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**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): **December 4, 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**

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(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.

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**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On December 4, 2018, the stockholders (the "Stockholders") holding a majority of the outstanding shares of Cardax, Inc., a Delaware corporation (the "Company") as of such date, executed a written consent in lieu of an annual meeting (the "Written Consent"). Pursuant to the Written Consent, the Stockholders:

- elected the following six directors: George W. Bickerstaff, III, Michele Galen, Makarand Jawadekar, Ph.D., Terence A. Kelly, Ph.D., Elona Kogan, and David G. Watumull, as all of the members of the Board of Directors of the Company (the "Board");
- ratified the appointment of KBL, LLP as the Company's independent public accountant for the fiscal year ending December 31, 2018;
- approved, on an advisory basis, the compensation paid to the company's named executive officers; and
- approved (i) the increase of the Plan Shares (as defined by the Company's 2014 Equity Compensation Plan) by 5,000,000 shares of common stock of the Company, and (ii) the annual increase of the Plan Shares on January 1st of each year, at the discretion of the Board, by up to such number of shares that is equal to four percent (4%) of the shares of common stock of the Company issued and outstanding as of December 31st of the previous calendar year.

Such matters were authorized by the holders of 68,148,423 votes or 51% of the outstanding voting power.

The Written Consent was adopted in accordance with the terms of the applicable law and the charter documents of the Company.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 6, 2018

**CARDAX, INC.**

By: */s/ David G. Watumull*

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David G. Watumull  
Chief Executive Officer

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