
**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): **July 23, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 7.01 REGULATION FD DISCLOSURE.

On July 23, 2018, Cardax, Inc. (the “Company”) issued a press release announcing that it is extending the expiration date of the offer to exchange each \$0.625 warrant to purchase shares of common stock and \$0.15 in cash for shares of common stock of the Company until 5:00 p.m., New York City time, on July 27, 2018.

In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in Exhibit 99.1 hereto is 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

Exhibit

No. Description

99.1 [Press Release, dated July 23, 2018 \(furnished herewith\)](#)

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: July 23, 2018

CARDAX, INC.

By: /s/ David G. Watumull

David G. Watumull

Chief Executive Officer and President

Cardax Announces Extension of Warrant Exchange Offer to July 27, 2018

HONOLULU, July 23, 2018 /PRNewswire/ — Cardax, Inc. (OTCQB: CDXI) announced today that it is extending to July 27, 2018, the period for its offer (“Exchange Offer”) to allow holders of warrants for its common stock that have an exercise price of \$0.625 and expire in February 2019 (“Warrants”) to exchange those Warrants, together with a payment of \$0.15 per share, for registered shares of the Cardax’s common stock (“Shares”).

The Exchange Offer was scheduled to expire at 5:00 p.m., New York City time, on July 23, 2018, unless extended by Cardax.

The extended expiration date for the Exchange Offer is 5:00 p.m., New York City time, on July 27, 2018. All other terms and conditions of the Exchange Offer as set forth in the prospectus dated June 22, 2018, filed with the U.S. Securities Commission and the related letter of transmittal, remain unchanged.

“I am pleased with the interest in the warrant exchange offer,” said David G. Watumull, Cardax President and CEO, “and the extension will allow all those who wish to participate the time they need to complete the administrative requirements for the transaction.”

M.M. Dillon & Co. Group LLC is acting as financial advisor and CIM Securities, LLC is acting as solicitation agent for this transaction.

For questions, Warrant holders should contact Cardax or CIM Securities, LLC:

Cardax, Inc.
Investor Relations
investors@cardaxpharma.com
808-457-1400

CIM Securities, LLC
Andrew Daniels, Managing Director
Andrew.Daniels@brooklinecm.com
646-603-6717

This press release shall not constitute an offer to purchase or the solicitation of an offer to buy any securities.

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.

Media and Investors

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

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