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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): **January 14, 2020**

**CARDAX, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

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**333-181719**  
(Commission  
File Number)

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**45-4484428**  
(IRS Employer  
Identification No.)

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**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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**Not applicable**

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	CDXI	OTCQB

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 3.03 MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS

On January 14, 2020, Cardax, Inc. (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to the Company’s Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to effect a 200-for-1 reverse stock split (the “Reverse Stock Split”) of the Company’s issued and outstanding shares of common stock, par value \$0.001 per share (the “Common Stock”). The Reverse Stock Split will be effective at 12:01 a.m. (Eastern Standard Time) on January 15, 2020. The Certificate of Amendment did not change the number of shares of Common Stock authorized for issuance by the Company, the par value of the Common Stock, or any other terms of the Common Stock. No fractional shares will be issued in the Reverse Stock Split and any remaining share fractions will be rounded up to the next whole share. The foregoing description of the Certificate of Amendment is a summary only, is not intended to be complete, and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Under the terms and conditions of the outstanding options, warrants, and other convertible securities of the Company, the number of underlying shares of Common Stock and the exercise prices or conversion prices thereof will be proportionately adjusted for the Reverse Stock Split.

### ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

To the extent required by Item 5.03 of Form 8-K, the information contained in Item 3.03 of this Current Report on Form 8-K is incorporated by reference herein.

### ITEM 7.01 REGULATION FD DISCLOSURE

On January 14, 2020, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in the press release attached as Exhibit 99.1 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.

#### Forward-Looking Statements

This filing includes statements that are not historical facts. These “forward-looking statements” can be identified by use of terminology such as “anticipate,” “believe,” “estimate,” “expect,” “hope,” “intend,” “may,” “plan,” “positioned,” “project,” “propose,” “should,” “strategy,” “will,” or any similar expressions. You should be aware that these forward-looking statements are subject to risks and uncertainties that are beyond our control. Although we believe that our assumptions underlying such forward-looking statements are reasonable, we do not guarantee our future performance, and our actual results may differ materially from those contemplated by these forward-looking statements. Our assumptions used for the purposes of the forward-looking statements specified in the following information represent estimates of future events and are subject to uncertainty as to possible changes in economic, legislative, industry, and other circumstances, including the development, acceptance and sales of our products and our ability to raise additional funding sufficient to implement our strategy. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives require the exercise of judgment. In light of these numerous risks and uncertainties, we cannot provide any assurance that the results and events contemplated by our forward-looking statements will in fact transpire. These forward-looking statements are not guarantees of future performance. You are cautioned to not place undue reliance on these forward-looking statements, which speak only as of their dates. We do not undertake any obligation to update or revise any forward-looking statements.

### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cardax, Inc.</u></a>
99.1	<a href="#"><u>Press Release</u></a>

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**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: January 14, 2020

**CARDAX, INC.**

By: /s/ David G. Watumull

David G. Watumull

Chief Executive Officer and President

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CERTIFICATE OF AMENDMENT  
TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF CARDAX, INC.

Cardax, Inc. (the "**Corporation**"), a corporation organized and existing under the General Corporate Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Amendment (the "**Certificate of Amendment**") amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation filed with the Secretary of State on February 7, 2014.

2. Section 4.01 of Article IV of the Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety as follows:

Section 4.01 Capitalization. The total number of shares of common stock which the Corporation is authorized to issue is 450,000,000, which shall consist of (a) 400,000,000 shares of common stock, par value \$0.001 per share (the "**Common Stock**"); and (b) 50,000,000 shares of preferred stock, par value \$0.001 per share (the "**Preferred Stock**"). Upon the filing and effectiveness (the "**Effective Time**") pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, each two hundred (200) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the "**Reverse Stock Split**"). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to the rounding up of the fractional share to the nearest whole number. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (the "**Old Certificates**"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

3. This Certificate of Amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

4. All other provisions of the Amended and Restated Certificate of Incorporation shall remain in full force and effect.

5. The Certificate of Amendment will be effective at 12:01 a.m. Eastern Standard Time on Wednesday, January 15, 2020.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 14<sup>th</sup> day of January, 2020.

/s/ David G. Watumull

Name: David G. Watumull  
Title: Chief Executive Officer

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**Cardax, Inc. Announces Reverse Stock Split of Common Stock**

HONOLULU, JAN 14, 2020 /PRNewswire/ — Cardax, Inc. (OTCQB:CDXI) today announced it will effect a 200-for-1 reverse stock split of its issued and outstanding common stock. Pursuant to the Certificate of Amendment to the Company's Certificate of Incorporation filed with the Secretary of State of Delaware, the reverse stock split will be effective at 12:01 AM, Eastern Standard Time, on January 15, 2020. Cardax expects that upon the opening of trading on January 15, 2020, its common stock will trade on the OTCQB on a split-adjusted basis under the current symbol "CDXI" and the new CUSIP number 14141D201.

The reverse stock split is in connection with the proposed firm commitment underwritten public offering that is described in the registration statement filed by Cardax, registration file no. 333-233281. Stockholders of record are not required to send in their current stock certificates or evidence of book-entry or other electronic positions for exchange. Following the effectiveness of the reverse stock split, each stock certificate and book-entry or other electronic position representing issued and outstanding shares of Cardax's common stock will be automatically adjusted. Those stockholders holding common stock in "street name" will receive instructions from their brokers if they need to take any action in connection with the reverse stock split. No fractional shares will be issued as a result of the reverse stock split. Any fractional shares that would result from the reverse stock split will be rounded up to the nearest whole share.

Stockholders should direct any questions concerning the reverse stock split to their broker or Cardax's transfer agent and registrar, VStock Transfer, LLC, at [info@vstocktransfer.com](mailto:info@vstocktransfer.com).

**About Cardax**

Cardax is a development stage biopharmaceutical company primarily focused on the development of pharmaceuticals for chronic diseases driven by inflammation. The Company also has a commercial business unit that markets ZanthoSyn<sup>®</sup>, a physician recommended astaxanthin dietary supplement for inflammatory health.\* CDX-101, the Company's astaxanthin pharmaceutical candidate, is being developed for cardiovascular inflammation and dyslipidemia, with a target initial indication of severe hypertriglyceridemia. CDX-301, the Company's zeaxanthin pharmaceutical candidate, is being developed for macular degeneration, with a target initial indication of Stargardt disease. The Company's pharmaceutical candidates are currently in pre-clinical development, including the planning of IND enabling studies. The safety and efficacy of the Company's pharmaceutical candidates 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](mailto: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.**

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