developed,” said Dr. Jawadekar. “I am delighted to support the Company in a different capacity as a member of the Board, and to contribute my experience and expertise to furthering the Company’s pharmaceutical development plans.”

“The Cardax pharmaceutical platform has the potential for broad application across multiple therapeutic areas through stand-alone projects or with partners,” said Ms. Kogan, “and I look forward to helping make that vision a reality.”

The Company’s pharmaceutical strategy complements its consumer health business featuring ZanthoSyn®, the Company’s premium astaxanthin dietary supplement for inflammatory health and longevity, which is available at more than 3,000 corporate General Nutrition Corporation (“GNC”) stores across the U.S.

About Cardax

Cardax devotes substantially all of its efforts to developing and commercializing dietary supplements and pharmaceuticals. Cardax is initially focusing on astaxanthin, which is a powerful and safe naturally occurring anti-inflammatory that supports health and longevity.* 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

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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.

*** 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.**
