

Regeneca, Inc.  
Form 8-K  
May 15, 2012

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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

May 11, 2012  
Date of Report (Date of earliest event  
reported)

000-30237  
Commission File Number

REGENECA, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation  
or organization)

88-0467241  
(I.R.S. Employer Identification Number)

1 Technology, Suite C515  
Irvine, CA 92618  
(Address of Principal Executive Offices) (Zip Code)

(949) 887-6890  
(Registrant's telephone number, including area code)

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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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r Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

r Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

r Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01. Entry into a Material Definitive Agreement.

On May 11, 2012, Regeneca, Inc. (the “Company”) and Dwight D. Baron, entered into a Settlement Agreement which is attached hereto as Exhibit 10.1.

The terms of the Settlement Agreement include the release of all claims Dwight D. Baron has or may have against the Company, including unpaid principal and interest on certain matured promissory notes in exchange for the Company’s assignment to Dwight D. Baron of all claims against former Company employee, Shirish Phulgaonkar, and all claims against ChromaDex, Inc. relating to the testing of the Phulgaonkar products, and the rights, title and interest in and to, all formulas and other products and intellectual property created by Shirish Phulgaonkar during his tenure with the Company.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 16, 2012, Dwight D. Baron, director of the Company, resigned from his position on the Board of Directors. There are no disagreements between the Company and Mr. Baron and his resignation did not state any reason for his resignation.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 Settlement Agreement entered into with Dwight D. Baron, dated May 11, 2012.

SIGNATURE

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

REGENECA, INC.

May 11, 2012

/s/ Matthew Nicosia  
Name: Matthew Nicosia  
Title: CEO, President and Chairman

