

ChromaDex Corp.
Form DEF 14A
April 27, 2018

UNITED
STATES
SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
14A

Proxy Statement
Pursuant to
Section 14(a) of
the Securities
Exchange Act of
1934
(Amendment
No.)

Filed by the
Registrant

Filed by a party
other than the
Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

CHROMADEX
CORPORATION
(Name of
Registrant as
Specified In Its

Charter)

(Name of
Person(s) Filing
Proxy Statement,
if other than the
Registrant)

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No fee required.

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(1)

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(1)

Amount Previously Paid:

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

ChromaDex Corporation
10005 Muirlands Blvd, Suite G
Irvine, CA 92618

NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 22, 2018

April 27, 2018

To the stockholders of ChromaDex Corporation:

You are cordially invited to attend the 2018 Annual Meeting of Stockholders (the “Annual Meeting”) of ChromaDex Corporation, a Delaware corporation (the “Company”), which will be held on June 22, 2018, at 2:00 p.m. local time, at the Company’s office located at 10900 Wilshire Blvd, Suite 650, Los Angeles, CA 90024, for the following purposes, as more fully described in the accompanying proxy statement (the “Proxy Statement”):

- (1)
To elect the eight nominees for director named herein;
- (2)
To approve an amendment to the 2017 Equity Incentive Plan to, among other things, increase the number of authorized shares for issuance under such plan by 6 million shares;
- (3)
To ratify the appointment of Marcum LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018;
- (4)
To approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in this Proxy Statement; and
- (5)
To transact other business that may properly come before the meeting and any postponement(s) or adjournment(s) thereof.

Pursuant to the bylaws of the Company, the Board of Directors has fixed the close of business on April 23, 2018 as the record date (the “Record Date”) for determination of stockholders entitled to notice and to vote at the Annual Meeting and any adjournment thereof. Holders of the Company’s Common Stock are entitled to vote at the Annual Meeting.

In accordance with rules and regulations adopted by the U.S. Securities and Exchange Commission (the “SEC”), we have elected to provide our beneficial owners and stockholders of record access to our proxy materials over the Internet. Beneficial owners are stockholders whose shares are held in the name of a broker, bank or other agent (i.e., in “street name”). Accordingly, a Notice of Internet Availability of Proxy Materials (the “Notice”) will be mailed on or about May 2, 2018 to our beneficial owners and stockholders of record who owned our Common Stock at the close of business on April 23, 2018. Beneficial owners and stockholders of record will have the ability to access the proxy materials on a website referred to in the Notice or request a printed set of the proxy materials be sent to them by following the instructions in the Notice. Beneficial owners and stockholders of record who have previously requested

to receive paper copies of our proxy materials will receive paper copies of the proxy materials instead of a Notice.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Stephen Allen

Chairman of the Board

You are cordially invited to attend the meeting in person. Whether or not you expect to attend the meeting, please complete, date, sign and return the proxy mailed to you, or vote over the telephone or the internet as instructed in these materials, as promptly as possible in order to ensure your representation at the meeting. A return envelope (which is postage prepaid if mailed in the United States) has been provided for your convenience. Even if you have voted by proxy, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.

ChromaDex Corporation
10005 Muirlands Blvd, Suite G
Irvine, CA 92618

PROXY STATEMENT
FOR
2018 ANNUAL MEETING OF STOCKHOLDERS
JUNE 22, 2018

The enclosed proxy is solicited by the Board of Directors (“Board of Directors” or “Board”) of ChromaDex Corporation (the “Company”), in connection with the 2018 Annual Meeting of Stockholders (the “Annual Meeting”) of the Company, to be held on June 22, 2018, at 2:00 p.m. local time, at the Company’s office located at 10900 Wilshire Blvd, Suite 650, Los Angeles, CA 90024.

At the Annual Meeting, you will be asked to consider and vote upon the following matters:

- (1)
To elect the eight nominees for director named herein;
- (2)
To approve an amendment to the 2017 Equity Incentive Plan to, among other things, increase the number of authorized shares for issuance under such plan by 6 million shares;
- (3)
To ratify the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2018;
- (4)
To approve, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in this Proxy Statement; and
- (5)
To transact other business that may properly come before the meeting and any postponement(s) or adjournment(s) thereof.

The Board of Directors has fixed the close of business on April 23, 2018 as the record date (the “Record Date”) for determining stockholders entitled to notice of and to vote at the Annual Meeting and any adjournment thereof.

In accordance with rules and regulations adopted by the U.S. Securities and Exchange Commission (the “SEC”), we have elected to provide our beneficial owners and stockholders of record access to our proxy materials over the Internet. Beneficial owners are stockholders whose shares are held in the name of a broker, bank or other agent (i.e., in “street name”). Accordingly, a Notice of Internet Availability of Proxy Materials (the “Notice”) will be mailed on or about May 2, 2018 to our beneficial owners and stockholders of record who owned our Common Stock at the close of business on April 23, 2018. Beneficial owners and stockholders of record will have the ability to access the proxy materials on a website referred to in the Notice or request a printed set of the proxy materials be sent to them by following the instructions in the Notice. Beneficial owners and stockholders of record who have previously requested to receive paper copies of our proxy materials will receive paper copies of the proxy materials instead of a Notice.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON JUNE 22, 2018: THE NOTICE, PROXY STATEMENT, PROXY CARD AND THE ANNUAL REPORT ARE AVAILABLE AT WWW.CHROMADEX.COM, INVESTOR RELATIONS SECTION.

QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING

Why did I receive in the mail a Notice of Internet Availability of Proxy Materials this year instead of a full set of Proxy Materials?

We are pleased to take advantage of the SEC rule that allows companies to furnish their proxy materials over the Internet. Accordingly, we have sent to our beneficial owners and stockholders of record a Notice of Internet Availability of Proxy Materials. Instructions on how to access the proxy materials over the Internet or to request a paper copy may be found in the Notice. Our stockholders may request to receive proxy materials in printed form by mail or electronically on an ongoing basis. A stockholder's election to receive proxy materials by mail or electronically by email will remain in effect until the stockholder terminates its election.

We intend to mail the Notice on or about May 2, 2018 to all stockholders of record entitled to vote at the annual meeting.

Will I receive any other proxy materials by mail?

We may send you a proxy card, along with a second Notice, on or after May 14, 2018.

How do I attend the annual meeting?

The meeting will be held on Friday, June 22, 2018 at 2:00 p.m. local time at the Company's office located at 10900 Wilshire Blvd, Suite 650, Los Angeles, CA 90024. Directions to the annual meeting may be found at www.chromadex.com. Information on how to vote in person at the annual meeting is discussed below.

Who can vote at the annual meeting?

Only stockholders of record at the close of business on April 23, 2018 will be entitled to vote at the annual meeting. On this record date, there were 54,866,512 shares of common stock outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name

If on April 23, 2018 your shares were registered directly in your name with the Company's transfer agent, Equity Stock Transfer, LLC, then you are a stockholder of record. As a stockholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed proxy card to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If on April 23, 2018 your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in "street name" and the Notice is being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the annual meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker or other agent.

What am I voting on?

There are four matters scheduled for a vote:

To elect the eight nominees for director named herein;

To approve an amendment of the 2017 Equity Incentive Plan to, among other things, increase the number of authorized shares for issuance under such plan by 6 million shares;

To ratify the appointment of Marcum LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018;

To approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in this Proxy Statement.

What if another matter is properly brought before the meeting?

The Board of Directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

Who May Attend the Meeting?

Record holders and beneficial owners may attend the Annual Meeting. If your shares are held in street name, you will need to bring a copy of a brokerage statement or other documentation reflecting your stock ownership as of the Record Date.

How Do I Vote?

You may either vote "For" all the nominees to the Board of Directors or you may "Withhold" your vote for any nominee you specify. For each of the other matters to be voted on, you may vote "For" or "Against" or abstain from voting.

The procedures for voting are fairly simple:

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote in person at the annual meeting, vote by proxy over the telephone, vote by proxy through the internet or vote by proxy using a proxy card that you may request or that we may elect to deliver at a later time. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person even if you have already voted by proxy.

To vote in person, come to the annual meeting and we will give you a ballot when you arrive.

To vote using the proxy card, simply complete, sign and date the proxy card that may be delivered and return it promptly in the envelope provided. If you return your signed proxy card to us before the annual meeting, we will vote your shares as you direct.

To vote over the telephone, dial toll-free 1-855-557-4647 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the Notice. Your telephone vote must be received by 6:00 p.m., Eastern Time on June 21, 2018 to be counted.

To vote through the internet, go to <http://www.equitystock.com> to complete an electronic proxy card. You will be asked to provide the company number and control number from the Notice. Your internet vote must be received by 6:00 p.m., Eastern Time on June 21, 2018 to be counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received a Notice containing voting instructions from that organization rather than from the Company. Simply follow the voting instructions in the Notice to ensure that your vote is counted. To vote in person at the annual meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy form.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you own as of April 23, 2018.

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What happens if I do not vote?

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record and do not vote by completing your proxy card, by telephone, through the internet or in person at the annual meeting, your shares will not be voted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner and do not instruct your broker, bank, or other agent how to vote your shares, the question of whether your broker or nominee will still be able to vote your shares depends on whether the New York Stock Exchange (“NYSE”) deems the particular proposal to be a “routine” matter. Brokers and nominees can use their discretion to vote “uninstructed” shares with respect to matters that are considered to be “routine,” but not with respect to “non-routine” matters. Under the rules and interpretations of the NYSE, “non-routine” matters are matters that may substantially affect the rights or privileges of stockholders, such as mergers, stockholder proposals, elections of directors (even if not contested), executive compensation (including any advisory stockholder votes on executive compensation and on the frequency of stockholder votes on executive compensation), and certain corporate governance proposals, even if management-supported. Accordingly, your broker or nominee may not vote your shares on Proposals 1, 2, or 4 without your instructions, but may vote your shares on Proposal 3 even in the absence of your instruction.

What if I return a proxy card or otherwise vote but do not make specific choices?

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, “For” the election of all eight nominees for director, and “For” the proposals to approve an amendment of the 2017 Equity Incentive Plan to, among other things, increase the number of authorized shares for issuance under such plan by 6 million shares, to ratify the appointment of Marcum LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018 and to approve, on an advisory basis, the compensation of the Company's named executive officers. If any other matter is properly presented at the meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

What does it mean if I receive more than one Notice?

If you receive more than one Notice, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on the Notices to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Stockholder of Record: Shares Registered in Your Name

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Yes. You can revoke your proxy at any time before the final vote at the meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

You may submit another properly completed proxy card with a later date.

You may send a timely written notice that you are revoking your proxy to the Company's Secretary at 10900 Wilshire Blvd. Suite 650, Los Angeles, CA 90024.

You may attend the annual meeting and vote in person. Simply attending the meeting will not, by itself, revoke your proxy.

Your most current proxy card or telephone or internet proxy is the one that is counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

When are stockholder proposals and director nominations due for next year's Annual Meeting?

To be considered for inclusion in the Company's proxy materials for next year's annual meeting, your proposal must be submitted in writing by January 2, 2019, to ChromaDex Corporation, Attn: Secretary, at 10900 Wilshire Blvd. Suite 650, Los Angeles, CA 90024. If you wish to submit a proposal (including a director nomination) at the annual meeting that is not to be included in the Company's proxy materials for next year's annual meeting, such proposal must be received no earlier than the close of business on March 24, 2019 nor later than the close of business on April 23, 2019. You are also advised to review the Company's Bylaws, which contain additional requirements relating to advance notice of stockholder proposals and director nominations.

How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting, who will separately count, for the proposal to elect directors, votes "For," "Withhold" and broker non-votes; and, with respect to other proposals, votes "For" and "Against," abstentions and, if applicable, broker non-votes. Abstentions will be counted towards the vote total for each of Proposals 2, 3 and 4 and will have the same effect as "Against" votes. Broker non-votes have no effect and will not be counted towards the vote total for any proposal.

What are "broker non-votes"?

As discussed above, when a beneficial owner of shares held in "street name" does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed by the NYSE to be "non-routine," the broker or nominee cannot vote the shares. These unvoted shares are counted as "broker non-votes."

How Many Votes Are Needed for Each Proposal to Pass?

Proposal	Vote Required for Approval	Effect of Abstention	Effect of Broker Non-Vote
Election of eight (8) members to our Board of Directors	Plurality of the votes cast (the eight directors receiving the most "For" votes)	None.	None.
Approval of an amendment to the 2017 Equity Incentive Plan to, among other things, increase the number of authorized shares for issuance under such plan by 6 million shares	"For" votes from the holders of a majority of shares present in person or represented by proxy and entitled to vote on the matter	Against.	None.
Ratification of the Appointment of Marcum LLP as our Independent Registered Public Accounting Firm for our Fiscal Year Ending December 31, 2018	"For" votes from the holders of a majority of shares present in person or represented by proxy and entitled to vote on the matter	Against.	None.
Approval, on an advisory basis, the compensation of the Company's named executive officers	"For" votes from the holders of a majority of shares present in person or represented by proxy and entitled to vote on the matter	Against.	None.

What Constitutes a Quorum?

To carry on business at the Annual Meeting, we must have a quorum. A quorum is present when a majority of the shares entitled to vote, as of the Record Date, are represented in person or by proxy. Thus, holders representing at least 27,433,257 votes must be represented in person or by proxy to have a quorum. Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the Annual Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. Shares owned by us are not considered outstanding or considered to be present at the Annual Meeting. If there is not a quorum at the Annual Meeting, our stockholders may adjourn the meeting.

How can I find out the Results of the Voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. Final voting results will be published in a Current Report on Form 8-K, which we will file within four business days of the meeting.

**PROPOSAL 1:
ELECTION OF DIRECTORS**

Each director to be elected at the Annual Meeting will serve until the next annual meeting of stockholders and until his or her successor is elected, or, if sooner, until such director's death, resignation or removal. The Board of Directors presently has nine members, but Stephen Allen has elected not to stand for re-election at the Annual Meeting, and the authorized size of the Board of Directors will be reduced to eight members immediately following the Annual Meeting. Unless otherwise instructed, the persons named in the accompanying proxy intend to vote the shares represented by the Proxy for the election of the eight nominees listed below. Although it is not contemplated that any nominee will decline or be unable to serve as a director, in such event, proxies will be voted by the proxy holder for such other persons as may be designated by the Board of Directors, unless the Board of Directors reduces the number of Directors to be elected. Election of a director to the Board of Directors requires a plurality of the votes cast at the Annual Meeting.

The current Board of Directors consists of Frank Jaksch, Jr., Stephen Block, Stephen Allen, Jeff Baxter, Robert Fried, Kurt Gustafson, Steven Rubin, Wendy Yu and Tony Lau. The Board of Directors has determined that a majority of its members, being Stephen Allen, Stephen Block, Jeff Baxter, Kurt Gustafson, Steven Rubin, Wendy Yu and Tony Lau are independent directors within the meaning of the applicable NASDAQ rules. Stephen Allen has elected not to stand for re-election at the Annual Meeting.

The following table sets forth the director nominees. It also provides certain information about the nominees as of the Record Date.

Nominees for Election to Board of Directors

Name	Age	Director Since
Frank Jaksch, Jr.	49	2000
Stephen A. Block	73	2007
Jeff Baxter	56	2015
Robert Fried	58	2015
Kurt Gustafson	50	2016
Steven Rubin	57	2017
Wendy Yu	42	2017
Tony Lau	29	2017

Frank L. Jaksch Jr., 49 is a co-founder of the Company and has served as a member of Board since February 2000. Mr. Jaksch served as Chairman of the Board from May 2010 to October 2011 and was its Co-Chairman from February 2000 to May 2010. Mr. Jaksch currently serves as the Chief Executive Officer. In April 2018, the Board of Directors approved a future transition of Mr. Jaksch whereby Mr. Jaksch will transition from his role as Chief Executive Officer, effective as of the conclusion of the Annual Meeting, to serve as Executive Chairman of the Company, contingent and effective upon Mr. Jaksch's re-election at the Annual Meeting. Mr. Jaksch brought the Company public in June 2008, listing the Company on NASDAQ in April 2016. Under his leadership, ChromaDex has focused on developing a comprehensive natural products chemistry business, expanded into international markets and built an impressive roster of Fortune 500 customers. Prior to founding ChromaDex, Mr. Jaksch served as the International Subsidiaries Manager of Phenomenex, an analytical chemistry consumables company, where he managed the company's international subsidiary and international business development divisions. While at Phenomenex, Mr. Jaksch established strategic business offices in Australia, England, Germany and New Zealand. His broad expertise includes analytical chemistry, biochemistry, processes and product development for natural products, legal and

regulatory practices, agriculture and botany. Additionally, he has more than 20 years of management, sales, marketing and business development experience. Mr. Jaksch holds a Bachelor of Science degree in Chemistry and Biology from Valparaiso University in Valparaiso, Indiana. He is a member of the American Chemistry Society, the American Herbal Products Association, the American Botanical Council and the NSF Joint Committee for Dietary Supplements. He also serves on the board of directors for the Natural Products Association (NPA), where he also serves as the Treasurer. Mr. Jaksch was the co-editor of *Current Opinion in Biotechnology: Analytical Biotechnology* in February 2014, which highlighted new technologies for quantitative analysis of natural products. He also co-authored “*The Handbook of Analytical Methods for Dietary Supplements*” with Drs. Mark Roman and Mingfu Wang, which was published by the American Pharmacists Association in June 2005. The Nominating and Corporate Governance Committee believes that Mr. Jaksch’s years of experience working in chemistry-related industries, his extensive sales and marketing background, and his knowledge of international business bring an understanding of the industries in which the Company operates as well as scientific expertise to the Board.

Stephen A. Block, 73, has been a director of the Company since October 2007 and Chair of the Compensation Committee and a member of the Audit Committee since October 2007. From May 2010 to October 2011, Mr. Block served as Lead Independent Director to the Board. Mr. Block is also a director and chair of the nominating and corporate governance committee and a member of the audit committee of Senomyx, Inc. (NASDAQ:SNMX), where he has served on the board of directors since 2005. He also is, and since September 2015 has been, a director of myLAB Box, Inc., a privately held company. Until December 2011, he also served as the chairman of the board of directors of Blue Pacific Flavors and Fragrances, Inc., and, until March 2012, as a director of Allylix, Inc. He served on the boards of directors of these privately held companies since 2008, and 2007, respectively. Mr. Block retired as senior vice president, general counsel and secretary of International Flavors and Fragrances Inc., a leading creator, manufacturer and seller of flavors and fragrances (IFF) in December 2003, having been IFF's chief legal officer since 1992. During his eleven years at IFF he also led the company's Regulatory Affairs Department. Prior to 1992, Mr. Block served as senior vice president, general counsel, secretary and director of GAF Corporation, a company specializing in specialty chemicals and building materials, and its publicly traded subsidiary International Specialty Products Inc., held various management positions with Celanese Corporation, a company specializing in synthetic fibers, chemicals and plastics, and practiced law with the New York firm of Stroock & Stroock & Lavan. Mr. Block currently serves as an industry consultant and as a Venture Partner of K5 Venture Partners, LLC, an Orange County early stage venture firm. He is also a Managing Director of K5 Venture Partner, LLC's affiliated accelerator K5 Launch and a member of the executive committee of the Orange County network of Tech Coast Angels, a leading investing group. Mr. Block received his B.A. cum laude in Russian Studies from Yale University and his law degree from Harvard Law School. The Nominating and Corporate Governance Committee believes that Mr. Block's experience as the chief legal officer of one of the world's leading flavor and fragrance companies contributes to the Board's understanding of the flavor industry, including the Board's perspective on the strategic interests of potential collaborators, the regulation of the industry, and the viability of various commercial strategies. In addition, Mr. Block's experience in the area of corporate governance and public company financial reporting is especially valuable to the Board in his capacity as a member of both the Audit Committee and the Compensation Committee.

Jeff Baxter, 56, has served as a director of the Company since April 2015 and has served as a member of the Audit Committee and the Nominating and Corporate Governance Committee since April 2015. Mr. Baxter has served as President and CEO and a Director of VBI Vaccines, Inc. (NASDAQ:VBIV) since 2009. Previously, he was managing partner for the venture capital firm, The Column Group, where he played a pivotal role in the creation of several biotech companies including Immune Design Corp., a vaccine company based on the Lentiviral vector platform and TLR adjuvant technologies. Until July of 2006, Mr. Baxter was SVP, R&D Finance and Operations, of GlaxoSmithKline (GSK). In his 19 years of pharma experience at GSK, he has held line management roles in R&D, commercial, manufacturing, Finance and The Office of the CEO. His most recent position in the global R&D organization included responsibility for finance, pipeline resource planning and allocation, business development deal structuring and SROne (GSK's in-house \$125 million venture capital fund). He also chaired GSK's R&D Operating Board. Prior to GSK, he worked at Unilever and British American Tobacco. Mr. Baxter was educated at Thames Valley University and is a Fellow of the Chartered Institute of Management Accountants (FCMA). The Nominating and Corporate Governance Committee believes that Mr. Baxter's past experience in the pharmaceutical industry bring financial expertise, industry knowledge, and research and development experience to the Board.

Robert Fried, 58, has served as a director of the Company since July 2015 and has served as a member of the Nominating and Corporate Governance Committee from July 2015 to March 2017. Mr. Fried was appointed President and Chief Strategy Officer of the Company in March 2017 (which Chief Strategy Officer title he held until March 2018) and also became its Chief Operating Officer in January 2018. In April 2018, the Board of Directors approved a future transition of Mr. Fried whereby Mr. Fried will transition from his role as President and Chief Operating Officer to serve as Chief Executive Officer of the Company, each effective as of the conclusion of the Annual Meeting. Mr. Fried served as Chairman of the Board of Directors of IDI, Inc. (formerly Tiger Media, Inc.), an information solutions provider focused on the data fusion market and formerly a Chinese advertising company prior to its merger with the

parent company of Interactive Data, LLC, from 2011 until June 2015. From 2007 through 2009, he was the president, Chief Executive Officer and a director of Ideation Acquisition Corporation, a special purpose acquisition company. Mr. Fried is the founder and Chief Executive Officer of Feeln, a subscription streaming video service, which was acquired by Hallmark Cards Inc. in 2012. Since then, Mr. Fried manages digital businesses for Hallmark including Feeln, Hallmark e-cards, and Hallmark Print on Demand. Mr. Fried is also an Academy Award winning motion picture producer whose credits include Rudy, Collateral, Boondock Saints, So I Married an Axe Murderer, Godzilla, and numerous others. From December 1994 until June 1996, he was President and Chief Executive Officer of Savoy Pictures, a unit of Savoy Pictures Entertainment, Inc., which was sold in 1996 to Silver King Communications, which is now a part of InterActive Corp. Mr. Fried has also held several executive positions including Executive Vice President in charge of Production for Columbia Pictures, Director of Film Finance and Special Projects for Columbia Pictures, and Director of Business Development at Twentieth Century Fox. Mr. Fried holds an M.S. from Cornell University and an M.B.A. from the Columbia University Graduate School of Business. The Nominating and Corporate Governance Committee believes that Mr. Fried's past experience as Chairman of the Board of Directors of another public company bring financial expertise and industry knowledge to the Board.

Kurt A. Gustafson, 50, has been a director of the Company and Chair of the Audit Committee since October 2016 and a member of the Compensation Committee since March 2017. In April 2018, the Board of Directors appointed Mr. Gustafson as lead independent director of the Board of Directors, contingent and effective upon Mr. Gustafson's re-election at the Annual Meeting. Mr. Gustafson has more than 25 years of diverse experience in corporate finance. He currently serves as chief financial officer, principal accounting officer and executive vice president of Spectrum Pharmaceuticals, Inc. (Nasdaq: SPPI). From 2009 to 2013, he served as the chief financial officer of Halozyme Therapeutics, Inc. (Nasdaq: HALO). From 1991 to 2009, Mr. Gustafson worked at Amgen (Nasdaq: AMGN), holding various financial roles as vice president finance, chief financial officer of Amgen International and treasurer. Prior to joining Amgen, he worked in public accounting as staff auditor at Laventhol & Horwath in Chicago. Mr. Gustafson is currently a member of the Board of Directors of Xencor, Inc. (Nasdaq: XNCR), a clinical-stage biopharmaceutical company focused on discovering and developing engineered monoclonal antibodies to treat severe and life-threatening diseases with unmet medical needs. Mr. Gustafson serves as Chair of Xencor's Audit Committee. Mr. Gustafson holds a Bachelors of Arts degree in Accounting from North Park University in Chicago and a Masters in Business Administration from University of California, Los Angeles. The Nominating and Corporate Governance Committee believes that Mr. Gustafson's past experience as chief financial officer of a public company and his extensive experience pharmaceutical industry qualify him to chair the Audit Committee and that Mr. Gustafson brings financial, merger and acquisition experience, and a background working with public marketplaces to the Board.

Steven D. Rubin, 57, has been a director of the Company and a member of the Nominating and Corporate Governance Committee since March 2017 and Chair of Nominating and Corporate Governance Committee since March 2018. Mr. Rubin has served as OPKO Health, Inc.'s (NASDAQ: OPK) Executive Vice President – Administration since May 2007 and as a director since February 2007. Mr. Rubin is a member of The Frost Group, LLC, a private investment firm. He has extensive experience as a practicing lawyer, and as general counsel and board member to multiple public companies. Mr. Rubin currently serves on the board of directors for the following companies: VBI Vaccines Inc. (NASDAQ:VBIV), a commercial-stage biopharmaceutical company developing a next generation of vaccines; Kidville, Inc. (OTCBB:KVIL), an operator of large, upscale facilities, catering to newborns through five-year-old children and their families and offers a wide range of developmental classes for newborns to five-year-olds; Non-Invasive Monitoring Systems, Inc. (OTCBB:NIMU), a medical device company; Cocystal Pharma, Inc. (OTCBB:COCP), a biotechnology company developing new treatments for viral diseases; Eloxx Pharmaceuticals (OTCMKTS: ELOX), a company committed to treating patients suffering from rare and ultra-rare diseases caused by premature termination codon (PTC) nonsense mutations, prior to its merger with Sevion Therapeutics in December 2017; Castle Brands, Inc. (NYSE:ROX), a developer and marketer of premium brand spirits; and, Neovasc, Inc. (NASDAQ:NVCN), a company developing and marketing medical specialty vascular devices. Mr. Rubin previously served as the Senior Vice President, General Counsel and Secretary of IVAX from August 2001 until September 2006. Mr. Rubin previously served as a director of the following companies: Dreams, Inc. (NYSE MKT: DRJ), a vertically integrated sports licensing and products company; Safestitch Medical, Inc. prior to its merger with TransEnterix, Inc.; and, PROLOR Biotech, Inc., prior to its acquisition by the Company in August 2013; and Cognit, Inc. (NASDAQ:COGT), a data and analytics company providing cloud-based mission-critical information and performance marketing solutions. The Nominating and Corporate Governance Committee believes that Mr. Rubin's past experience as general counsel and board member of multiple public companies bring financial expertise, industry knowledge, and a background working with public marketplaces to the Board.

Wendy Yu, 42, has been a director of the Company since August 2017 and a member of the Nominating and Corporate Governance Committee since March 2018. Since 2012, Ms. Yu has served as the Chief Digital Officer of Horizons Digital Group Limited (affiliate of Horizons Ventures Limited, a Hong Kong based investment firm), overseeing the Asia expansion of Horizons' portfolio companies and directing public relations, communications, marketing and events. Ms. Yu graduated from University of Toronto, majoring in Commerce and Psychology. Ms. Yu serves as the director nominated by Pioneer Step Holdings Limited pursuant to rights granted to Pioneer Step Holdings Limited pursuant to that certain Securities Purchase Agreement, dated April 26, 2017, by and among the

Company and the certain purchasers named therein (the “April 2017 Purchase Agreement”). The Nominating and Corporate Governance Committee believes that Ms. Yu’s experience in management, marketing and communications bring valuable expertise to the Board.

Tony Lau, 29, has been a director of the Company since August 2017 and a member of the Compensation Committee since March 2018. Since September 2014, Mr. Lau has been with Horizons Ventures Limited, building the consumer and retail segment and China market of the Hong Kong based investment firm. Prior to joining Horizons Ventures Limited, Mr. Lau was with Goldman Sachs Asia from June 2011 to August 2014. Mr. Lau has a Bachelor of Arts degree in Finance from the Guanghua School of Management in Peking, China. Mr. Lau serves as the director nominated by Champion River Ventures Limited pursuant to rights granted to Champion River Ventures Limited pursuant to the April 2017 Purchase Agreement. The Nominating and Corporate Governance Committee believes that Mr. Lau’s experience in the finance and consumer products industry bring valuable experience to the Board.

Family Relationships

There are no family relationships between any of our directors and executive officers.

Involvement in Certain Legal Proceedings

During the past ten years, none of our officers, directors, promoters or control persons have been involved in any legal proceedings as described in Item 401(f) of Regulation S-K.

VOTE REQUIRED

Under applicable Delaware law, the election of each nominee requires the affirmative vote by a plurality of the voting power of the shares present and entitled to vote on the election of directors at the Annual Meeting at which a quorum is present.

THE BOARD RECOMMENDS A VOTE FOR THE ELECTION OF THE NOMINEES NAMED ABOVE AS DIRECTORS, AND PROXIES SOLICITED BY THE BOARD WILL BE VOTED IN FAVOR THEREOF UNLESS A STOCKHOLDER HAS INDICATED OTHERWISE ON THE PROXY.

MANAGEMENT AND CORPORATE GOVERNANCE

Executive Officers

The names of our executive officers and their ages, positions, and biographies are set forth below. Frank Jaksch's and Robert Fried's backgrounds are discussed under the section Nominees for Election to Board of Directors. Thomas Varvaro served as Chief Financial Officer until October 5, 2017. Kevin Farr began serving as Chief Financial Officer on October 5, 2017. Mark Friedman began serving as General Counsel and Corporate Secretary on January 22, 2018.

Name	Age	Positions with Company During Fiscal Year 2017
Frank Jaksch, Jr.	49	Chief Executive Officer and Director
Robert Fried	58	President, Chief Strategy Officer and Director
Kevin Farr	60	Chief Financial Officer
Troy Rhonemus	45	Chief Operating Officer
Thomas Varvaro	48	Chief Financial Officer

The persons listed below are our executive officers as of the date hereof:

Name	Age	Positions with Company as of April 23, 2018
Frank Jaksch, Jr. (1)	49	Chief Executive Officer and Director
Robert Fried (2)	58	President, Chief Operating Officer and Director
Kevin Farr	60	Chief Financial Officer
Mark Friedman	60	General Counsel and Corporate Secretary
Troy Rhonemus	45	Executive Vice President

(1)

In April 2018, the Board of Directors approved a future transition of Mr. Jaksch whereby Mr. Jaksch will transition from his role as Chief Executive Officer, effective as of the conclusion of the Annual Meeting, to serve as Executive Chairman of the Company, contingent and effective upon Mr. Jaksch's re-election at the Annual Meeting.

(2)

In April 2018, the Board of Directors approved a future transition of Mr. Fried whereby Mr. Fried will transition from his role as President and Chief Operating Officer to serve as Chief Executive Officer of the Company, each effective as of the conclusion of the Annual Meeting.

Kevin Farr, 60, has served as the Company's Chief Financial Officer since October 2017. From February 2000 through September 2017, Mr. Farr was Chief Financial Officer of Mattel, Inc. (NASDAQ: MAT), and prior to that held multiple leadership roles at Mattel since 1991. Before joining Mattel, Mr. Farr spent 10 years at PricewaterhouseCoopers. Mr. Farr serves on the Corporate Advisory Board of the Marshall School of Business at the University of Southern California, and as a board member of Polaris Industries Inc. (NYSE:PII) Mr. Farr received his Master of Business Administration from Northwestern University's J. L. Kellogg Graduate School of Business, and his B.S. in Accounting from Michigan State University.

Mark Friedman, 60, has served as the Company's General Counsel and Corporate Secretary since January 2018. From 2013 to 2018, Mr. Friedman held various positions at Herbalife Ltd. (NYSE:HLF) including Executive Vice President, General Counsel and Counsel to the Executive Chairman. Mr. Friedman served as General Counsel and Senior Vice President of Business Development and Human Resources at Pinkberry from 2008 to 2013, Senior Vice President and General Counsel at American Golf Corporation from 2003 to 2008 and Senior Counsel and Associate Corporate Secretary for BP (NYSE: BP) and Atlantic Richfield Company from 1994 to 2003. Mr. Friedman received his Juris Doctor degree from the University of Southern California and his Bachelor of Arts degree from the

University of California, Davis.

-10-

Troy Rhonemus, 45, has served as the Company's Executive Vice President since January 2018, Chief Operating Officer from March 2014 to January 2018 and Director of New Technology and Supply Chain from January 2013 to February 2014. Mr. Rhonemus has served on the board of directors of Mazza Innovation Ltd., a Canadian company specializing in the extraction of plant-based ingredients, since 2016. Mr. Rhonemus is responsible for overseeing all of the Company's operations including all aspects of sales, marketing, supply chain management, distribution, and new technology development. Mr. Rhonemus also consults with customers to improve the supply chain management of raw materials to meet government regulations, which includes developing supply chain strategies, auditing manufacturers and developing an understanding of how to manage supplies from countries outside the United States. Mr. Rhonemus has extensive experience in managing operations and supply chain, business strategies, and the roll-out of new processes, technologies and products. From 2006 to 2012, Mr. Rhonemus held several positions at Cargill, Inc. As Truvia® Business Process Manager, he served as the product line lead for managing the operations and supply chain of the Truvia® enterprise from leaf to consumer products. As Technology Manager, Mr. Rhonemus served as technical lead for process and product development for Truvia® consumer products and ingredient business. From 2004 to 2006, Mr. Rhonemus served as Principal Research Scientist at E&J Gallo Winery, where he developed experimental designs to ensure that all project work was statistically valid in the lab, pilot and production wineries. From 1998 to 2004, Mr. Rhonemus served as Senior Research Scientist and as Process Technology Manager at Cargill, Inc. In these positions, Mr. Rhonemus solved technical problems and implemented new technologies into production. He identified potential tolling facilities, coordinated tolling efforts, directly supervised and developed new processes and solved technical issues in existing business units in Cargill. Mr. Rhonemus earned a M.A. in Chemistry and a B.S. in Chemistry from Ball State University.

Code of Business Conduct and Ethics

The Board has established a corporate Code of Business Conduct and Ethics that applies to all officers, directors and employees and which is intended to qualify as a "code of ethics" as defined by Item 406 of Regulation S-K of the Exchange Act. The Code of Business Conduct and Ethics is available on the Company's website at www.chromadex.com. If the Company makes any substantive amendments to the Code of Business Conduct and Ethics or grants any waiver from a provision of the Code to any executive officer or director, the Company will promptly disclose the nature of the amendment or waiver on its website.

Public Availability of Corporate Governance Documents

Our key corporate governance documents, including our Code of Conduct and the charters of our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are:

available on our corporate website at www.chromadex.com; and

available in print to any stockholder who requests them from our corporate secretary.

Director Attendance

The Board held 14 meetings during 2017. Each director attended at least 75% of Board meetings and meetings of the committees on which he or she served.

Board Qualification and Selection Process

The Nominating and Corporate Governance Committee does not have a specific written policy or process regarding the nominations of directors, nor does it maintain minimum standards for director nominees or consider diversity in

identifying nominees for director. However, the Nominating and Corporate Governance Committee does consider the knowledge, experience, integrity and judgment of potential candidates for nominations to the Board. The Nominating and Corporate Governance Committee will consider persons recommended by stockholders for nomination for election as directors. The Nominating and Corporate Governance Committee will consider and evaluate a director candidate recommended by a stockholder in the same manner as a committee-recommended nominee. Stockholders wishing to recommend director candidates must follow the prior notice requirements as described herein.

Board Leadership Structure and Risk Oversight

The leadership of the Board of Directors is currently structured so that it is led by a non-executive Chairman, Stephen Allen, who has authority, among other things, to call and preside over meetings of the Board of Directors, including meetings of the independent directors, to set meeting agendas and to determine materials to be distributed to the Board of Directors. Mr. Allen has informed the Company that he will retire from the Board of Directors at the end of his current term and will not stand for re-election at the Annual Meeting.

In April 2018, the Board of Directors approved the appointment of Mr. Jaksch as Executive Chairman, contingent and effective upon Mr. Jaksch's re-election to the Board of Directors at the Annual Meeting, and of Mr. Gustafson as lead independent director, contingent and effective upon Mr. Gustafson's re-election to the Board of Directors at the Annual Meeting. As Executive Chairman, Mr. Jaksch will serve as Chairman of the Board and will continue to serve as an employee and executive officer of the Company. The Board of Directors has determined that the future leadership structure, in which there is an Executive Chairman and an independent director acting as lead independent director, ensures that the appropriate level of oversight, independence, and responsibility is applied to all Board decisions, including risk oversight, and is in the best interests of the Company and those of the Company's stockholders. The lead independent director will serve as the liaison between the Executive Chairman and the independent directors and his responsibilities will, among other things, include facilitating communication with the Board and presiding over regularly conducted executive sessions of the independent directors and establishing the agenda for meetings of the independent directors. The Board of Directors believes that its strong corporate governance policies and practices, including the substantial percentage of independent directors on the Board of Directors, and the robust duties that will be delegated to the lead independent director, will empower the Board of Directors to effectively oversee the Company's Chief Executive Officer and Executive Chairman and provide an effective and appropriately balanced Board of Directors governance structure.

The entire Board of Directors, as well as through various committees, is responsible for oversight of our Company's risk management process. Management furnishes information regarding risk to the Board of Directors as requested. The Audit Committee discusses risk management with the Company's management and independent public accountants as set forth in the Audit Committee's charter. The Compensation Committee reviews the compensation programs of the Company to make sure economic incentives are tied to the long-term interests of the stockholders. The Company believes that innovation and the building of long-term stockholder value are impossible without taking risks. We recognize that imprudent acceptance of risk and the failure to identify risks could be a detriment to stockholder value. The executive officers of the Company are responsible for assessing these risks on a day-to-day basis and for how to best identify, manage and mitigate significant risks that the Company may face.

Board Committees

The Board has established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Other committees may be established by the Board from time to time. The following table provides membership and meeting information for the fiscal year ended December 30, 2017 for each of our Board committees:

Name	Audit	Compensation	Nominating and Corporate Governance
Stephen Allen (1)		X	X(7)
Jeff Baxter	X		X
Stephen Block	X	X(7)	
Robert Fried (2)			X
Kurt Gustafson (3)	X(7)	X	
Tony Lau (4)			
Steven Rubin (5)			X
Wendy Yu (6)			
Total meetings in fiscal year ended December 30, 2017	4	1	1

(1)

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Mr. Allen will not stand for re-election at the Annual Meeting. Mr. Allen served as members of the Compensation Committee and Nominating and Corporate Governance Committee until March 13, 2018.

(2)

On March 12, 2017, Mr. Fried was appointed as President and Chief Strategy Officer of the Company and resigned as a member of the Nominating and Corporate Governance Committee.

(3)

On March 14, 2017, the Board appointed Mr. Gustafson as a member of the Compensation Committee.

(4)

On March 13, 2018, Mr. Lau was appointed as a member of the Compensation Committee.

(5)

On March 16, 2018, the Board appointed Mr. Rubin as Chairperson of the Nominating and Corporate Governance Committee.

(6)

On March 13, 2018, Ms. Yu was appointed as a member of the Nominating and Corporate Governance Committee.

(7)

Committee Chairperson.

The following is a description of each of the committees and their composition:

Audit Committee

The Audit Committee of the Board of Directors was established by the Board of Directors in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to oversee the Company's corporate accounting and financial reporting processes and audits of its financial statements. For this purpose, the Audit Committee performs several functions, including, among other things:

evaluates the performance of and assesses the qualifications of the independent auditors;

determines and approves the engagement of the independent auditors;

determines whether to retain or terminate the existing independent auditors or to appoint and engage new independent auditors;

reviews and approves the retention of the independent auditors to perform any proposed permissible non-audit services;

monitors the rotation of partners of the independent auditors on the Company's audit engagement team as required by law;

reviews and approves or rejects transactions between the company and any related persons;

confers with management and the independent auditors regarding the effectiveness of internal control over financial reporting;

establishes procedures, as required under applicable law, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and

meets to review the Company's annual audited financial statements and quarterly financial statements with management and the independent auditor, including a review of the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The Audit Committee currently consists of three directors: Kurt Gustafson (chairman), Stephen Block and Jeff Baxter. The Audit Committee met four times during the fiscal year. The Board of Directors has adopted a written Audit Committee charter that is available to stockholders on the Company's website at www.chromadex.com. The information on our website is not incorporated by reference into this Proxy Statement or our Annual Report for fiscal year 2017.

The Board of Directors reviews the NASDAQ listing standards definition of independence for Audit Committee members on an annual basis and has determined that all members of the Audit Committee are independent (as independence is currently defined in Rule 5605(c)(2)(A) of the NASDAQ listing standards and Rule 10A-3 of the Exchange Act).

The Board of Directors has also determined that Mr. Gustafson also qualifies as an "audit committee financial expert," as defined in applicable SEC rules. The Board made a qualitative assessment of Mr. Gustafson's level of knowledge

and experience based on a number of factors, including his formal education and experience as a chief financial officer for public reporting companies.

Report of the Audit Committee of the Board of Directors

This report of the audit committee is required by the SEC and, in accordance with the SEC's rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act, or under the Exchange Act, except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended December 30, 2017 with management of the Company. The Audit Committee has discussed with the Company's independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board ("PCAOB"). The Audit Committee has also received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountants' communications with the audit committee concerning independence, and has discussed with the independent registered public accounting firm the accounting firm's independence. Based on the foregoing, the Audit Committee has recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2017.

Submitted by:

The Audit Committee of

The Board of Directors

Kurt Gustafson (Chairman)

Stephen Block

Jeff Baxter

Compensation Committee

Our Compensation Committee currently consists of three directors: Stephen Block (chairman), Kurt Gustafson and Tony Lau. Stephen Allen served on the Compensation Committee until March 13, 2018. All members of the Compensation Committee are independent (as independence is currently defined in Rule 5605(d)(2) of the NASDAQ listing standards). The Compensation Committee met one time during fiscal year 2017. The Board has adopted a written Compensation Committee charter that is available to stockholders on the Company's website at www.chromadex.com. The information on our website is not incorporated by reference into this Proxy Statement or our Annual Report for fiscal year 2017.

The Compensation Committee acts on behalf of the Board to review, modify (as needed) and approve the Company's compensation strategy, policies, plans and programs. For this purpose, the Compensation Committee performs several functions, including, among other things:

establishment of corporate and individual performance objectives relevant to the compensation of the Company's executive officers and evaluation of performance in light of these stated objectives;

review and approval (or recommend to the Board of Directors for approval) of the compensation and other terms of employment or service, including severance and change-in-control arrangements, of the Company's Chief Executive Officer, other executive officers and non-employee directors; and

administration of the Company's equity compensation plans, pension and profit-sharing plans, deferred compensation plans and other similar plan and programs.

Each year, the Compensation Committee reviews with management the Company's Compensation Discussion and Analysis and considers whether to recommend that it be included in proxy statements and other filings.

The Compensation Committee has the sole authority to retain, in its sole discretion, compensation consultants to assist in its evaluation of executive and director compensation, including the authority to approve the consultant's reasonable fees and other retention terms. In March 2018, the Compensation Committee retained a consulting firm, Exequity LLP ("Exequity") directly, although in carrying out assignments, the consulting firm may interact with Company management when necessary and appropriate. Exequity is a nationally recognized provider of executive compensation advisory services and was deemed independent pursuant to SEC rules.

The Compensation Committee generally does not have a specific target amount of compensation for individual executive officers relative to a peer group of companies, but it considers peer data for purposes of assessing the competitiveness of the executive compensation program. An individual executive officer may earn more or less than the market median depending on factors described below, including the individual's experience and background, role, and past and future performance.

The Company paid cash bonuses to its executive officers in 2018 for 2017 performance based upon achievements of certain goals. For additional information regarding the performance bonus amounts, see "Executive Compensation."

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee is an officer or employee of the Company. None of the executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on the Board or Compensation

Committee.

Compensation Committee Report

This report of the Compensation Committee is required by the SEC and, in accordance with the SEC's rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended ("Securities Act"), or under the Exchange Act, except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this proxy statement with management. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated into the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2017.

Submitted by:

The Compensation Committee of
The Board of Directors

Stephen Block, Chairman
Kurt Gustafson
Tony Lau

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee currently consists of three directors: Steven Rubin (chairman), Jeff Baxter and Wendy Yu. Stephen Allen served on the Nominating and Corporate Governance Committee during fiscal year 2017, but stepped down from the Nominating and Corporate Governance Committee in March 2018 in connection with his decision to not stand for re-election at the Annual Meeting. All members of the Nominating and Corporate Governance Committee are independent (as independence is currently defined in Rule 5605(a)(2) of the NASDAQ listing standards. The Nominating and Corporate Governance Committee met one time during the last fiscal year. The Board has adopted a written Nominating and Corporate Governance Committee charter that is available to stockholders on the Company's website at www.chromadex.com. The information on the website is not incorporated by reference into this Proxy Statement or the Annual Report for fiscal year 2017.

The Nominating and Corporate Governance Committee is responsible for identifying, reviewing and evaluating candidates to serve as directors of the Company consistent with criteria approved by the Board of Directors, reviewing and evaluating incumbent directors, selecting or recommending to the Board of Directors for selection candidates for election to the Board of Directors, making recommendations to the Board of Directors regarding the membership of the committees of the Board of Directors, assessing the performance of the Board of Directors, and developing a set of corporate governance principles for the Company.

The Nominating and Corporate Governance Committee believes that candidates for director nominees should have certain minimum qualifications, including the ability to read and understand basic financial statements and having the highest personal integrity and ethics. The Nominating and Corporate Governance Committee also intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's stockholders. However, the Nominating and Corporate Governance Committee retains the right to modify these qualifications from time to time. Candidates for director nominees are reviewed in the context of the current composition of the Board of Directors, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Nominating and Corporate Governance Committee typically considers diversity, age, skills and such other factors as it deems appropriate, given the current needs of the Board of Directors and the Company, to maintain a balance of knowledge, experience and capability.

In the case of incumbent directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee reviews these directors' overall service to the Company during their terms, including the number of meetings attended, level of participation, quality of performance and any other relationships and transactions that might impair the directors' independence. In the case of new director candidates, the Nominating and Corporate Governance Committee also determines whether the nominee is independent for NASDAQ purposes, which determination is based upon applicable NASDAQ listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. The Nominating and Corporate Governance Committee then uses its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. The Nominating and Corporate Governance Committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board of Directors. The Nominating and Corporate Governance Committee meets to discuss and consider the candidates' qualifications and then selects a nominee by majority vote which we expect will typically be recommended to the full Board.

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates candidates, including the minimum criteria set forth above, based on whether or not the candidate was

recommended by a stockholder. Stockholders who wish to recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election to the Board of Directors may do so by delivering a written recommendation to the Nominating and Corporate Governance Committee at the following address: ChromaDex Corporation, Attn: Secretary, at 10900 Wilshire Blvd. Suite 650, Los Angeles, CA 90024, no later than the close of business on the 60th day nor earlier than the close of business on the 90th day prior to the first anniversary of the preceding year's annual meeting. Submissions must include the name and address of the Company stockholder on whose behalf the submission is made; the number of Company shares that are owned beneficially by such stockholder as of the date of the submission; the full name of the proposed candidate; a description of the proposed candidate's business experience for at least the previous five years; complete biographical information for the proposed candidate; and a description of the proposed.

Stockholder Communication

Any stockholder may communicate in writing by mail at any time with the entire Board of Directors or any individual director (addressed to “Board of Directors” or to a named director), c/o ChromaDex Corporation, ATTN: Secretary, 10900 Wilshire Blvd. Suite 650, Los Angeles, CA 90024. All communications will be compiled by the Secretary of the Company and promptly submitted to the Board of Directors or the individual directors on a periodic basis.

Policy Regarding Attendance at Annual Meetings of Stockholders

The Company does not have a policy with regard to Board members’ attendance at annual meetings. Seven directors attended the Company’s most recent annual meeting of stockholders held on June 20, 2017.

Director Independence

As required under the NASDAQ Stock Market listing standards, a majority of the members of a listed company’s board of directors must qualify as “independent,” as affirmatively determined by the Board of Directors. The Board of Directors consults with the Company’s counsel to ensure that its determinations are consistent with relevant securities and other laws and regulations regarding the definition of “independent,” including those set forth in pertinent listing standards of NASDAQ, as in effect from time to time.

Consistent with these considerations, after review of all relevant identified transactions or relationships between each director, or any of his or her family members, and the Company, its senior management and its independent auditors, the Board of Directors has affirmatively determined that the following directors are independent directors within the meaning of the applicable NASDAQ listing standards: Stephen Allen, Stephen Block, Jeff Baxter, Kurt Gustafson, Steven Rubin, Wendy Yu and Tony Lau. Mr. Allen has elected not to stand for re-election at the Annual Meeting. Frank L. Jaksch Jr. and Robert Fried do not meet the independence standards because of their employment with the Company.

Please see “Proposal 1: Election of Directors” for more information regarding our Board of Directors.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following discussion and analysis of compensation arrangements of our named executive officers for 2017 should be read together with the compensation tables and related disclosures set forth below.

We believe our success depends on the continued contributions of our named executive officers. Personal relationships and experience are very important in our industry. Our named executive officers are primarily responsible for many of our critical business development relationships. The maintenance of these relationships is critical to ensuring our future success as is experience in managing these relationships. Therefore, it is important to our success that we retain the services of these individuals.

General Philosophy

Our overall compensation philosophy is to provide an executive compensation package that enables us to attract, retain and motivate executive officers to achieve our short-term and long-term business goals. Our compensation philosophy also provides that compensation for executive officers should be structured such that between base salary

and cash incentives, a meaningful portion of the executive officer's total cash compensation is at risk. The goals of our compensation program are to align remuneration with business objectives and performance, and to enable us to retain and competitively reward executive officers who contribute to the long-term success of the Company. We attempt to pay our executive officers competitively in order that we will be able to retain the most capable people in the industry. In making executive compensation and other employment compensation decisions, the Compensation Committee considers achievement of certain criteria, some of which relate to our performance and others of which relate to the performance of the individual employee. Awards to executive officers are based on achievement of Company and individual performance criteria.

The Compensation Committee will evaluate our compensation policies on an ongoing basis to determine whether they enable us to attract, retain and motivate key personnel. To meet these objectives, the Compensation Committee may from time to time increase salaries, award additional stock grants or provide other short and long-term incentive compensation to executive officers and other employees.

Results of Most Recent Stockholder Advisory Vote on Executive Compensation

Over 96% of the votes cast in the stockholder advisory vote on the compensation of our named executive officers in 2015 approved our executive compensation and recommended a three-year frequency with which the Company should conduct future stockholder advisory votes on named executive officer compensation, as described in our 2015 proxy statement. The Compensation Committee considered the result of the stockholder advisory vote as an endorsement of its compensation policies, practices and philosophy for our named executive officers. Accordingly, the Compensation Committee determined not to make any significant changes as a result of the vote. In addition, in part based on the support shown by the vote, the Compensation Committee has maintained a consistent approach in making compensation decisions.

The Compensation Committee considers the results of the say-on-pay vote on our executive compensation program as part of its annual executive compensation review. Our Board of Directors values the opinions of our stockholders, and the Compensation Committee will continue to consider the outcome of future say-on-pay votes, as well as any feedback received, when making compensation decisions for the named executive officers.

Compensation Program and Forms of Compensation

We provide our executive officers with a compensation package consisting of base salary, annual bonus, equity incentives and participation in benefit plans generally available to other employees. In setting total compensation, the Compensation Committee considers individual and company performance, as well as market information regarding compensation paid by other companies in our industry. All executive officers have employment agreements that establish their initial base salaries and set pre-approved goals -- and minimum and maximum opportunities -- for the bonuses and equity incentive awards. Both the Compensation Committee and the Board have approved these agreements.

Base Salary. Base salary is designed to provide predictable level of compensation and provides a competitive level of pay that reflects the executive's experience, role and responsibilities. Base salaries for our executive officers are initially set based on negotiation with individual executive officers at the time of recruitment and with reference to salaries for comparable positions in the industry for individuals of similar education and background to the executive officers being recruited. We also consider the individual's experience, reputation in his or her industry and expected contributions to the Company. Base salary is regularly evaluated by competitive pay and individual job performance. In each case, we take into account the results achieved by the executive, his or her future potential, scope of responsibilities and experience, and competitive salary practices.

Bonuses. We design our bonus programs to be both affordable and competitive in relation to the market. Our bonus program is designed to motivate employees to typically achieve overall corporate annual goals. Our programs are designed to avoid entitlements, to align actual payouts with the actual results achieved and to be easy to understand and administer. The Compensation Committee and the executive officer, with input from the other executive officers, work together to identify targets and goals for the executive officer; however, the targets and goals themselves are established after deliberation by the Compensation Committee alone. Upon completion of the fiscal year, the Compensation Committee assesses the Company's performance and, with input from management and the Board, determines the amount to be awarded to each of the executive officers based on the achievement of the financial goals that were set earlier in the year.

In 2018, we paid bonuses of \$75,480, \$163,945, \$24,378 and \$47,940, respectively to our executive officers Frank Jaksch, Jr., Robert Fried, Kevin Farr and Troy Rhonemus for services performed during 2017. Other than Mr. Fried, the 2017 bonus amounts were calculated based upon achievements of two goals, (i) Net sales target and (ii) the Company's Earnings Before Interest, Taxes, Depreciation, Amortization and Share-based compensation ("EBITDAS")

target. Tables below illustrate how the bonus amounts were calculated for Mr. Jaksch, Mr. Farr and Mr. Rhonemus.

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Bonus calculation for Mr. Jaksch – for fiscal year 2017, paid in 2018

Metric	Target (in 1,000s)	Actual (in 1,000's) (1)	Achievement %	Target Bonus % (2)	Other Factors (3)	Payout Bonus % (4)	Base Salary	Bonus Payment (5)
Net Sales	\$22,497	\$21,201	94%	25%	60%	14.1%	\$370,000	\$52,170
EBITDAS	\$(3,726)	\$(5,879)	42%	25%	60%	6.3%	\$370,000	\$23,310
							Total	\$75,480

Bonus calculation for Mr. Farr – for fiscal year 2017, paid in 2018

Metric	Target (in 1,000s)	Actual (in 1,000's) (1)	Achievement %	Target Bonus % (2)	Other Factors (3)	Payout Bonus % (4)	Base Salary	Bonus Payment (5)
Net Sales	\$22,497	\$21,201	94%	25%	23.9%	5.62%	\$300,000	\$16,850
EBITDAS	\$(3,726)	\$(5,879)	42%	25%	23.9%	2.51%	\$300,000	\$7,528
							Total	\$24,378

Bonus calculation for Mr. Rhonemus – for fiscal year 2017, paid in 2018

Metric	Target (in 1,000s)	Actual (in 1,000's) (1)	Achievement %	Target Bonus % (2)	Other Factors (3)	Payout Bonus % (4)	Base Salary	Bonus Payment (5)
Net Sales	\$22,497	\$21,201	94%	15%	100%	14.1%	\$235,000	\$33,135
EBITDAS	\$(3,726)	\$(5,879)	42%	15%	100%	6.3%	\$235,000	\$14,805
							Total	\$47,940

(1)
Achievement % for EBITDAS calculated as 100% minus variance %.

(2)
Maximum bonuses for Mr. Jaksch, Mr. Farr and Mr. Rhonemus are 50%, 50% and 30% of base salary, respectively. 50% weight was allocated to each of the metric.

(3)
Consideration by the Compensation Committee based on numerous factors. For Kevin Farr, 23.9% proration factor was used since Mr. Farr began serving as Chief Financial Officer on October 5, 2017.

(4)

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Payout bonus % is calculated based on the achievement % multiplied by the target bonus % multiplied by the other factors %.

(5)

Bonus payment is calculated by multiplying payout bonus % to base salary.

Tables below illustrates how the bonus amount was calculated for Mr. Fried pursuant to the terms of his employment agreement dated March 12, 2017.

Metric	Actual (in 1,000's)	Bonus %	Bonus Payment
1% of Consumer Product Net Sales	\$5,465	1%	\$54,648
Additional 2% of Consumer Product Net Sales that exceeds the Prior Year	\$5,465	2%	\$109,297
1% of the Gross Profit from NIAGEN sales that exceeds the Prior Year	\$0	1%	\$0
		Total	\$163,945

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In 2017, we paid bonuses of \$122,562, \$79,500 and \$46,706, respectively to our executive officers Frank Jaksch, Jr., Thomas Varvaro and Troy Rhonemus for services performed during 2016. Also in 2017, Mr. Jaksch, Mr. Varvaro and Mr. Rhonemus received \$27,500, \$18,000 and \$11,400, respectively, which are 50% of the earned bonus for services performed during 2015. The 2016 bonus amounts were calculated based upon achievements of four goals, (i) the Company's EBITDAS targets for 2016; (ii) Net Income for 2016; (iii) Investigational New Drug ("IND") and EU regulatory filings for NR; and (iv) Net sales of \$30 Million. Tables below illustrate how the bonus amounts were calculated for Mr. Jaksch, Mr. Varvaro and Mr. Rhonemus

Bonus calculation for Mr. Jaksch – for fiscal year 2016, paid in 2017

Metric	Floor (in 1,000s)	Target (in 1,000s)	Actual (in 1,000's)	Achievement % from Floor to Target (1)	Target Bonus % (2)	Payout Bonus % (3)	Base Salary	Bonus Payment (4)
EBITDAS	N/A	0	\$(945)	50%	6.25%	3.125%	\$370,000	\$11,563
Net Income	Positive	Positive	\$(2,928)	0%	3.5%	0%	\$370,000	\$0
IND & EU Filings	N/A	N/A	N/A	50%	15.25%	7.625%	\$370,000	\$28,212
Net Sales	0	\$30,000	\$26,811	89.5%	25%	22.375%	\$370,000	\$82,787
							Total	\$122,562

Bonus calculation for Mr. Varvaro – for fiscal year 2016, paid in 2017

Metric	Floor (in 1,000s)	Target (in 1,000s)	Actual (in 1,000's)	Achievement % from Floor to Target (1)	Target Bonus % (2)	Payout Bonus % (3)	Base Salary	Bonus Payment (4)
EBITDAS	N/A	0	\$(945)	50%	5%	2.5%	\$300,000	\$