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

FORM 10-K

[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended October 31, 2012

[_] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from __________ to __________

Commission File Number 000-49845

CDEX INC.

(Exact Name of Registrant as Specified in Its Charter)

Nevada	**52-2336836**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4555 South Palo Verde Road, Suite 123
Tucson, Arizona, 85714
520-745-5172
(Address of principal executive offices and registrant's phone number)

Securities registered under Section 12(b) of the Exchange Act: None.

Securities registered under Section 12(g) of the Exchange Act:
Class A Common stock, $.005 par value per share.
(Title of Class)

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☑

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to pursuant to Item 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in a definitive proxy or information statement incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):
Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☑

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

The aggregate market value of the Class A common stock held by non-affiliates was approximately $1,687,000 on April 30, 2012 (the last day of the registrant's most recently completed second quarter) based on the last reported sale price of the registrant's Class A common stock on the Over-the-Counter Bulletin Board (OTCBB).

The number of Common Shares of the Registrant outstanding as of January 17, 2013 was 48,919,422.

DOCUMENTS INCORPORATED BY REFERENCE – None

CDEX INC.
ANNUAL REPORT ON FORM 10-K
FOR THE YEAR ENDED OCTOBER 31, 2012

PART I

PART II

PART III

PART IV

PART I

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements as that term is defined in the federal securities laws. Forward-looking statements can be identified by the use of words such as "expects," "plans," "may," "anticipates," "believes," "should," "intends," "estimates," and other words of similar meaning. These statements are subject to risks and uncertainties that cannot be predicted or quantified and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, the ability of the Company to raise capital to finance the development of its products, the effectiveness, profitability and the marketability of those products, the ability of the Company to protect its proprietary information, the establishment of an efficient corporate operating structure as the Company grows and, other risks detailed from time-to-time in our filings with the Securities and Exchange Commission. The Company undertakes no obligation to publicly update any forward-looking statements.

ITEM 1. BUSINESS

General

CDEX Inc. ("CDEX," "we," "us," "our" or the "Company") is a technology development company incorporated in the State of Nevada on July 6, 2001 with a corporate office and research and development facility in Tucson, Arizona. Our Class A common stock is currently being traded on the OTCBB under the symbol "CDEX.OB." Our long term strategic plans focus on applying our patented and patents pending chemical detection technologies to develop products in various markets including the healthcare, security and brand protection markets, as addressed below:

1. Healthcare - Validation of medications, training and quality assurance (e.g., validation of prescription and compounded medications to provide for patient safety, training of medical staff regarding compounding practices and detection of the diversion of narcotics and controlled substances);

2. Security and Public Safety - Identification of substances of concern (e.g., explosives, illegal drugs and the detection of counterfeit drugs and medications to assist in the protection of the nation's drug supply); and

3. Brand Protection - Detection of counterfeit or sub-par products for brand protection (e.g., inspection of incoming raw materials, outgoing final products and products in the distribution channel).

The Company is also exploring unique opportunities in select markets verticals where its proprietary technology may provide low cost/ realtime solutions to a growing concern such as conducting urine, blood and saliva analysis for detecting illegal drugs and performance enhancement substances.

Virtually all CDEX product development has been based on applying the same underlying technologies. CDEX anticipates developing and/or acquiring other technologies in the future through partnering and investment. However, unless and until such time as we acquire or develop other technology assets, all of the Company's revenues will come from products developed from our current suite of patents and patents pending technologies, or through licensing arrangements with companies with related intellectual property.

Our Technology

Our research and development efforts have centered on, but are not limited to, the use of excitation energy sources and patented/patents pending processing technology for substance verification, authentication and identification. When certain substances are exposed to excitation energy the substances produce photons at specific wavelengths that form unique spectral fingerprints, which can be used as signatures to validate and authenticate the substances.

CDEX creates reference signatures of substances of interest, such as selected narcotics, explosive compounds and medicines. CDEX software validates a substance of interest by comparing its signature against the known reference signature of the substance of interest.

The CDEX advantage is that substances of interest are tested at the base levels and their signatures are compared to the known signatures of the substance of interest. This provides rapid validation and authentication that the substance is genuine. CDEX technology is not centered on packaging schemes such as holograms, inks, ingredient taggants or Radio Frequency Identification (or RFID) tags, all of which can be defeated by determined counterfeiters.

Products

We are currently focusing our resources on marketing and improving real-time (within seconds) chemical detection products using proprietary, patented and patents pending technologies. Our primary focus in 2012 was the development and enhancement of our ValiMed system and ID2 products for use in the medical and security markets with our principal product lines noted below. The Company continues to explore unique opportunities where its proprietary technology may provide low cost/real time solutions to growing security or liability concerns such as conducting urine, blood and saliva analysis for detecting illegal drugs and performance enhancement substances in the work place or sporting environment.

Healthcare Market.

ValiMed™ Medication Validation System (MVS) Product Line – Consists of two products: Our third generation ValiMed known as the ValiMed CCT and the ValiMed G4 system (VG4). Both Valimed systems help healthcare providers ensure patient safety and control costs by reducing medication errors, utilizing our patented and patent pending process known as Enhanced Photoemission Spectroscopy (EPS). The VG4 system uses a patented detection process providing a real time (within seconds), quantitative (strength/concentration) as well as qualitative (identification of an unknown) analysis of high-risk single component compounded medications and treatment solutions. The Valimed CCT system that is operating in numerous hospital settings around the country, provides the healthcare industry with verification of a known substance, specifically a known drug with a known strength/concentration, in a known diluent. This current system also utilizes our proprietary cuvettes in the process. Both devices help healthcare facilities comply with Joint Commission on Accreditation of Healthcare Organizations compliance requirements and United States Pharmacopeia's General Chapter 797 Pharmaceutical Compounding—Sterile Preparations ("USP 797") guidelines for compounding sterile preparations. Both product lines provide a recurring revenue stream and address three problem areas in the healthcare market: (i) human error in the compounding of medications, with an emphasis on, but not limited to high risk medications; (ii) harmful counterfeit medications and (iii) diversion of hospital narcotics. In the near future, we expect the VG4 product line to address multi component compounded mixtures, such as total parenteral nutrition. We expect to add oncology drugs to our formulary in 2013 as well. One of the most significant improvements with the VG4 is the capability of analyzing through most containers that are currently being used in pharmaceutical settings. This provides our end users with a more streamlined application, with less labor, without any compromising of the sterility of the compounded admixtures.

Security Market.

CDEX ID2™ Product Line – real time detection of specified illegal drugs. This product line currently comprises two instruments. Both of the devices are hand held models that detect methamphetamine. The ID2 Meth Scanner is a device that is used for the detection of methamphetamine in the home inspection and remediation industries, as well as by housing authorities and the hotel industry and most recently its use in our nation's prisons and jails. The Pocket ID2 is a pocket sized hand held device that currently detects visible and prosecutable quantities of methamphetamine, with other drugs such as cocaine, heroin, OxyContin and Ecstasy expected to come in the near future. We continue to explore the use of applying the ValiMed technology to a table top device that is expected to be portable and able to detect trace amounts of specified illegal drugs and explosives in virtually real time. Each of these products would most likely be of interest to all areas of law enforcement, such as police and sheriff departments, U.S. border patrol, port authorities, the TSA, the FBI, all of the U.S. military, and many other agencies.

2012 Year in Review

The past year at CDEX faced and overcame many challenges while pursuing our goal of creating a profitable commercial operation. In February three of our seventeen note-holders elected to call their respective notes, which forced senior management to seek protection under the Chapter 11. Although the process was very difficult, CDEX had overwhelming support from the majority of our creditors and new equity investors. We successfully emerged from bankruptcy in October 2012, with intellectual property rights intact, no notes payable, cash on the balance sheet, less expected equity dilution and the ValiMed G4 very close to commercial finalization.

Throughout the year our dedicated staff continued to prepare the ValiMed G4 platform for industry rollout. Our team was confident we would emerge from bankruptcy and continued to develop new opportunities for our technology. We secured a large order for our third generation ValiMed, which we expect will bring us well over $400,000 dollars by the end of the second quarter of calendar year 2013. This order should also bring a steady recurring revenue stream from continued cuvette sales as the units are utilized. The interest and demand for our ValiMed G4 system has been very good. We expect our first unit placements in the first quarter of calendar year 2013 and are expecting multiple placements per quarter going forward. We also continue to see demand in the ID2 Meth Scanner business driven by the adoption of the technology into the prisons and jails systems and the growing awareness of the various housing authorities and home inspectors around the country. Due to budget constraints in law enforcement, we do not expect significant sales in the Pocket ID2, although we continue to get feedback from authorities indicating that it is something that law enforcement would like to have in their arsenals. As budgets improve we expect additional sales to follow.

Research and Development ("R&D")

In 2013 we will continue to explore and develop new capabilities for our VG4 technology, such as expanding the signature libraries of detectable drugs, improving multi-component capabilities (TPN Solutions), and the detection of drugs in blood and/or urine, such as banned performance enhancing drugs, HGH, and HCG. If demand and budget allows we will also begin development research in applying our technology for explosive detection.

We have historically outsourced certain engineering and manufacturing tasks while retaining control of critical technology and will continue this practice as this allows us to focus on improving our technologies while providing the opportunity to scale quickly as we generate sales. Previously, we entered into Master Services Agreements with several engineering/manufacturing organizations. The agreements generally provide for the contractors to provide services to CDEX from time to time, which are to be set forth more specifically in "statements of work" to be executed by each party. Such services may include, without limitation: (i) non-recurring engineering services such as product design, creation and modification of bills of materials, engineering drawing packages, work instructions, manufacturing specifications, fabrication documents and drawings and survey documents; (ii) prototyping services such as the development and testing of product prototypes; and (iii) other related design and manufacturing services as needed. Payments for services performed are on a time and materials or fix price basis, all as set forth in the statement of work pertaining to the particular services. R&D costs were $136,035 for fiscal 2012 compared to $146,718 for fiscal 2011.

Industry and Competition

(i) Healthcare

Healthcare spending is fueled in some measure by an aging population and increasing cost of healthcare technology. The past year saw a draw-down in the capital and a tightening of the operating budgets of hospitals, due in part to the recent global economic downturn and the uncertainty of health care reform legislation. However, we do not expect an overall change in the mega trend of increasing needs for health care products. There are multiple drivers of demand for the Company's ValiMed products. Medication errors are a major problem in the global healthcare market and we expect resources will continue to be allocated to help prevent these errors from occurring. To quantify the problem, it is estimated between 44,000 and 98,000 deaths occur annually due to preventable errors and 770,000 patients are injured by adverse drug events (Institute Of Medicine Report "To Err Is Human"). A study published by Auburn University reported an 8% error rate while observing pharmacist mixing IV preparations. We continue to receive indications that these problems are still a real issue within the healthcare industry. This is evidenced by the numerous and steady stream of reports and articles regarding healthcare professionals and institutions either involved in diversion of narcotics, or having an adverse event due to human error. Finally, the University of Michigan conducted a study of the ValiMed unit and determined that even though they knew that high risk compounded medications would be checked through the ValiMed system, five major compounding errors were made in an 18 month time period that would have gone undetected had not the ValiMed system been in place. In addition, impaired clinicians present a major problem in healthcare. It is published in the medical literature (AANA J. 1999 Apr; 67(2): 133-40) that approximately 5% to 10% of all healthcare workers with access to narcotics are users of these substances. Substitution of water or saline for injectable narcotics is a common practice to divert and steal these medications. Lastly, USP 797 regulations have been instituted to promote quality and sterility of compounded IV medications in pharmacies. These regulations are primarily focused on sterility of IV medications, but the accuracy of the end product is also included in the regulation, with adoption of a new zero tolerance policy for human error. Historically, pharmacists have performed a visual examination of the end product for accuracy. Based on the number of errors reported, this practice is not effective.

There are approximately 6,600 hospitals in the U.S., 3,000 of which have greater than 300 beds (Billian's Healthdata). Adding in the targeted global market for CDEX healthcare products, the number of hospitals would exceed 12,000. The Company believes that its ValiMed products are applicable to a large number of these hospitals and in many cases multiple units would be needed to fulfill the institutions' needs.

(ii) Security and Public Safety

Illicit and Counterfeit Drug Detection: According to DEA congressional testimony by Joseph T. Rannazzisi, Deputy Chief, Office of Enforcement Operations Drug Enforcement Administration, methamphetamine is the number one drug problem in America today and the problem continues to increase. In a recent report by the Rand Corporation it was estimated that methamphetamine use alone costs the U.S. approximately $23 billion per year. Two competing technologies in the methamphetamine detection marketplace are test kits and ion mobilization units. Some of the test kits are inexpensive, but cannot readily detect trace amounts of methamphetamine on surfaces and are a destructive test. The ion mobilization units are expensive to purchase, and require a sophisticated user, airborne substances and relatively high maintenance. CDEX technology has the advantages of portability, ease of use, low maintenance and reduced costs. The Company has also identified market opportunities for the application of its technology in the detection of counterfeit medications.

Explosive Detection: CDEX believes the explosives detection marketplace is potentially significant because of growing awareness of terrorism due to recent world events. We believe that this marketplace possibly includes the following potential customers: militaries, airport/building security organizations and transportation related organizations, government, law enforcement organizations and school systems. These markets are global in perspective and large in size. Currently, domestic sales of people screening devices are dominated by a small number of products sold by a handful of vendors. CDEX believes that if it launches chemical detection products that those products will compete with existing detection products, and, depending on the application, may have a competitive advantage by being more advanced than existing tools in a number of areas. There are large competitors in this space that have significantly more resources than CDEX.

(iii) Brand Protection

While not currently a business focus, the Company believes Brand Protection may represent a significant business opportunity for the application of its technology. Based on worldwide counterfeit enforcement activity (investigations, raids, seizures, arrests, charges, convictions, sentences and civil litigation) for 2005, as reported through the DOPIP Security Counterfeit Intelligence Report, more than 3,700 incidents valued at approximately $3.2 trillion were analyzed from 133 countries. The eighth most commonly counterfeited category is Food & Alcohol with 64 incidents worth $11 million, and the fourteenth most commonly counterfeited category is Perfume & Cosmetics with 22 incidents worth $12 million. U.S. companies, for instance, estimate that between $200 billion and $250 billion in annual revenue is lost to counterfeiters. The E.U. claims that 100,000 jobs are lost each year to the same trade. In 2003 it was estimated that counterfeit goods cost the State of New York $34 billion, depriving it of $1.6 billion in tax revenue (Scotsman.com news). The Company will continue to monitor this market application.

Sales and Marketing

Our continuing business vision is to develop technologies to the point of market or application viability and then, where management determines it to be beneficial, team with organizations to complete commercial deployment and/or distribution through our sales and marketing channels. In some instances, we may take a technology directly to market. In others, we may seek to license the technology to third parties who will then develop and market products employing it. Our products and technologies may be licensed to original equipment manufacturers, sold direct or via resellers as standalone end units, or be integrated as sensors that gather and relay information to an integrated solution that is the repository of information gathered from many sources (e.g., in security applications from perimeter, environmental and structural security devices and medication delivery systems). Accordingly, our prospective "client base" varies depending on the application and the stage of development. In marketing our chemical detection products and technologies, we intend to target, via partnerships as well as direct sales, both U.S. and foreign governments, in addition to private industry or individuals requiring confirmation of the presence or absence of substances.

We are currently reaching potential customers and partners through our website, participating in industry events such as trade shows and public meetings, distributing product information through targeted mailings and direct sales activities which include demonstrations of product application and traditional advertising. Planned advertising activities include trade and industry magazines and managed clinical trials where researchers are likely to publish articles discussing the results of the trials. We also anticipate reaching prospective customers via strategic relationships.

Intellectual Property Rights

We rely on non-disclosure agreements, patent, trade secret and copyright laws to protect the intellectual property that we have and plan to develop, but such laws may provide insufficient protection. Moreover, other companies may develop products that are similar or superior to ours or may copy or otherwise obtain and use our proprietary information without authorization. In addition, certain of our know-how and proprietary technology may not be patentable. Policing unauthorized use of our proprietary and other intellectual property rights could entail significant expense and could be difficult or impossible to do. In addition, third parties may bring claims of copyright or trademark infringement against CDEX or claim that certain of our processes or features violate a patent, that we have misappropriated their technology or formats or otherwise infringed upon their proprietary rights. Any claims of infringement, with or without merit, could be time consuming to defend, result in costly litigation, divert management's attention, and/or require CDEX to enter into costly royalty or licensing arrangements to prevent further infringement, any of which could adversely affect our operating results. The Company makes business decisions regarding which inventions to patent, and in what countries.

Our competitive position also depends upon unpatented trade secrets. Trade secrets are difficult to protect. Our competitors may independently develop proprietary information and techniques that are substantially equivalent to ours or otherwise gain access to our trade secrets, such as through unauthorized or inadvertent disclosure of our trade secrets.

Government Regulation

The products developed may be subject to various governmental regulations and controls, including that associated with international manufacturing, handling and transport; security products in airports; handling of sensitive substances such as illegal drugs, medications, and explosive materials and related potentially harmful energy such as x-ray energy. The storage and handling of certain explosive materials and drugs is subject to licensure. It is possible that government agencies may develop additional regulations that impact our initial and future products.

The U.S. Food and Drug Administration ("FDA") has jurisdiction to regulate computer products and software as medical devices if they are intended for use in the diagnosis, cure, mitigation, treatment or prevention of disease. We have preliminarily determined that our initial products are not medical devices. However, further investigation or a change in FDA policy could subject us to regulation. Noncompliance with applicable FDA requirements can result in such things as fines, injunctions and suspension of production.

We are subject to Regulation 14A of the Securities Exchange Act of 1934, as amended (the “1934 Act”), which regulates proxy solicitations. Section 14(a) requires all companies with securities registered pursuant to Section 12(g) thereof to comply with the rules and regulations of the Commission regarding proxy solicitations, as outlined in Regulation 14A. Matters submitted to stockholders at a special or annual meeting thereof or pursuant to a written consent will require us to provide our stockholders with the information outlined in Schedules 14A or 14C of Regulation 14; preliminary copies of this information must be submitted to the Commission at least 10 days prior to the date that definitive copies of this information are forwarded to stockholders.

We are also required to file annual reports on Form 10-K and quarterly reports on Form 10-Q with the Commission on a regular basis, and will be required to timely disclose certain events (e.g., changes in corporate control; acquisitions or dispositions of a significant amount of assets other than in the ordinary course of business; and bankruptcy) in a Current Report on Form 8-K.

We believe that these reporting obligations will elevate our annual legal and accounting costs.

Except as mentioned above, we are not currently aware of any other U.S. federal, state or local laws that would have a significant adverse impact on development and distribution of our initial products. However, various federal, state or local agencies may propose new legislation pertaining to the use of potentially dangerous materials, to the discharge of materials into the environment, to the manufacturing or marketing of chemical validation products (or designation of one or more of our chemical validation products as medical devices) and/or otherwise potentially relating to the our business that may require us to allocate a portion of our operating budget to ensure full compliance with such regulations.

Cost of Compliance with Environmental Laws

At this time our business activities are not subject to any environmental laws or governmental regulation nor do we anticipate that our future business activities will subject us to any environmental compliance regulations.

Employees

At January 17, 2013, the Company had five full time employees and contractors.

ITEM 1A. RISK FACTORS

You should carefully consider each of the following risk factors and all of the other information in this annual report. The following risks relate principally to our business and contain forward-looking statements. Actual results could differ materially from those set forth in the forward-looking statements. See "Cautionary Statement Regarding Forward-Looking Statements" at the beginning of Part I of this annual report.

A HISTORY OF OPERATING LOSSES AND AN ACCUMULATED DEFICIT MAY AFFECT OUR ABILITY TO SURVIVE.

We have a history of operating losses and an accumulated deficit. Since our principal activities to date have been limited to organizational activities, research and development, product development and marketing and sales, CDEX has produced limited revenues. In addition, we have only limited assets. As a result, we cannot be certain that CDEX will continue to generate increased revenues or become profitable in the future. If we are unable to obtain sufficient customers and generate sufficient revenues to operate profitably, our business will not succeed.

CDEX HAS RECEIVED A "GOING CONCERN" OPINION FROM ITS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM THAT EXPRESSES UNCERTAINTY REGARDING ITS ABILITY TO CONTINUE AS A GOING CONCERN.

We have received reports from our independent registered public accounting firm for the fiscal years ended October 31, 2004 through 2012 containing an explanatory paragraph that expresses uncertainty regarding our ability to continue as a going concern due to historical negative cash flow. We cannot be certain that our business plans will be successful or what actions may become necessary to preserve our business. Any inability to raise capital may require us to reduce operations or could cause our business to fail.

Our limited operating history makes our future operating results unpredictable rendering it difficult to assess the health of our business or its likelihood of success. The inability to assess these factors could result in a total loss of an investor's investment in CDEX.

In the case of an established company in an ongoing market, investors may look to past performance and financial condition to get an indication of the health of the company or its likelihood of success. Our short operating history and the evolving nature of the chemical identification markets in which we focus make it difficult to forecast our revenues and operating results accurately. We expect this unpredictability to continue into the future due to the following factors:

- the timing of sales of all of our products and services, particularly in light of our limited sales history for some of our products;
- difficulty in keeping current with changing technologies;
- unexpected delays in introducing new products, new product features and services;
- increased costs and expenses, whether related to sales and marketing, manufacturing, product development or administration;
- deferral of recognition of our revenue in accordance with applicable accounting principles due to the time required to complete projects;

- the mix of product license and services revenue; and
- costs related to possible acquisitions of technologies or businesses.

CDEX could experience operating losses or even a total loss of our business which, as a result of the foregoing factors, would be difficult to anticipate and could thus cause a total loss of capital invested in CDEX.

LACK OF ADDITIONAL FINANCING COULD PREVENT US FROM OPERATING PROFITABLY WHICH, EVENTUALLY, COULD RESULT IN A TOTAL LOSS OF OUR BUSINESS.

Since our inception, we have funded our operations through revenue from the sale of our products, borrowings and financings. Current funds available to CDEX may not be adequate for us to be competitive in the areas in which we intend to operate, and we have no arrangements or commitments for ongoing funding. If funding is insufficient at any time in the future, we may not be able to grow revenue, take advantage of business opportunities or respond to competitive pressures. The unavailability of funding could prevent us from producing additional revenues or ever becoming profitable. Our continued operations, as well as the successful implementation of our business plan, may therefore depend upon our ability to raise additional funds through bank borrowings or equity or debt financing over the next twelve months. We continue to seek prospective investors who may provide some of this funding. However, such funding may not be available when needed or may not be available on favorable terms. If we do not produce revenues and become profitable, eventually, we will be unable to sustain our business.

IF WE ISSUE ADDITIONAL EQUITY TO FUND OPERATIONS OR ACQUIRE BUSINESSES OR TECHNOLOGIES, CDEX SHAREHOLDERS WILL EXPERIENCE DILUTION PROPORTIONAL TO THE ISSUED EQUITY.

If working capital or future acquisitions are financed through the issuance of equity securities, CDEX shareholders will experience dilution proportional to the equity issued. In addition, securities issued in connection with future financing activities or potential acquisitions may have rights and preferences senior to the rights and preferences of the currently outstanding CDEX shares of common stock. The conversion of future debt obligations into equity securities could also have a dilutive effect on our shareholders. Regardless of whether our cash assets prove to be inadequate to meet our operational needs, we may elect to compensate providers of services by issuing stock or stock options in lieu of cash.

OUR POTENTIAL INABILITY TO PROTECT THE PROPRIETARY RIGHTS IN OUR TECHNOLOGIES AND INTELLECTUAL PROPERTY MAY HAMPER OUR ABILITY TO MANUFACTURE PRODUCTS, WHICH WOULD PREVENT US FROM EARNING REVENUES OR BECOMING PROFITABLE.

Our success and ability to compete will depend in part on the protection of our patents and other proprietary information. We currently have two patents issued and others in various stages of government review for our chemical detection technologies. We rely on non-disclosure agreements and patent and copyright laws to protect the intellectual property that we have developed and plan to develop. However, such agreements and laws may provide insufficient protection. Moreover, other companies may develop products that are similar or superior to ours, or may copy or otherwise obtain and use our proprietary information without authorization. If a third party were to violate one or more of our patents, we may not have the resources to bring suit or otherwise protect the intellectual property underlying the patent. In the event of such a violation or if a third party appropriated any of our unpatented technology, such party may develop and market products that we intend to develop and/or market. We would lose any revenues that we would otherwise have received from the sale or licensing of those products. This could prevent our ever making a profit on any products based upon the misappropriated technology.

Policing unauthorized use of our proprietary and other intellectual property rights could entail significant expense and could be difficult or impossible. In addition, third parties may bring claims of copyright or trademark infringement against CDEX or claim that certain of our processes or features violate a patent, that we have misappropriated their technology or formats or otherwise infringed upon their proprietary rights. Any claims of infringement, with or without merit, could be time consuming to defend, result in costly litigation, divert management attention, and/or require CDEX to enter into costly royalty or licensing arrangements to prevent further infringement, any of which could increase our operating expenses and thus prevent us from becoming profitable.

Our competitive position also depends upon unpatented trade secrets. Trade secrets are difficult to protect. Our competitors may independently develop proprietary information and techniques that are substantially equivalent to ours or otherwise gain access to our trade secrets, such as through unauthorized or inadvertent disclosure of our trade secrets. If this occurs, our competitors may use our processes or techniques to develop competing products and bring them to market ahead of us. This could prevent us from becoming profitable.

We may rely on certain intellectual property licensed from third parties, and may be required to license additional products or services in the future, in order to move forward with our business plan. These third party licenses may be unavailable on acceptable terms, when needed or at all. An inability to enter into and maintain any of these licenses could prevent us from developing or marketing products based upon the underlying technology and could prevent us from earning revenues on these products or from becoming profitable.

OUR ABILITY TO SURVIVE MAY BE AFFECTED BY A LACK OF SUCCESSFUL MANUFACTURING EXPERIENCE.

CDEX itself has a growing but limited experience in manufacturing commercial quantities of products. We presently have no plans for developing in-house manufacturing capability beyond aggregating off-the-shelf components for our initial and limited production units into a final assembly. Accordingly, we primarily depend upon outside manufacturers to manufacture and assemble our products. In our early stages with each new product, we plan to do the final assembly and testing of the initial units in-house. We cannot be certain that the terms of such arrangement will be favorable enough to permit our products to compete effectively in the marketplace.

DEPENDENCE ON OUTSOURCED MANUFACTURING MAY AFFECT OUR ABILITY TO BRING PRODUCTS TO MARKET.

At present, we plan to do in-house production manufacturing of our products and we currently do limited in-house assembly and primarily outsource the production manufacturing/assembly of our products. In the future, we may consider different possibilities for bringing products to market, among them, licensing to third parties. The risks of association with outsourced manufacturers are related to their operations, finances and suppliers. CDEX would have little control over an outsourced manufacturer and may suffer losses if any outside manufacturer fails to perform its obligations to manufacture and ship the manufactured product. These manufacturers' financial affairs may also affect our ability to obtain product from them in a timely fashion should they fail to continue to obtain sufficient financing during a period of incremental growth. Problems with outsourced manufacturers could damage our relationships with our clientele and cost us future revenues. If we are unable to contract with adequate manufacturers, and in the absence of licensing or other means, we may be unable to market our products. This would prevent us from earning revenues.

LACK OF MARKET ACCEPTANCE MAY LIMIT OUR ABILITY TO SELL PRODUCTS AND GENERATE REVENUES, WHICH COULD PREVENT US FROM EARNING REVENUES OR BECOMING PROFITABLE.

We cannot be certain that any products that we successfully develop will ever achieve wide market acceptance. Our products, if successfully developed, may compete with a number of traditional products manufactured and marketed by major technology companies, as well as new products currently under development by such companies and others that may be based upon technology that is different from ours. While we believe our technology is superior, we will have to demonstrate its superiority to these potential customers in order to sell our products and generate revenues. We may encounter similar obstacles in other application areas. The degree of market acceptance of our products will depend on a number of factors, including the establishment and demonstration of the efficacy of the product candidates, their potential advantage over alternative methods and reimbursement policies of government and third party payers. We cannot be certain that the marketplace in general will widely accept and utilize any of our products. If potential customers do not accept and purchase our products, we will be unable to generate revenues and become profitable.

WE INTEND TO MARKET OUR PRODUCTS IN INDUSTRIES WHERE TECHNOLOGY CHANGES RAPIDLY, AND WE WILL INCUR COSTS TO KEEP OUR PRODUCTS CURRENT AND INNOVATIVE. OUR FAILURE TO DO SO COULD RENDER OUR PRODUCTS OBSOLETE, WHICH COULD PREVENT US FROM EARNING REVENUES OR BECOMING PROFITABLE.

We hope to market our products in industries characterized by rapid change due to the introduction of new and emerging technologies. Critical issues concerning the governmental or commercial use of chemical detection mechanisms, including security, reliability, accuracy, cost, ease of use, accessibility, or potential tax or other government regulation, may affect the relevance and functionality of our products. Future technology or market changes may cause some of our products to become obsolete more quickly than expected. We will need to make research and development expenditures to create new features for our products to enhance their effectiveness and become and remain competitive. If we are unsuccessful in timely assimilating development changes in the various environments, we may be unable to achieve or maintain profitability.

POTENTIAL DEFECTS AND PRODUCT LIABILITY COULD RESULT IN DELAYS IN MARKET ACCEPTANCE, UNEXPECTED LIABILITY AND COSTS AND DIMINISHED OPERATING RESULTS.

Technology-based products frequently contain errors or defects, especially when first introduced or when new versions are released. Defects and errors could be found in current versions of our products, future upgrades to current products or newly developed and released products. These defects could result in product liability suits, delays in market acceptance or unexpected redevelopment costs, which could cause any profits we might otherwise have to decline. We anticipate most of our agreements with customers will contain provisions designed to limit our exposure to potential product liability claims. It is possible, however, that we will be unable to negotiate such provisions with certain customers or that these provisions, if negotiated, may not be valid as a result of federal, state, local or foreign laws or ordinances or unfavorable judicial decisions. While CDEX has product liability insurance, a successful and significant product liability claim could damage our business, operating results and financial condition.

OUR POTENTIAL FUTURE BUSINESS AND/OR TECHNOLOGY ACQUISITIONS MAY BE UNPREDICTABLE AND MAY CAUSE OUR BUSINESS TO SUFFER.

CDEX may expand its operations through the acquisition of additional technologies, either by purchasing other businesses or acquiring their technological assets, which it perceives to be unexploited, and develop products based upon these technologies. We have not yet identified these specific technologies, and some of these technologies may be outside our current field of operations. However, we may be unable to identify any such businesses or technologies. Expansion may involve a number of special risks, including possible adverse effects on our operating results or financial condition (particularly in the event of impairment of acquired long-lived assets), diversion of management attention, inability to retain key personnel, risks associated with unanticipated events, any of which could prevent us from becoming profitable. In addition, if competition for acquisition candidates or technologies were to increase, the cost of acquiring businesses or technologies could increase as well. If we are unable to implement and manage our expansion strategy successfully, our business may suffer or fail.

SUBSTANTIAL COMPETITION MAY LIMIT OUR ABILITY TO SELL PRODUCTS AND THEREBY OUR CHANCES OF BECOMING PROFITABLE.

We may experience substantial competition in our efforts to locate and attract customers for our products. There may be competitors who may have greater experience, resources and managerial capabilities and may be in a better position than we are to obtain access to and attract customers. A number of larger companies similarly may enter some or all of our target markets and directly compete with us. In the areas of medical and pharmaceutical validation and brand protection, various existing technologies compete with ours and already are in use in the marketplace. These include radio frequency identification tags, taggant agents (chemical agents added to the target substance to serve solely as identifying tags), laboratory testing, refractometers and bar coding. If our competitors are more successful in marketing their products, we may be unable to achieve or maintain profitability.

LOSS OF ANY OF OUR CURRENT MANAGEMENT OR INABILITY TO RECRUIT AND RETAIN QUALITY PERSONNEL COULD ADVERSELY IMPACT OUR BUSINESS AND PROSPECTS. OUR DIRECTORS AND OFFICERS EXERT SUBSTANTIAL CONTROL OVER OUR BUSINESS AND OPERATIONS.

We are dependent on our officers and other key personnel, and the loss of any of our key personnel could materially harm our business because of the cost and time necessary to retain and train a replacement. Such a loss would also divert management attention away from operational issues. This would increase costs and prevent or reduce our profits.

OUR MANAGEMENT LACKS EXPERIENCE IN THIS MARKET.

Although widely experienced in other industries, our current senior management team has limited experience leading the development, marketing and sales of technology products in the chemical detection and validation marketplace.

This lack of experience could lead to inefficiency and slow the process of marketing our products and prevent us from making sales or becoming profitable.

THERE MAY BE CONFLICTS OF INTEREST BETWEEN OUR MANAGEMENT AND THE COMPANY.

Conflicts of interest create the risk that management may have an incentive to act adversely to the interests of the Company. A conflict of interest may arise between the Company's management's personal pecuniary interest and their fiduciary duty to our stockholders.

WE DO NOT HAVE LONG-TERM AGREEMENTS WITH MANUFACTURERS AND SUPPLIERS.

We presently order our components that make up our products on a purchase order basis from manufacturers and suppliers, and we do not have long-term manufacturing agreements with any of them. The absence of long-term agreements means that, with little or no notice, our manufacturers and suppliers could refuse to manufacture some or all of our product components, reduce the number of units that they will manufacture or change the terms under which they manufacture. If our manufacturers and suppliers stop manufacturing, we may be unable to find alternative manufacturers or suppliers on a timely or cost-effective basis, if at all, which would harm our operating results. In addition, if any of our manufacturers or suppliers change the terms under which they manufacture for us, our costs could increase and our profitability would suffer.

OUR STOCK PRICE MAY BE VOLATILE.

The market price of our common stock will likely fluctuate significantly in response to the following factors, some of which are beyond our control: variations in our quarterly operating results; changes in financial estimates of our revenues and operating results by securities analysts; changes in market valuations; announcements by us of significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments; additions or departures of key personnel; future sales of our common stock; stock market price and volume fluctuations attributable to inconsistent trading volume levels of our stock; commencement of or involvement in litigation.

IF WE ARE SUBJECT TO SEC REGULATIONS RELATING TO LOW-PRICED STOCKS, THE MARKET FOR OUR COMMON STOCK COULD BE ADVERSELY AFFECTED.

The Securities and Exchange Commission has adopted regulations concerning low-priced (or "penny") stocks. The regulations generally define "penny stock" to be any equity security that has a market price less than $5.00 per share, subject to certain exceptions. Our stock is classified as a penny stock.

The penny stock regulations require that broker-dealers, who recommend penny stocks to persons other than institutional accredited investors make a special suitability determination for the purchaser, receive the purchaser's written agreement to the transaction prior to the sale and provide the purchaser with risk disclosure documents that identify risks associated with investing in penny stocks. Furthermore, the broker-dealer must obtain a signed and dated acknowledgment from the purchaser demonstrating that the purchaser has actually received the required risk disclosure document before effecting a transaction in penny stock. These requirements have historically resulted in reducing the level of trading activity in securities that become subject to the penny stock rules.

The additional burdens imposed upon broker-dealers by these penny stock requirements may discourage broker-dealers from effecting transactions in the common stock, which could severely limit the market liquidity of our common stock and our shareholders' ability to sell our common stock in the secondary market.

LACK OF KEY MAN INSURANCE

The Company carries no key-man insurance. In the event that any of the Company's senior executive officers departed the Company or passed away, the Company may not have the available funds to attract an individual of similar experience. The Company is considering obtaining key-man insurance once it has sufficient funds to do so.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The Company leases approximately 3,000 square feet of office, manufacturing and laboratory space in Tucson, Arizona on a month-to-month basis. Monthly rent as of October 31, 2012 is approximately $1,500. Total rent expense was approximately $19,000 and $20,000 for the years ended October 31, 2012 and 2011, respectively.

ITEM 3. LEGAL PROCEEDINGS

We may from time to time be involved in legal proceedings arising from the normal course of business. As of the date of this report, we have not received notice of any new legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

On February 10, 2012, we filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. On September 4, 2012, the United States Bankruptcy Court for the District of Arizona, Judge James Marlar signed the Order Confirming CDEX' Chapter 11 Plan of Reorganization ("Plan") and the Plan was effective on October 5, 2012. As a part of the Plan, the shares of common stock that were outstanding prior to the Plan becoming effective underwent a 1 for 10 reverse stock split. Prior to the going effective, the Company had 109,996,717 common shares outstanding; after the Plan became effective, the Company had 11,007,871 common shares outstanding.

Market Information

Our Class A common stock is normally traded on the OTCBB under the symbol "CDEX.OB." Our shares are thinly traded with low average daily volume. This coupled with a limited number of market makers impairs the liquidity of our common stock, not only in the number of shares of common stock that can be bought and sold, but also through possible delays in the timing of transactions, and lower prices for our common stock than might otherwise prevail. This could make it difficult or impossible for an investor to sell shares of our common stock or to obtain a desired price.

Our common stock may be subject to the low-priced security or so called "penny stock" rules that impose additional sales practice requirements on broker-dealers who sell such securities. The Securities Enforcement and Penny Stock Reform Act of 1990 ("Reform Act") requires additional disclosure in connection with any trades involving a stock defined as a "penny stock" (generally defined as, according to recent regulations adopted by the U.S. Securities and Exchange Commission, any equity security that has a market price of less than $5.00 per share, subject to certain exceptions), including the delivery, prior to any penny stock transaction, of a disclosure schedule explaining the penny stock market and the risks associated therewith. The regulations governing low-priced or penny stocks sometimes may limit the ability of broker-dealers to sell our common stock and thus, ultimately, the ability of the investors to sell their securities in the secondary market. Prices for CDEX shares will be determined in the marketplace and may be influenced by many factors, including the depth and liquidity of the market for the shares, our results of operations, what investors think of CDEX and the chemical detection and validation industry, changes in economic conditions in the industry and general economic and market conditions. Market fluctuations could have a material adverse impact on the trading price of our shares.

If CDEX is unable to maintain FINRA registered broker/dealers as market makers, the liquidity of our common stock could be impaired, not only in the number of shares of common stock that could be bought and sold, but also through possible delays in the timing of transactions, and lower prices for our common stock than might otherwise prevail. Furthermore, a lack of market makers could result in CDEX shareholders being unable to buy or sell shares of our common stock on any secondary market. We may be unable to maintain such market makers.

The table below sets forth the high and low sales price for our Class A common stock as reported on the OTCBB for each of our last two fiscal years:

	High	Low
Fiscal Year Ended October 31, 2012:		
First quarter	$ 0.10	$ 0.02
Second quarter	0.06	0.01
Third quarter	0.02	0.01
Fourth quarter	0.51	0.01
Fiscal Year Ended October 31, 2011:		
First quarter	$ 0.07	$ 0.04
Second quarter	0.06	0.04
Third quarter	0.06	0.03
Fourth quarter	0.05	0.02

As the foregoing are over-the-counter market quotations, they reflect inter-dealer prices, without retail markup, markdown, or commissions, and may not represent actual transactions.

Stockholders

As of January 17, 2013, there were approximately 1,600 holders of record of our Class A common stock. However, a large number of our shareholders hold their shares in "street name" in brokerage accounts and, therefore, do not appear on the shareholder list maintained by our transfer agent.

Dividends

We have paid no cash dividends on our common stock and we do not anticipate paying any cash dividends in the foreseeable future.

Securities Authorized for Issuance under Equity Compensation Plans

The following table details information regarding our existing equity compensation plans as of October 31, 2012 (the table retroactively reflects the 1 for 10 reverse stock split effective October 5, 2012):

	Equity Compensation Plan Information		
Plan category	**Number of securities to be issued upon exercise of outstanding options**	**Weighted-average exercise price of outstanding options**	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))**
Equity compensation plans approved by security holders	910,500	$ 0.50	72,720,477
Total	910,500	$ 0.50	72,720,477

Sales of Unregistered Securities and Use of Proceeds

On February 10, 2012, we filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. On September 4, 2012, the United States Bankruptcy Court for the District of Arizona, Judge James Marlar signed the Order Confirming CDEX' Chapter 11 Plan of Reorganization (“Plan”) and the Plan was effective on October 5, 2012. As a part of the Plan, the shares of common stock that were outstanding prior to the Plan becoming effective underwent a 1 for 10 reverse stock split. Prior to the going effective, the Company had 109,996,717 common shares outstanding; after the Plan became effective, the Company had 11,007,871 common shares outstanding.

ITEM 6. SELECTED FINANCIAL DATA

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our audited financial statements and related notes included elsewhere in this document. The following discussion (as well as other discussions in this document) contains forward-looking statements. Please see “Cautionary Statement Regarding Forward-Looking Statements” for a discussion of uncertainties, risks and assumptions associated with these statements.

The Company filed for bankruptcy protection on February 10, 2012. The effect of this filing was to stop the accrual of interest during the pendency of the bankruptcy. Additionally, in the event of a default on the 10% Senior Convertible Notes, the Company is required to recognize a Mandatory Default Amount ("MDA") which is defined in the notes as the sum of (i) the greater of (A) 130% of the outstanding principal amount of the note, plus 100% of accrued and unpaid interest thereon, or (B) the outstanding principal amount of the note, plus all accrued and unpaid interest thereon, divided by the conversion price on the date the MDA is either (a) demanded (if demand or notice is required to create an event of default) or otherwise due or (b) paid in full, whichever has a lower price, multiplied by the volume weighted average price ("VWAP") on the date the MDA is either (x) demanded or otherwise due or (y) paid in full, whichever has a higher VWAP, and (ii) all other amounts, costs, expenses and liquidated damages due in respect of the note. The financial statements for the fiscal year ended October 31, 2012 reflect the accrual of interest expense on our notes payable to February 10, 2012 as well as the accrual of the MDA for our 10% Senior Convertible Notes.

Results of Operations

The following table summarizes our operating results for fiscal 2011 compared to fiscal 2010:

	For the year ended October 31,				
	2012	**Percent of Revenue**		**2011**	**Percent of Revenue**
Revenue	$ 242,568	100.0	%	$ 516,322	100.0
Cost of revenue	110,204	45.4		173,193	33.5
Gross profit	132,364	54.6		343,129	66.5
Operating expenses:					
Selling, general and administrative	715,083	294.8		839,394	162.6
Research and development	136,035	56.1		146,718	28.4
Termination of oncology agreement - net	-	-		68,667	13.3
Total operating expenses	851,118	350.9		1,054,779	204.3
Loss from operations	$ (718,754)	(296.3)	%	$ (711,650)	(137.8)

Revenue was $242,568 and $516,322 for the fiscal years ended October 31, 2012 and 2011, respectively, a decrease of $273,754 or 53%. This decrease was primarily attributable to a decrease in our Pay Per Use and supplies revenues, decreased sales of our ID2 Meth Scanners, the amortized income from the oncology licensing agreement recognized in 2011, and sale of scrap in 2011.

Cost of revenue was $110,204 and $173,193 for the fiscal years ended October 31, 2012 and 2011, respectively, a decrease of $62,989 or 36%. This decrease was primarily attributable to the amortization of non-cash costs of our oncology licensing agreement from 2011, lower material costs of our products and lower accrued license fees. These decreases were partially offset by increases in purchases of manufacturing supplies. Gross profit margins decreased to 55% in fiscal 2012 from 67% in fiscal 2011

Termination of oncology agreement in 2011 is the revenue earned upon the termination of the Oncology Distribution Agreement of $364,833 netted against the non-cash expense associated with the termination of $433,500.

Selling, general and administrative expense was $715,083 and $839,393 for the fiscal years ended October 31, 2012 and 2011, respectively, a decrease of $124,311 or 15%. This decrease primarily relates decreases in non-cash share-based compensation expenses of approximately $185,000 and compensation of approximately $20,000. These decreases were partially offset by the posting of previously unrecognized claims arising from the bankruptcy proceedings of approximately $71,000.

Research and development expense was $136,035 and $146,718 for the fiscal years ended October 31, 2012 and 2011, respectively, a decrease of $10,683 or 7%. The decrease primarily relates to a decrease in employee and consultant compensation expense of approximately $10,000.

Liquidity and Capital Resources

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. To date, CDEX has incurred substantial losses, and may require financing for operating expense, working capital and other corporate purposes.

As of October 31, 2012, we had positive net working capital of $731,442 including $561,858 of cash. We had a net increase in cash of $516,344 during fiscal year ended October 31, 2012. We used net cash of $274,635 in operating activities during fiscal 2012 primarily related to our net loss of $1,549,647 and an increase in accounts receivable of $10,983, partially offset by non-cash interest expense of $671,655, an increase in current liabilities of $302,711, noncash note discount amortization of $156,953, non-cash share-based compensation of $69,225, a decrease in inventory of $41,076 and depreciation and amortization of $36,759.

For fiscal 2012 our cash flows from investing activities consisted of the purchase of equipment for $12,736.

Net cash provided by financing activities was $803,715, for fiscal 2012, primarily from $828,552 proceeds received under bankruptcy financing.

Approximately $4,200,000 of debt was resolved through the bankruptcy plan proceedings.

Off-Balance Sheet Arrangements

CDEX has not participated in any off balance sheet financing or other arrangements.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates, judgments and assumptions that affect the amounts reported in the financial statements and accompanying notes. Management bases its assumptions on historical experiences and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. In addition, Management considers the basis and methodology used in developing and selecting these estimates, the trends in and amounts of these estimates, specific matters affecting the amount of and changes in these estimates, and any other relevant matters related to these estimates, including significant issues concerning accounting principles and financial statement presentation. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein. Significant estimates include revenue recognition, the valuation of inventory and valuation assumptions used in recognizing stock-based compensation expense.

Revenue Recognition

Sales revenues are recognized when persuasive evidence of an agreement with the customer exists, products are shipped and installation, if necessary, completed, title passes pursuant to the terms of the agreement with the customer, the amount due from the customer is fixed or determinable, collectability is reasonably assured and there are no significant future performance obligations. Service revenues are recognized at the time of performance. Service maintenance revenues are recognized ratably over the term of the agreement. Deferred revenue represents amounts invoiced or received but not recognized as revenue if the above revenue recognition terms are not met.

Inventory

Inventory is valued at the lower of actual cost based on a first-in, first-out basis or market. Inventory includes the cost of component raw materials and manufacturing.

Stock-Based Compensation

We typically determined stock-based compensation expense based on the fair value of awards at the measurement date. In the case of employees, the measurement date is the date of grant. In the case of outside consultants, the measurement date is typically the date at which performance is complete. When the measurement date is not the date of grant, the total cost is typically re-measured at the end of each reporting period based on the fair value on that date. Expense related to share-based payments is recognized over the period during which services are provided.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

All financial statements and supplementary data that are required by this Item are listed in Part IV, Item 15 of this annual report and are presented beginning on Page F-1.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There were no changes in or disagreements with accountants on accounting and financial disclosure.

ITEM 9A. CONTROLS AND PROCEDURES

Management's Report on Internal Control over Financial Reporting

Our Company's management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) for our Company. Our Company's internal control over financial reporting is designed to provide reasonable assurance, not absolute assurance, regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America. Internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our Company's assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles in the United States of America, and that our Company's receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As required by Rule 13a-15(c) promulgated under the Exchange Act, our management, with the participation of our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), evaluated the effectiveness of our internal control over financial reporting as of October 31, 2012. Management's assessment took into consideration the size and complexity of the Company and was based on criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control over Financial Reporting - Guidance for Smaller Public Companies. In performing the assessment, management concluded that internal control over financial reporting was not effective based on criteria set forth by the COSO. The material weaknesses identified in internal control over financial reporting at October 31, 2012 included the

Company’s inability to maintain the proper protection of its accounting system database records and required improvements over the Company’s oversight of processing financing transactions relative to the Company’s notes payable and equity. Concerning this material weakness, management continues to examine the Company’s procedures to include compensating controls to minimize the risk associated with having limited resources.

Notwithstanding these material weaknesses, management believes that the Company’s financial condition, results of operations and cash flows presented in this annual report are fairly presented in all material respects. Management bases its conclusion on our ability to substantiate, with a high degree of confidence, the small number of significant general ledger accounts that comprise the Company’s financial statements.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

Evaluation of Disclosure Controls and Procedures

Disclosure controls are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management carried out an evaluation under the supervision and with the participation of our CEO and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based upon that evaluation, the Company's CEO and CFO have concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level as of October 31, 2012.

Changes in Internal Controls over Financial Reporting

There has been no change in CDEX’ internal control over financial reporting for the quarter ended October 31, 2012 that materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following table sets forth information regarding our executive officers and directors as of January 17, 2012:

NAME	AGE	POSITION	SINCE
Jeffrey K. Brumfield	51	Chariman of the Board of Directors and Chief Executive Officer	August 30, 2010
Stephen A. McCommon	63	Chief Financial Officer and VP of Finance	November 11, 2008
James G. Stevenson	55	Director	December 15, 2010
Jason B. Terrell	32	Director	January 2, 2013
Norm Dawson	71	Director	January 17, 2013
Robert H. Foglesong	67	Former Director	Resigned December 31, 2012
Brian M. Jenkins	70	Former Director	Resigned December 31, 2012
Frank E. Wren	54	Former Director	Resigned December 31, 2012

TERM OF OFFICE

All of our Directors hold office until the next annual general meeting of the stockholders or until their successors are elected and qualified. We ask our Directors to be willing to serve on the Board for a minimum of three years. Our officers are appointed by our board of Directors and hold office until their earlier death, retirement, resignation or removal.

The following is a summary of the business experience of each of our executive officers and directors:

Jeffrey K. Brumfield has been our Chairman of the Board of Directors and Chief Executive Officer since August 30, 2010.

- Mr. Brumfield has over 30 years business development experience founding and operating multiple businesses in several industries including: real-estate development, mortgage brokerage business, commercial and residential construction and retail merchandise.
- Mr. Brumfield has been an investor in CDEX since 2004.
- Mr. Brumfield is an avid philanthropist and supporter of the Boys and Girls Club of America.
- Mr. On December 29, 2010, Mr. Brumfield filed a voluntary petition in the United States Bankruptcy Court for the Southern District of California seeking relief under the provisions of Chapter 7 of Title 11 of the United States Code due to personal circumstances unrelated to the Company.

Stephen A. McCommon has served as our Chief Financial Officer since November 2008.

- Mr. McCommon has been Finance Manager at Applied Energetics, Inc. (AERG.OB) from April 2012 to the present.
- Mr. McCommon was President of TMC Financial Services, LLC, a financial consulting company, from December 2007 to November 2008.
- Mr. McCommon was the Vice President of Finance and Chief Accounting Officer at Applied Energetics, Inc. (AERG.OB) from March 2005 to December 2007 and was the Accounting Manager at Applied Energetics from July 2004 to March 2005.
- Mr. McCommon has over 27 years experience in financial reporting and internal auditing for publicly held companies with additional experience in accounting systems conversions and regulatory compliance.
- Mr. McCommon obtained his Bachelor of Science degree in Accounting from Arizona State University, is a Certified Public Accountant in Arizona and a member of the American Institute of Certified Public Accountants.

James G. Stevenson, PharmD, FASHP., was appointed to serve as a Director of the Company on December 15, 2010.

- Dr. Stevenson has been the Chief Pharmacy Officer at the University of Michigan Health System, Professor and Associate Dean for Clinical Sciences at the University of Michigan College of Pharmacy since 1999.
- Dr. Stevenson serves as the medication safety section editor for the Joint Commission Journal on Quality and Patient Safety.
- From 1989 to 1991, Dr. Stevenson served as Director of Pharmacy Services at West Virginia University Hospitals and from 1991 to 1999 and was the Director of Pharmacy Services for the 8-hospital Detroit Medical Center/Wayne State University.
- Dr. Stevenson received his BS Pharmacy and PharmD degrees from Wayne State University.

Jason Bradley Terrell, M.D., was appointed to serve as a Director of the Company on January 2, 2013.

- Dr. Terrell has been the Company's Medical Director since January 25, 2012.
- Dr. Terrell is currently a corporate medical director for Any Lab Test Now©, the largest direct access medical testing franchise in the United States.
- Dr. Terrell currently owns and operates multiple medical laboratory testing facilities in the Southwest United States.
- Dr. Terrell earned his Bachelor of Science in Biochemistry from Hardin-Simmons University, graduating Summa Cum Laude and recipient of the Holland Medal of Honor.
- Dr. Terrell earned his MD from the University of Texas at Houston School of Medicine.
- Dr. Terrell serves on the Board of Directors for Terrell Oil and Gas Production Company, Inc, a privately held oil and gas exploration, production and operating company and Dr. Terrell is also the owner of Terrell Property Development, specializing in large multi-family real estate development.

Norman J. Dawson was appointed to serve as a Director of the Company on January 17, 2013.

- From 1999 to 2010, Mr. Dawson was Vice President and General Manager of the Local Area Network and Test & Meter division of Acterna Corporation, a privately held company. Mr. Dawson retired in 2010.
- From 1998 to 1999, Mr. Dawson was President and COO of Land 5 Corporation, a venture funded start up.
- From 1990 to 1998, Mr. Dawson was Vice President of Sales of Metacomp, a privately funded company. Metacomp went through a Chapter 11 bankruptcy. Mr. Dawson was appointed by the Board to be Metacomp's President and CEO. Mr. Dawson managed the company through Chapter 11 bankruptcy which then merged with a publicly traded company (Patriot Scientific) adding value to all the shareholders.
- Mr. Dawson has over 48 years in executive management and sales and marketing.
- Mr. Dawson received a BSEE from the University of Quebec in Montreal.

SIGNIFICANT EMPLOYEE/CONSULTANT

Wade M. Poteet, Ph.D., Chief Scientist

In addition to our executive officers and directors, Dr. Wade Poteet, our Principal Scientist, is a significant consultant of CDEX.

- Dr. Poteet has been the Company's Principal Scientist since July 2001.
- Dr. Poteet received NASA certificates of recognition and a public service group award in 1986 for his work on a Spacelab 2 research program.
- Dr. Poteet is credited with the development of numerous products and publications, as well as more than 45 referenced papers and 250 technical reports.
- Dr. Poteet has a wide range of public research institutions and private companies experience, including Infrared Laboratories, CP Systems, Inc., E/ERG, University of Arizona, Rice University, and the National Radio Astronomy Observatory
- Dr. Poteet received his Ph.D. (Experimental Solid State Physics), MS (Physics) and BS (physics) from Virginia Polytechnic Institute.

Section 16(A) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires certain officers and directors of CDEX, and any persons who own more than ten-percent of the common stock outstanding to file forms reporting their initial beneficial ownership of shares and subsequent changes in that ownership with the SEC. Officers and directors of CDEX, and greater than ten-percent beneficial owners are also required to furnish us with copies of all such Section 16(a) forms they file. Based solely on a review of the copies of the forms furnished to us, we believe that during the fiscal year ended October 31, 2012 all section 16(a) all filing requirements were met.

Code of Ethics

CDEX has adopted a Code of Business Conduct and Ethics that applies to all of our employees and directors, including our principal executive officer, principal financial officer and principal accounting officer. Our Code of Business Conduct and Ethics covers all areas of professional conduct including, but not limited to, conflicts of interest, disclosure obligations, insider trading, confidential information, as well as compliance with all laws, rules and regulations applicable to our business.

Upon request made to us in writing at the following address, our Code of Ethics and Business Conduct will be provided without charge:

CDEX Inc.
4555 South Palo Verde Road, Suite 123
Tucson, AZ 85714

Committees of the Board of Directors

In 2007, the Company's Board of Directors formed and approved Charters for its Audit Committee, Executive Compensation Committee, and Corporate Governance and Nominating Committee. The Company is not required to maintain such committees under the rules applicable to it, because its shares are quoted on the over the counter bulletin board ("OTCBB") and are not listed or quoted on a national securities exchange or national quotation system.

Audit Committee

The Audit Committee of the Board of Directors is comprised of all members of the Board and is chaired by James G. Stevenson. The Audit Committee reviews the Company's 10-Ks each fiscal year and conducts periodic reviews of the Company's financial structure. The Audit Committee makes recommendations concerning the engagement of independent public accountants, reviews with the independent public accountants the scope and results of the audit engagement, approves professional services provided by the independent public accountants, reviews the independence of the independent public accountants, considers the range of audit and non-audit fees and reviews the adequacy of our internal accounting controls.

The Board has determined that we do not have an audit committee financial expert serving on the Audit Committee.

Executive Compensation Committee

All members of the Board are members of the Executive Compensation Committee which is chaired by Jason B. Terrell. The committee is responsible for establishing and maintaining executive compensation practices designed to encourage company profitability and enhance long-term shareholder value.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee is comprised all members of the Board and is Chaired by Norman J. Dawson. The Committee is responsible for establishing and maintaining corporate governance practices designed to aid the long-term success of CDEX.

ITEM 11. EXECUTIVE COMPENSATION

The following table discloses for the periods presented the compensation for the persons who served as our Chief Executive Officer and our two most highly compensated other executive officers (not including the Chief Executive Officer) or significant employee whose total individual compensation exceeded $100,000 for the fiscal years October 31, 2012 and 2011 (the "Named Executives"):

Summary Compensation Table

Name and Principal Position	Fiscal Year		Salary	Option Awards [2]		Total
Jeffrey K. Brumfield [1]	2012	$	120,000	-	$	120,000
Chief Executive Officer and	2011	$	125,385	232,462	$	357,847
Chairman of the Board of Directors						

(1) Mr. Brumfield was appointed to his position of Chief Executive Officer and Chairman of the Board on August 30, 2010. During fiscal 2012, Mr. Brumfield was not paid for $20,000 of accrued wages which amount will be settled through the implementation of the Company's bankruptcy plan. During fiscal 2011, Mr. Brumfield deferred $50,000 of his salary. In December 2011, Mr. Brumfield refunded to the Company all of the 2011 salary compensation that he had been paid. At a meeting of the Company's Board of Directors on January 17, 2013, for his leadership in getting the Company through its bankruptcy proceedings, the Board approved the issuance of options to Mr. Jeffrey K. Brumfield, the Company's CEO, for 8,000,000 shares with an exercise price of $0.05 a share exercisable for five years from the date of issuance with the understanding that Mr. Brumfield at the same time of this issuance will forfeit the existing options granted under his employment agreement. At the same meeting the Company's Board of Directors directed the Company to pay a one-time payment to Mr. Brumfield for $19,500.00 as bonus compensation.

(2) The amounts included in the "Option Awards" column represent the aggregate grant date fair value of awards computed in accordance with FASB ASC Topic 718, Compensation — Stock Compensation (disregarding forfeiture assumptions). The fair value of each stock option award is estimated on the date of grant using the Black-Scholes option valuation. For a discussion of valuation assumptions, see Note 8 of our 2012 Financial Statements. In January 2011, as a part of his employment agreement, the Company granted Mr. Brumfield 8,000,000 stock options which will vest 1/2 on the effective date of the agreement, and the remaining 1/2 over the next six years subject to the attainment of certain performance goals.

Employment Agreements

Effective January 21, 2011, the Company entered into an employment agreement with Mr. Brumfield. The agreement provides for an annual salary of $120,000 and the award of 8,000,000 stock options. The options are to vest ½ on the effective date of the agreement and, subject to the attainment of certain performance objectives, ½ over the next six years.

Outstanding Equity Awards at Fiscal Year-End

The following table discloses unexercised options held by the Named Executives at October 31, 2012

	Option Awards			
NAME	Number of Securities Underlying Unexercised Options Exercisable (#)		Option Exercise Price ($)	Option Expiration Date
Jeffrey K. Brumfield	800,000	(1)	0.50	1/21/2017

(1) Mr. Brumfield was originally granted 8,000,000 shares under option with an exercise price of $0.05. Through the 1 for 10 reverse stock split effected by the bankruptcy plan, Mr. Brumfield's options were reduced to 800,000 with an exercise price of $0.50.

Stock Incentive Plans

2002 Stock Incentive Plan

On May 27, 2002, our Board of Directors adopted the 2002 Stock Incentive Plan, under which stock options and restricted stock may be granted to such of our officers, directors, employees or other persons providing services to CDEX as our Board of Directors, or a committee designated by them for this purpose, selects. The plan was approved by our stockholders on July 1, 2002.

Stock options granted under this plan may be nonqualified stock options or incentive stock options, as provided in the plan. Incentive stock options are to be issued in accordance with Section 422 of the Internal Revenue Code of 1986, as amended. As such, incentive stock options may only be issued to employees of CDEX or any subsidiary of CDEX, must have an exercise price of no less than the fair market value of the common stock on the date of the grant; provided, however, that in the event the grantee is a ten percent stockholder, the exercise price shall not be less than 110% of fair market value of the common stock on the date of the grant. The aggregate fair market value of the underlying shares cannot exceed $100,000 for any individual option holder during any calendar year. Incentive stock options granted to a ten percent stockholder must expire no later than five years from the date of grant. Non-incentive options are not subject to the restrictions contained in Section 422, except that pursuant to the plan, such options cannot be exercisable at less than 85% of fair market value and must expire no later than ten years from the date of grant. The options are non-transferable and may not be assigned except that non-incentive options may, in certain cases be assigned to family members of the grantee.

Upon termination of employment (other than for cause) of an employee grantee of options under this plan, the grantee shall have 60 days following such termination, or one year if such termination results from the grantee's death or disability (as defined in the plan), to exercise the vested portion of any option. Holders of options under the plan have no voting or other rights of shareholders except and to the extent that they exercise their options and are issued the underlying shares. Options under the plan may be exercised by the issuance of a promissory note from the grantee, or on a cashless basis by the grantee surrendering a portion of the shares issuable thereunder, as payment of the exercise price in lieu of cash.

Restricted stock granted under this plan may be issued subject to any restrictions set by our Board of Directors in its discretion except that the vesting restrictions for restricted stock granted to individuals who are not officers, directors or consultants of CDEX shall lapse no less rapidly than at a rate of 20% per year for each of the first five years from the grant date. However, the Board of Directors in its discretion may shorten or eliminate the restrictions. Generally, unless otherwise provided by the Board of Directors with respect to a particular grant of restricted stock, holders of restricted stock have the right to vote and receive dividends on their shares, including shares not yet vested. Also, unless otherwise so provided, any unvested shares are deemed forfeited by the grantee upon termination of such grantee's service with CDEX.

2003 Stock Incentive Plan

On July 1, 2003, our shareholders adopted the 2003 Stock Incentive Plan, which has substantially the same terms as the 2002 Stock Incentive Plan. At the annual meeting of stockholders held on June 30, 2004, the shareholders authorized 10,000,000 shares in the aggregate for issuance under both the 2002 and 2003 plans, including 3,000,000 available for the Board of Directors to allocate at their discretion. At the annual meeting of the stockholders held on March 17, 2006, the shareholders approved an amendment to the 2003 Stock Incentive Plan increasing the number of Class A common stock available for issuance by an additional 3,500,000 shares. This amendment increased the aggregate number of shares available for issuance under both the 2002 and 2003 Stock Incentive Plans to 13,500,000. The 2003 Stock Incentive Plan provides for a pro rata increase in the number of shares permitted to be granted or issued for an increase in the authorized shares approved by the shareholders. At a special shareholders' meeting held on January 9, 2007, the shareholders approved an increase in the number of authorized shares from 50.2 million to 100 million. This shareholder action resulted in an automatic increase in the number of shares permitted to be issued or granted under the 2003 Stock Incentive Plan to approximately 26.9 million. At the annual meeting of shareholders on April 9, 2008, the shareholders approved to limit the number of shares issuable under the Company's Stock Incentive Plans to 25% of the authorized shares of the Company. This action resulted in limiting the number of shares issuable under the plans to 25,000,000. At the annual meeting of stockholders held on August 18, 2011, the stockholders approved an increase in the number of authorized shares from 100 million to 300 million. This shareholder action resulted in an automatic increase in the number of shares permitted to be issued or granted under the 2003 Stock Incentive Plan up to 75 million.

Compensation of Directors

For the fiscal year ended October 31, 2012, the Board of Directors did not receive compensation.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth information regarding the beneficial ownership of the Company's Class A common stock, based on information provided by the persons named below in publicly available filings, as of January 17, 2013:

- each of the our directors and executive officers;
- all directors and executive officers of ours as a group; and each person who is known by us to beneficially own more than five percent of the outstanding shares of our Common Stock.

Unless otherwise indicated, the address of each beneficial owner is care of CDEX Inc., 4555 South Palo Verde Road, Suite 123, Tucson, Arizona 85714. Unless otherwise indicated, the Company believes that all persons named in the following table have sole voting and investment power with respect to all shares of common stock that they beneficially own.

For purposes of this table, a person is deemed to be the beneficial owner of the securities if that person has the right to acquire such securities within 60 days of January 17, 2013 upon the exercise of options or warrants. In determining the percentage ownership of the persons in the table below, we assumed in each case that the person exercised all options and warrants and converted all notes which are currently held by that person and which are exercisable/convertible within such 60 day period, but that options and warrants and convertible notes held by all other persons were not exercised or converted, and based the percentage ownership on 59,927,293 shares outstanding on January 17, 2013.

Name And Address Of Beneficial Owner	Position	Amount Of Beneficial Ownership		Percent Of Class (1)
Jeffery K. Brumfield	Executive Officer and Director	12,093,228	(2)	17.3%
Gemini Master Fund, Ltd.	Investor	10,586,791	(3)	16.3%
Jason B. Terrell	Director	3,100,000	(4)	5.0%
Stephen A. McCommon	Executive Officer	1,102,526	(5)	1.8%
James G. Stevenson	Director	280,848	(6)	*
Norman J. Dawson	Director	-		*
All directors and officers as a group (4 persons)		16,576,602		26.6%

* Less than 1%

(1) Computed based upon the total number of shares of Class A common stock, shares of common stock underlying options and shares of common stock underlying warrants held by that person that are exercisable within 60 days of January 17, 2013.
(2) Based on information known by the Company, this represents 2,313,573 shares of Class A common stock, 1,779,655 shares of Class A common stock issuable upon exercise of a warrant which is exercisable within 60 days of January 17, 2013 and options for 8,000,000 shares of Class A common stock exercisable within 60 days of January 17, 2013.
(3) Based on information contained in a report on Form 3 with the SEC on November 16, 2012: The address of Gemini Master Fund, Ltd. ("Gemini") is c/o GEMINI STRATEGIES LLC, 619 South Vulcan, Suite 203, Encinitas, CA 92024. The Reporting Persons own a total of 5,600,757 shares of Common Stock. Gemini also holds 4,986,034 shares of Common Stock issuable upon exercise of a warrant exercisable within 60 days of January 17, 2013. The number of shares of Common Stock into which the Warrant is exercisable at any point in time is limited, pursuant to the terms of such instrument, to that number of shares of Common Stock which would result in the Reporting Persons having beneficial ownership of 9.9% of the total issued and outstanding shares of Common Stock (the "Ownership Limitation").
(4) Based on information known by the Company, this represents 1,600,000 shares of Class A common stock and warrants for 1,500,000 shares of Class A common stock exercisable within 60 days of January 17, 2013.
(5) Based on information known by the Company, this represents 441,263 shares of Class A common stock, warrants for 441,263 shares of Class A common stock exercisable within 60 days of January 17, 2013 and 220,000 options exercisable within 60 days of January 17, 2013.
(6) Based on information known by the Company, this represents 115,848 shares of Class A common stock and options for 165,000 shares of Class A common stock exercisable within 60 days of January 17, 2013.

Changes in Control.

There are no present arrangements or pledges of the Company's securities which may result in a change in control of the Company.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Director Independence

One of our directors, Dr. James G. Stevenson, is an independent director as that term is defined by the applicable rules of the SEC and the Financial Industry Regulatory Authority ("FINRA"). However, because our stock trades on the OTC Bulletin Board, we are not required to have independent directors. If we ever become a listed issuer whose securities are listed on a national securities exchange or on an automated inter-dealer quotation system of a national securities association, which has independent director requirements, we intend to comply with all applicable requirements relating to director independence.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The following is a summary of fees billed to us by S.E. Clark and Co., our independent registered public accounting firm, for professional services rendered for the fiscal years ended October 31, 2011 and 2010:

Description	2012	2011
Audit related fees	$ 26,000	$ 26,976
All other fees	-	-
Total	$ 26,000	$ 26,976

Fees for audit services include fees associated with the annual audit of the Company and the review of our quarterly reports on Form 10-Q.

Pre-Approval Policies and Procedures

The Audit Committee approves all audit services, audit-related services, tax services and other services provided by our auditors. Any services provided by our auditors that are not specifically included within the scope of the audit must be pre-approved by the Audit Committee in advance of any engagement. Under the Sarbanes-Oxley Act of 2002, audit committees are permitted to approve certain fees for audit-related services, tax services and other services, pursuant to a de minimis exception prior to the completion of an audit engagement. In fiscal 2012 and 2011, none of the fees paid to S.E. Clark and Co. were approved pursuant to the de minimis exception.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Consolidated Financial Statements

(1) Financial Statements

Report of Independent Registered Public Accounting Firm
Balance Sheets
Statements of Operations
Statement of Changes in Stockholders' Deficit
Statements of Cash Flows
Notes to Financial Statements

(2) Financial Statement Schedules

Schedule II — Valuation and Qualifying Accounts schedule has been omitted as the required information is included in the Notes to Financial Statements included with this annual report.

All other schedules have been omitted because they are not applicable.

(3) Exhibits

Documents filed as exhibits to this annual report or incorporated by reference:

3.1	Amended and Restates Articles of Incorporation of the Company filed January 2, 2004, together with Certificate of Designation of Rights, Preferences and Privileges (incorporated by reference to the Registrant's Registration Statement on Form SB-2, as filed with the Securities and Exchange Commission on February 2, 2004).
3.2	By-Laws of the Company adopted July 6, 2001 (incorporated by reference to the Registrant's Registration Statement on Form SB-2, as filed with the Securities and Exchange Commission on February 2, 2004).
3.3	Amended and Restated By-laws of the Registrant (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on December 4, 2007).
3.4	Amended and Restated By-laws of the Registrant (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on October 29, 2010).
4.1	Specimen certificate for shares of Company common stock (incorporated by reference to Amendment No. 2 to the Registrant's Registration Statement on Form SB-2, as filed with the Securities and Exchange Commission on June 21, 2004).
4.2	2002 Stock Incentive Plan (Privileges (incorporated by reference to the Registrant's Registration Statement on Form SB-2, as filed with the Securities and Exchange Commission on February 2, 2004).
4.3	2003 Stock Incentive Plan (Privileges (incorporated by reference to the Registrant's Registration Statement on Form SB-2, as filed with the Securities and Exchange Commission on February 2, 2004).
4.4	Form of Securities Purchase Agreement (incorporated by reference to Amendment No. 2 to the Registrant's Registration Statement on Form SB-2, as filed with the Securities and Exchange Commission on June 21, 2004).
10.1	Employment Agreement dated June 11, 2007 between the Registrant and Malcolm H. Philips, Jr. (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on June 15, 2007).
10.2	Employment Agreement effective April 19, 2010 between the Registrant and Donald W. Strickland (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on April 20, 2010).

10.3 Employment Agreement effective January 21, 2011 between the Registrant and Jeffrey K. Brumfield (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on January 31, 2011).

10.4 Form of Securities Purchase Agreement with Gemini Master Fund, Ltd. dated June 25, 2008 (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on June 30, 2008).

10.5 Form of 12% Senior Convertible Note with Gemini Master Fund, Ltd. dated June 25, 2008 (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on June 30, 2008).

10.6 Form of Common Stock Purchase Warrant Agreement with Gemini Master Fund, Ltd. dated June 25, 2008 (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on June 30, 2008)

10.7 Form of Waiver and Amendment with Gemini Master Fund, Ltd. dated December 18, 2008 (incorporated by reference to the comparable exhibit filed with the Registrant's form 10-KSB/A filed with the SEC on March 13, 2009).

10.8 Form of Second Waiver and Amendment with Gemini Master Fund, Ltd. dated February 10, 2009 (incorporated by reference to the comparable exhibit filed with the Registrant's form 10-KSB/A filed with the SEC on March 13, 2009).

10.9 Form of Third Waiver and Amendment with Gemini Master Fund, Ltd. dated February 10, 2009 (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on May 5, 2009).

10.10 Form of Fourth Waiver and Amendment with Gemini Master Fund, Ltd. dated February 10, 2009 (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on June 9, 2009).

10.11 Form of Fifth Waiver and Amendment with Gemini Master Fund, Ltd. dated February 10, 2009 (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on October 27, 2009).

10.12 Form of Note, Warrant Amendment and Amendment and Conversion Agreement with Gemini Master Fund, Ltd. effective April 29, 2011 (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on May 5, 2011).

10.13 Form of Exclusive Oncology Agreement dated August 20, 2010 (incorporated by reference to the comparable exhibit filed with the Registrant's form 8-K filed with the SEC on September 1, 2010).

31.1 Certification of Chief Executive Officer (filed herewith).

31.2 Certification of Chief Financial Officer (filed herewith).

32.1 Section 1350 Certification of Chief Executive Officer (filed herewith).

32.2 Section 1350 Certification of Chief Financial Officer (filed herewith).

101.INS XBRL Instance Document

101.SCH XBRL Schema Document

101.CAL XBRL Calculation Linkbase Document

101.DEF XBRL Definition Linkbase Document

101.LAB XBRL Label Linkbase Document

101.PRE XBRL Presentation Linkbase Document

Signatures

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized on January 29, 2013,

CDEX Inc.

/s/ Jeffrey K. Brumfield
Jeffrey K. Brumfield
Chairman of the *Board of Directors and*
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on the dates indicated by the following persons on behalf of the registrant and in the capacities indicated,

Signature	Title	Date
/s/ Jeffrey K. Brumfield Jeffrey K. Brumfield	Chief Executive Officer and Chairman of the Board of Directors	January 29, 2013
/s/ Stephen A. McCommon Stephen A. McCommon	Chief Financial Officer and Vice President of Finance	January 29 2013
/s/ James G. Stevenson James G. Stevenson	Director	January 28, 2013
/s/ Jason B. Terrell Jason B. Terrell	Director	January 27, 2013
/s/ Norman J Dawson Norman J. Dawson	Director	January 28, 2013

INDEX TO FINANCIAL STATEMENTS

S.E.Clark & Company, P.C.
Registered Firm: Public Company Accounting Oversight Board

Report of Independent Registered Public Accounting Firm

Board of Directors
and Stockholders
CDEX Inc.
Tucson, Arizona

We have audited the accompanying balance sheets of CDEX Inc. (the "Company") as of October 31, 2012 and 2011 and the related statements of operations, changes in stockholders' equity (deficit), and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion the financial statements referred to above present fairly, in all material respects, the financial position of CDEX Inc. as of October 31, 2012 and 2011 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 14 to the financial statements, the accumulation of losses and shortage of capital raise substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also described in Note 14 The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

/s/ **S.E.Clark & Company, P.C.**

Tucson, Arizona
January 25, 2013

742 N. Country Club Road, Tucson, AZ 85716 (520) 323-7774, Fax (520) 323-8174, seclarkcpa@aol.com

CDEX INC.
BALANCE SHEETS
AS OF OCTOBER 31,

	2012	2011
Assets		
Current assets:		
Cash	$ 561,858	$ 45,514
Accounts receivable - net	28,313	17,330
Inventory - net	177,692	218,768
Deferred costs	-	10,708
Total current assets	767,863	292,320
Property and equipment - net	63,814	81,382
Patents - net	56,826	62,794
Other assets	1,504	1,399
Total assets	$ 890,007	$ 437,895
Liabilities and stockholders' equity (deficit)		
Current liabilities:		
Accounts payable and accrued expenses	$ 105,667	$ 413,550
Notes payable and accrued interest	-	2,017,819
Deferred Revenue	52,898	83,614
Total liabilities	158,565	2,514,983
Commitments and contingencies		
Stockholders' equity (deficit)		
Preferred stock - undesignated - $.005 par value per share, 350,000 shares authorized and none outstanding	-	-
Preferred stock - Series A - $.005 par value per share, 150,000 shares authorized and 6,250 outstanding at October 31, 2012 and 6,675 outstanding at October 31, 2011	31	33
Class A common stock - $.005 par value per share, 300,000,000 shares authorized and 11,007,871 outstanding at October 31, 2012 and 11,005,334 outstanding at October 31, 2011	55,039	55,026
Additional paid-in capital	35,150,425	30,792,259
Accumulated deficit	(34,474,053)	(32,924,406)
Total stockholders' equity (deficit)	731,442	(2,077,088)
Total liabilities and stockholders' equity (deficit)	$ 890,007	$ 437,895

The accompanying notes are an integral part of these Financial Statements.

CDEX INC.
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED OCTOBER 31,

	2012	2011
Revenue	$ 242,568	$ 516,322
Cost of revenue	110,204	173,193
Gross profit	132,364	343,129
Operating expenses:		
Selling, general and administrative	715,083	839,394
Research and development	136,035	146,718
Termination of oncology agreement - net	-	68,667
Total operating expenses	851,118	1,054,779
Loss from operations	(718,754)	(711,650)
Other (expenses):		
Note discount amortization	(156,953)	(569,911)
Interest expense	(671,255)	(275,312)
Other expenses	(2,685)	-
Total other expense	(830,893)	(845,223)
Net loss	$ (1,549,647)	$ (1,556,873)
Basic and diluted net loss per common share:	$ (0.14)	$ (0.18)
Basic and diluted weighted average common shares outstanding	10,999,697	8,423,637

The accompanying notes are an integral part of these Financial Statements.

CDEX INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)

	Series A Preferred Stock		Class A Common Stock		Additional Paid-in	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Deficit	Total
Balance, October 31, 2010	6,675	$ 33	6,653,546	$ 33,264	$ 27,943,604	$ (31,367,533)	$ (3,390,632)
Conversion of notes payable	-	-	3,011,582	15,058	1,970,404	-	1,985,462
Share-based compensation expense	-	-	388,836	1,947	311,587	-	313,534
Fair value of w arrants issued	-	-	-	-	95,736	-	95,736
Shares issued for oncology agreement	-	-	951,370	4,757	470,928	-	475,685
Net loss	-	-	-	-	-	(1,556,873)	(1,556,873)
Balance, October 31, 2011	6,675	33	11,005,334	55,026	30,792,259	(32,924,406)	(2,077,088)
Share-based compensation expense	-	-	-	-	69,225	-	69,225
conversion of preferred to common sto	(425)	(2)	2,537	13	(11)	-	-
bankruyptcy plan going effective	-	-	-	-	4,288,952	-	4,288,952
Net loss	-	-	-	-	-	(1,549,647)	(1,549,647)
Balance, October 31, 2012	6,250	$ 31	11,007,871	$ 55,039	$ 35,150,425	$ (34,474,053)	$ 731,442

The accompanying notes are an integral part of these Financial Statements.

CDEX INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED OCTOBER 31,

	2012	2011
Cash flows from operating activities:		
Net loss	$ (1,549,647)	$ (1,556,873)
Adjustments to reconcile net loss to cash used by operating activities:		
Depreciation and amortization	36,759	38,074
Note discount amortization	156,953	569,911
Share-based compensation	69,225	313,534
Shares issued under oncology agreement	-	475,685
Loss recognized on disposal of equipment	296	15,304
Noncash interest expense	671,655	275,312
Changes in operating assets and liabilities:		
Accounts receivable	(10,983)	4,971
Inventory	41,076	(25,378)
Prepaid expenses and other assets	7,320	(5,283)
Current liabilities	302,711	(429,205)
Proceeds from oncology agreement	-	-
Net cash used by operating activities	(274,635)	(323,948)
Cash flows from investing activities:		
Purchase of property and equipment	(12,736)	(17,368)
Net cash used by investing activities	(12,736)	(17,368)
Cash flows from financing activities:		
Proceeds received under bankruptcy financing	828,552	-
Proceeds from issuance of convertible notes payable	-	100,000
Repayment of notes payable	(24,837)	(26,014)
Net cash provided by financing activities	803,715	73,986
Net increase (decrease) in cash	516,344	(267,330)
Cash, beginning of the year	45,514	312,844
Cash, end of the year	$ 561,858	$ 45,514
Supplemental cash flow information:		
Cash payments for interest	$ -	$ -
Cash payments for taxes	-	-
Liabilities resolved through implementation of Bankruptcy plan	4,216,230	-
Previously unrecognized claims cleared through implementation of Bankruptcy plan	72,722	-
Conversion of notes payable and accrued interest to common stock	-	1,985,462
Conversion of accrued expenses and accounts payable into notes payable	2,093	-
Warrants issued for Oncology Agreement	-	8,886
Warrant incremental value on renegotiated debt	-	86,850

The accompanying notes are an integral part of these Financial Statements.

CDEX INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED OCTOBER 31, 2012 and 2011

1. Organization of Business and Basis of Presentation

CDEX Inc. (“CDEX”, “we”, “us”, “our” or the “Company”) is a technology development company incorporated in the State of Nevada on July 6, 2001 with a corporate office and research and development facility in Tucson, Arizona. Our Class A common stock is currently being traded on the OTCBB under the symbol "CDEX.OB." Our long term strategic plans focus on applying our patented and patents pending chemical detection technologies to develop products in various markets including the healthcare, security and brand protection markets, as addressed below:

1. Healthcare - Validation of medications, training and quality assurance (e.g., validation of prescription and compounded medications to provide for patient safety, training of medical staff regarding compounding practices and detection of the diversion of narcotics and controlled substances);

2. Security and Public Safety - Identification of substances of concern (e.g., explosives, illegal drugs and the detection of counterfeit drugs and medications to assist in the protection of the nation's drug supply); and

3. Brand Protection - Detection of counterfeit or sub-par products for brand protection (e.g., inspection of incoming raw materials, outgoing final products and products in the distribution channel).

4. The Company is also exploring unique opportunities in select markets verticals where its proprietary technology may provide low cost/ realtime solutions to a growing concern such as conducting urine, blood and saliva analysis for detecting illegal drugs and performance enhancement substances.

Virtually all CDEX product development has been based on applying the same underlying technologies. CDEX anticipates developing and/or acquiring other technologies in the future through partnering and investment. However, unless and until such time as we acquire or develop other technology assets, all of the Company's revenues will come from products developed from our current suite of patents and patents pending technologies, or through licensing arrangements with companies with related intellectual property.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates, judgments and assumptions that affect the amounts reported in the financial statements and accompanying notes. Management bases its assumptions on historical experiences and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. In addition, Management considers the basis and methodology used in developing and selecting these estimates, the trends in and amounts of these estimates, specific matters affecting the amount of and changes in these estimates, and any other relevant matters related to these estimates, including significant issues concerning accounting principles and financial statement presentation. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein. Significant estimates include revenue recognition, the valuation of inventory and valuation assumptions used in recognizing stock-based compensation expense. Certain reclassifications have been made to prior period financial statement amounts to conform to the current presentation.

2. Summary of Significant Accounting Policies

Revenue Recognition

Sales revenues are recognized when persuasive evidence of an agreement with the customer exists, products are shipped and installation, if necessary, completed, title passes pursuant to the terms of the agreement with the customer, the amount due from the customer is fixed or determinable, collectability is reasonably assured and there are no significant future performance obligations. Service revenues are recognized at the time of performance. Service maintenance revenues are typically recognized ratably over the term of the agreement. Deferred revenue represents amounts invoiced or received but not recognized as revenue if the above revenue recognition terms are not met.

Allowance for Doubtful Accounts

We maintain an allowance for doubtful accounts based on the expected collectability of our accounts receivable. We perform credit evaluations of significant customers and establish an allowance for doubtful accounts based on the aging of receivables, payment performance factors, historical trends and other information. In general, we reserve a portion of those receivables outstanding more than 90 days and 100% of those outstanding more than 120 days. We evaluate and revise our reserve on a monthly basis based on a review of specific accounts outstanding and our history of uncollectible accounts. The changes to the allowance for doubtful accounts for the years ended October 31, 2012 and 2011 are as follows:

	Year Ended October 31, 2012	Year Ended October 31, 2011
Balance, beginning of the year	$ -	$ 2,810
Adjustments charged to reserves	-	-
Bad debts charged to reserves	-	(2,810)
Balance, end of the year	$ -	$ -

Inventory

Inventory is valued at the lower of actual cost based on a first-in, first-out basis, or market. Inventory includes the cost of component raw materials and manufacturing. Due to the nature of our inventory, we analyze inventory on an item-by-item basis for obsolescence. The changes to obsolescence reserve for the years ended October 31, 2012 and 2011 are as follows:

	Year Ended October 31, 2012	Year Ended October 31, 2011
Balance, beginning of the year	$ 13,493	$ 8,838
Inventory obsolescence adjustments	11,872	4,655
Balance, end of the year	$ 25,365	$ 13,493

Property and Equipment

Property and equipment are recorded at historical cost and are depreciated using the straight-line method over the estimated useful lives of the related assets, which range from two to seven years. Depreciation expense was $30,791 and $21,564 for the years ended October 31, 2012 and 2011, respectively.

Beneficial Conversion Features

The intrinsic value of a beneficial conversion feature inherent to a convertible note payable, which is not bifurcated and accounted for separately from the convertible note payable and may not be settled in cash upon conversion, is treated as a discount to the convertible note payable. This discount is amortized over the period from the date of issuance to the date the note is due using the effective interest method. If the note payable is retired prior to the end of its contractual term, the unamortized discount is expensed in the period of retirement to interest expense. In general, the beneficial conversion feature is measured by comparing the effective conversion price, after considering the relative fair value of detachable instruments included in the financing transaction, if any, to the fair value of the common shares at the commitment date to be received upon conversion.

Research and Development Costs

Research and development costs include compensation for employees and contractors, rent, professional services, materials, lab equipment and disposals.

Share-Based Payments

Share-based compensation costs are recognized as a component of selling, general and administrative expense in the Statements of Operations. Compensation expense for share-based payment arrangements with our employees is based on the grant date fair value of awards. We apply the Black-Scholes option pricing model to determine the fair value of stock options and apply judgment in estimating key assumptions that are important elements in the model and in expense recognition, such as the expected stock-price volatility, expected stock option life, expected dividends and expected forfeiture rates. Restricted stock awards with performance based vesting provisions are expensed based on our estimate of achieving the specific performance criteria on a straight-line basis over the requisite service period. We perform periodic reviews of the progress of actual achievement against the performance criteria in order to reassess the likely vesting scenario and, when applicable, realign the expense associated with that outcome.

For share-based payments to non-employee consultants, the fair value of the share-based consideration issued is typically used to measure the transaction, as management believes this to be a more reliable measure of fair value than the services received. We apply the Black-Scholes option pricing model to determine the fair value of stock options or warrants that are granted. Consideration for services rendered by non-employee consultants is generally measured at the fair value of the Company's common stock or stock options on the date that performance is complete.

Patents

The Company capitalizes the costs of obtaining patents when patents are granted. Patents are amortized over their useful lives, which is generally ten years. Amortization expense relative to patents was $5,968 and $7,624 for fiscal 2012 and 2011, respectively.

Income Taxes

Deferred tax assets and liabilities are recognized currently for the future tax consequences attributable to the temporary differences between the financial statement carrying amounts of assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets if it is more likely that such assets will not be realized. We consider all available evidence, both positive and negative, to determine whether, based on the weight of that evidence, a valuation allowance is needed for some portion or all of a net deferred tax asset. Judgment is used in considering the relative impact of negative and positive evidence. In arriving at these judgments, the weight given to the potential effect of negative and positive evidence is commensurate with the extent to which it can be objectively verified. We record a valuation allowance to reduce our deferred tax assets and review the amount of such allowance annually. When we determine certain deferred tax assets are more likely than not to be utilized, we will reduce our valuation allowance accordingly.

As of October 31, 2012 and 2011, we did not recognize any assets or liabilities relative to uncertain tax positions, nor do we anticipate any significant unrecognized tax benefits will be recorded during the next 12 months. Any interest or penalties related to unrecognized tax benefits is recognized in income tax expense. Since there are no unrecognized tax benefits as a result of tax positions taken, there are no accrued penalties or interest. We are subject to tax audits for our U.S.

federal and certain state tax returns for tax years 2006 to 2012. Tax audits by their very nature are often complex and can require several years to complete.

Fair Value Measurements

The carrying amounts of items reflected in current assets and current liabilities, as well as notes payable, approximate their fair value due to the short-term nature of their underlying terms.

Concentrations

For fiscal 2012 and 2011, our revenues consisted of transactions with 26 and 32 customers, respectively. In fiscal 2012, approximately 47% of our revenues were derived from our ValiMed Maintenance fees. In fiscal 2011, 48% of our revenues were derived from the Oncology Distribution Agreement.

At times, the Company maintains cash balances that exceed federally insured limits. Our cash balances are maintained with financial institutions with high credit standing and accordingly, the Company does not believe that this results in any significant credit risk.

Net Loss Per Common Share

Basic net loss per share was determined by dividing the net loss by the weighted average number of common shares outstanding during each year. The effect of common stock equivalents is not considered as it would be anti-dilutive.

Recently Issued Accounting Pronouncements

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, balance sheet or cash flow.

3. Inventory

Inventory consisted of the following at October 31, 2012 and 2011:

	2012	2011
Raw materials	$ 115,556	$ 120,409
Finished goods	87,501	111,852
Subtotal	203,057	232,261
Obsolescence reserve	(25,365)	(13,493)
Total inventory	$ 177,692	$ 218,768

4. Property and Equipment

Property and equipment consisted of the following at October 31, 2012 and 2011:

	2012	2011
Furniture, fixtures and leasehold improvements	$ 2,931	$ 2,931
Equipment	594,795	707,500
Leased equipment	70,654	70,654
	668,380	781,085
Less: Accumulated depreciation	(604,566)	(699,703)
Property and equipment - net	$ 63,814	$ 81,382

5. Patents

Patents consisted of the following at October 31, 2012 and 2011:

	2012	2011
Patents	$ 100,000	$ 100,000
Less: Accumulated amortization	(43,174)	(37,206)
Patents - net	$ 56,826	$ 62,794

Future amortization expense for our patents for the next five fiscal years is as follows:

Five-Year Projected Patent Amortization

Fiscal Years Ending October 31,	Amount
2013	$ 6,518
2014	5,752
2015	5,075
2016	4,478
2017	3,951

6. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following at October 31, 2012 and 2011:

	2012	2011
Accounts payable	$ 34,133	$ 195,925
Deferred compensation	57,480	168,986
Legal fees	11,679	29,854
Accrued payable to a distributor	2,375	18,785
	$ 105,667	$ 413,550

7. Income Taxes

The benefit from income taxes reflected in the accompanying financial statements, all of which is deferred, varies from the amounts that would have been computed using statutory rates as follows:

	2012	2011
Federal income taxes at the maximum statutory rate	$ 526,880	$ 529,337
State income taxes, net of federal tax effect	71,284	71,616
Permanent differences	10,898	10,421
Increase in valuation allowance	(609,062)	(611,374)
Benefit from income taxes	$ -	$ -

Deferred income taxes consisted of the following as of October 31, 2012 and 2011:

	2012	2011
Stock-based compensation	$ 366,154	$ 339,433
Fixed asset basis difference	76,826	92,046
Receivables excluded from income for income tax reporting purposes	10,929	6,689
Accounts payable and accrued expenses deducted for financial statement purposes, but not for income tax reporting	40,787	159,630
Net operating loss carryforwards	8,041,108	7,355,539
Deferred tax asset	8,535,804	7,953,337
Valuation allowance	(8,535,804)	(7,953,337)
Total	$ -	$ -

For income tax purposes, the Company has net operating loss carryforwards of approximately $20.8 million at October 31, 2012 that, subject to applicable limitations, may be applied against future taxable income. If not utilized, the net operating loss carryforwards will expire between 2022 and 2026.

8. Share-Based Payments

Stock Options and Stock Grants

The Company a 2003 Stock Incentive Plan (the “Plans”). The Plans provide for the issuance of stock options and stock grants. The 2003 Stock Incentive Plan permits the issuance of up to 75,000,000 shares through July 1, 2013. The 2003 Plan also provides for specific numbers of shares to be awarded upon the achievement of defined performance based milestones. As of October 31, 2012, there are 72,720,477 shares available for grant from the Plans.

No options were granted during the fiscal year ended October 31, 2012. During the year ended October 31, 2011, the Company granted stock options for the purchase of 8,000,000 Class A Common Shares with an aggregate grant date fair value of $232,462. We have a practice of issuing new stock to satisfy the exercises of stock options. Stock options were granted with an exercise price equal to the market price of the stock at the date of grant. Options granted were exercisable pursuant to vesting schedules from immediate to six years.

No restricted shares were granted during the fiscal year ended October 31, 2012. During the year ended October 31, 2011, the Company awarded 2,653,962 restricted shares of Class A Common Shares to its Board of Directors. The restricted stock awards vest over six months and have an aggregate grant date fair value of $112,033. We have a practice of issuing new stock to satisfy restricted stock grants. At October 31, 2012, there were no unrecognized compensation costs related to unvested restricted stock awards, and no unrecognized compensation costs related to unvested stock options.

Stock option activity for fiscal years 2012 and 2011 under the Plan is as follows (the table retroactively reflects the 1 for 10 reverse stock split effective October 5, 2012):

	Number of Shares Issuable	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at October 31, 2010	301,000	0.90		
Options granted	800,000	0.50		
Options cancelled/forfeited	(2,500)	0.40		
Options expired	(120,500)	0.63		
Outstanding at October 31, 2011	978,000	0.50	4.67	$250
Options Granted	-	-		
Options Cancelled/Forfeited	-	-		
Options Expired	(67,500)	0.84		
Outstanding at October 31, 2012	910,500	0.50	4.40	-
Exercisable at October 31, 2012	910,500	0.50	4.40	-

Total compensation expense related to stock awards for employees and consultants was $69,225 and $313,534 for the years ended October 31, 2012 and 2011, respectively. As of October 31, 2012, there were 40,000 options outstanding that had been issued to external consultants.

The fair value of restricted stock was estimated using the closing price of our Class A Common Stock on the date of award and fully recognized upon vesting.

We determine the fair value of share-based awards at their grant date, using a Black-Scholes Option Pricing Model, however, no options were issued during fiscal 2012 so those pricing assumptions in the following table are blank. For options granted in fiscal year 2011, we used the simplified method of estimating expected terms as described in Staff Accounting Bulletin No. 107. Actual compensation, if any, ultimately realized by option recipients may differ significantly from the amount estimated using an option valuation model.

	2012	2011
Weighted average grant date fair value	-	$0.03
Expected volatility	-	75%
Expected dividends	-	0%
Expected term (years)	-	3.0 - 4.17
Risk free rate	-	0.0005

Warrants

As a part of the Bankruptcy plan discussed in note 11,, all warrants were cancelled. Warrants under the plan were issued subsequent to October 31, 2012. The following summarizes activity for fiscal years 2012 and 2011 for warrants to purchase our common stock (the table retroactively reflects the 1 for 10 reverse stock split effective October 5, 2012):

	Number of Shares Issuable	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)
Outstanding and exercisable at October 31, 2010	574,656	$ 1.51	
Issued	538,500	$ 0.50	
Expired	(178,339)	$ 2.16	
Outstanding at October 31, 2011	934,817	$ 0.80	
Expired	(934,817)	$ 0.80	
Outstanding and exercisable at October 31, 2012	-	$ -	-

9. Notes Payable

Our notes payable consisted of the following at October 31, 2012 and 2011:

	2012	2011
Gemini Master Fund, Ltd.10% to 12% convertible note with warrants, net of discount of $141,214 and $561,323 as of October 31, 2011 and 2010, respectively	$ -	$ 766,305
Notes payable to Malcolm H. Philips, Jr. and entities controlled by Mr. Philips - interest at 9% to 10%,convertible with warrants net of discount of $13,238 and $66,191 as of October 31, 2011 and 2010, respectively	-	493,775
Convertible 10% notes payable to Mr. George Cohen	-	44,805
Convertible 10% notes payable to 17 entities due February 1, 2012	-	691,903
Noninterest bearing notes to 5 individuals	-	21,031
Total Notes payable	-	2,017,819
Less: Current portion	-	2,017,819
Long-term portion	$ -	$ -

As further described in note 11, the Company filed for bankruptcy protection on February 10, 2012. The effect of this filing was to stop the accrual of interest during the pendency of the bankruptcy. Additionally, in the event of a default on the 10% Senior Convertible Notes, the Company is required to recognize a Mandatory Default Amount ("MDA") which is defined in the notes as the sum of (i) the greater of (A) 130% of the outstanding principal amount of the note, plus 100% of accrued and unpaid interest thereon, or (B) the outstanding principal amount of the note, plus all accrued and unpaid interest thereon, divided by the conversion price on the date the MDA is either (a) demanded (if demand or notice is required to create an event of default) or otherwise due or (b) paid in full, whichever has a lower price, multiplied by the volume weighted average price ("VWAP") on the date the MDA is either (x) demanded or otherwise due or (y) paid in full, whichever has a higher VWAP, and (ii) all other amounts, costs, expenses and liquidated damages due in respect of the note. The financial statements for the fiscal year ended October 31, 2012 reflect the accrual of interest expense on our notes payable to February 10, 2012 as well as the accrual of the MDA for our 10% Senior Convertible Notes.

During the fiscal year ended October 31, 2012, we receive approximately $132,000 “Administrative Expense” financing allowed for under section 364(a) of the Bankruptcy code.

During the fiscal year ended October 31, 2012, cash payments totaling approximately $16,000 were made on the Administrative Expense financing and payments totaling $8,000 were made on the Company’s non-interest bearing notes.

On October 5, 2012, the Company’s Bankruptcy plan became effective. The schedule above reflects the effect of the plan where all notes payable were satisfied through the issuance of stock.

During the three months ended January 31, 2011, Gemini Master Fund Ltd. (“Gemini”) converted $42,860 of accrued interest on their note into 857,205 shares of CDEX Class A common stock.

During the three months ended April 30, 2011, two holders of our 10% convertible notes converted approximately $528,000 of accrued interest and principal into 6,855,506 shares of CDEX Class A common stock. Also, the Company entered into a Term Note (“Note”) and a Warrant Amendment with Gemini Master Fund Ltd. (“Gemini”). The Note is for $100,000 with an interest rate of 10.5% and is convertible into CDEX common stock at the rate of $0.05 a share and is due March 1, 2012 (subject to acceleration). The Warrant Amendment modifies the Gemini’s existing warrant by increasing the number of shares under the warrant from 5,000,000 to 8,000,000 shares and reduces the exercise price from $0.08 a share to $0.05 a share. The effect of the Warrant Amendment increased the incremental relative fair value of the warrant by approximately $87,000, which the Company has recognized as a discount to the Note and will amortize over the remaining life of the Note. The Company also entered into an Amendment and Conversion Agreement with Gemini which amends the $1,151,000 February 15, 2010 note issued to Gemini by changing the conversion price to $0.05 a share and specifying certain circumstances under which Gemini will be required to convert a portion of its note.

In May 2011, Gemini converted a portion of our 10% convertible notes of $480,000 principal and accrued interest into 9,600,000 shares of the Company’s common stock. Also in May 2011, entities controlled by Malcolm H. Philips, Jr. converted approximately $317,000 principal and accrued interest of our 10% convertible notes into 4,541,645 shares of the Company’s common stock. Additionally, other holders of our notes converted approximately $598,000 principal and interest of our 10% notes into 8,012,782 shares of the Company’s common stock. The notes were converted at the rates of $0.05 to $0.08 a share. In June 2011, a holder of our notes with a principal and accrued interest balance of approximately $20,000 converted the note into 248,680 shares of the Company’s common stock at the rate $0.08 a share.

During the fiscal year ended October 31, 2011, payments totaling approximately $25,000 were made on the Company’s non-interest bearing notes.

10. Stockholders’ Equity

During the three months ended January 31, 2012 a shareholder converted 425 shares of Preferred Stock Series A into 25,374 shares of Class A common stock.

The financial statements for the fiscal year ended October 31, 2012 reflect the impact of Company’s Bankruptcy Plan going “effective” on October 5, 2012. As a part of the Plan, the Company underwent a 1 for 10 reverse stock split of its common stock. Additionally, as a part of the Plan approximately $3.5 million in liabilities, $116,000 of administrative financing and $700,000 will be resolved with the issuance of approximately 43 million shares of Series A common stock and warrants for approximately 43 million shares of Series A common stock.

Due to administrative delays, the stock and warrants issued under the Plan were being issued after October 31, 2012.

During the three months ended January 31, 2011 Gemini Master Fund Ltd. (“Gemini”) converted $42,860 of accrued interest on their note into 857,205 unrestricted shares of CDEX Class A common stock, or approximately $0.05 per share. Also, 260,600 shares of restricted stock awards were returned to the Company and cancelled from Thomas Payne, who had resigned from the Board. Additionally, the Company issued 50,000 shares of restricted common stock, with a grant date fair value of $2,500, to a consultant for services performed

During the three months ended April 30, 2011, two holders of our 10% convertible notes converted approximately $528,000 of accrued interest and principal into 6,855,506 shares of CDEX Class A common stock. Additionally, the Company issued 1,500,000 shares of stock, with a grant date fair value of $58,000, to an independent contractor for services performed.

In May 2011, Gemini converted a portion of our 10% convertible notes of $480,000 principal and accrued interest into 9,600,000 shares of the Company's common stock. Also in May 2011, entities controlled by Malcolm H. Philips, Jr. converted approximately $317,000 principal and accrued interest of our 10% convertible notes into 4,541,645 shares of the Company's common stock. Additionally, other holders of our notes converted approximately $598,000 principal and interest of our 10% notes into 8,012,782 shares of the Company's common stock. The notes were converted at the rates of $0.05 to $0.08 a share. In June 2011, a holder of our notes with a principal and accrued interest balance of approximately $20,000 converted the note into 248,680 shares of the Company's common stock at the rate $0.08 a share.

In September, 2011, the Company entered into an agreement to issue 8,670,000 shares of CDEX common stock, valued at $433,500, to the original investors of the Exclusive Distribution Agreement ("Agreement") to cancel the Agreement effective September 20, 2011. The original investors are PEMCO, LLC and Messrs. Peter Maina, Robert Stewart, Milton Datsopoulos and Scott Newby. Refer to Note 9.

During the fiscal year ended October 31, 2011, as a part of the Company's Board of Director 2010 Compensation Plan, the Company issued 2,653,962 restricted stock awards to its independent directors as compensation for their participation on the Company's Board. These awards vest over six months.

11. Bankruptcy

On September 4, 2012, the United States Bankruptcy Court for the District of Arizona, Judge James Marlar, signed the Order Confirming CDEX' Chapter 11 Plan of Reorganization ("Plan") as prepared by CDEX' attorney, Eric Slocum Sparks. The effect of the Order is to create a new contract between CDEX and its creditors as set forth in the Plan. The following outlines the resolution of the claims to the Company under the Plan.

Reverse Stock Split: At the time of filing, outstanding shares in CDEX total approximately 110,000,000. Current outstanding shares in CDEX will undergo a 1 for 10 Reverse Stock Split, which will bring the amount of outstanding shares to approximately 11,000,000. As part of the Plan, CDEX will implement the 1 for 10 Reverse Stock Split of the Old CDEX Common Stock, such that each 10 shares shall, following the Reverse Stock Split (and subject to adjustment for fractional entitlements), be consolidated into one (1) share of New Common Stock. The aggregate fractional share interests of each holder of Old CDEX Common Stock shall be rounded up to the nearest whole number. On the Effective Date or as soon as practicable thereafter, the Reorganized Debtor expects to apply to have the New Common Stock listed on the Over the Counter Stock Exchange ("OTC") or, if Reorganized Debtor is unable to have the New Common Stock listed on the OTC, other national securities exchange. All existing warrants to purchase shares of Old CDEX Common Stock will be extinguished upon consummation of the Plan. The financial statements reflect the reverse stock split as if it occurred retroactively.

Classification, CDEX' Plan divides claims against CDEX into multiple separate classes that are in accordance with the Bankruptcy Code. Unless otherwise expressly stated in the Plan, distributions to holders of allowed claims are in full satisfaction of their allowed claims. All claims against the Debtor arising prior to confirmation will be discharged by performance of the Plan on the Effective Date to the extent that such claims are dischargeable under the Bankruptcy Code. For the purposes of the Plan, claims are classified and treated as follows:

Class One - Administrative Claims.

> Class One consists of all claims for the cost of administration of CDEX' bankruptcy estate. Included in this class are all claims for administrative expenses entitled to priority under Bankruptcy Code §507(A)(1), such as professional fees and costs, as approved by the Bankruptcy Court of the attorneys, accountants, and other professional persons employed by CDEX, and all actual and necessary expenses of operating CDEX' business pursuant to Bankruptcy Code §503(b), including without limitation, all fees charged against CDEX' business pursuant to Chapter 123 of Title 28, United States Code. Debtor believes claims in this class may exceed $150,000.00.

> Treatment: The Plan provides for the payment in cash, in full, of all allowed Administrative Claims on the later of the Effective Date or the date upon which such Claims become Allowed Claims, or as otherwise ordered by the Bankruptcy Court. Class One claims will be paid from assets of the estate. As of October 31, 2012, there were Class One claims totaling approximately $132,000.

Class Two - Claims of Governmental Units

> Class Two claims consist of all allowed claims of the United States Internal Revenue Service ("IRS") and/or State of Arizona, Department of Revenue ("DOR") and/or the Department of Economic Security ("DES"), City of Tucson or other government agency which are entitled to priority pursuant to Section 507(a)(8) of the Bankruptcy Code except ad valorem taxes. Debtor is aware of a proof of claim filed by Internal Revenue in this class in the amount of $594.72.

> Treatment: Each holder of a Class Two allowed claim shall retain its lien or claim, in accordance with Section 1129 of the Bankruptcy Code. The claim shall bear simple interest at a fixed rate equal to that rate which would be required to be paid as of the Effective Date under Section 6621 and/or 6622 of the Internal Revenue Code, or such other interest rate as the Bankruptcy Court determines is sufficient to confer upon the tax claim a value as of the Effective Date equal to the principal amount of such claim. The allowed claim shall be payable in two equal monthly installments of principal, along with accrued interest. The first payment shall commence on the first day of the month immediately following the month of the Effective Date. The claim is subject to prepayment at any time without penalty or premium and shall have such other terms as required by law.

Class Three - Employee Priority Claims

> Class Three consists of allowed claims arising under Bankruptcy Code Section 507(a)(3) and (4) including claims for accrued vacation, sick days, holidays and wages earned by employees of CDEX within 90 days before the filing of the bankruptcy petition. Debtor estimates claims in this class at $23,000.

> Treatment: The Plan provides that each and every holder of a Class Three Allowed Claim shall receive shares of stock on account of its claim. Each allowed claim will be divided by .05 in order to obtain a share value exchange of its claim and the claimant will receive that amount of shares of stock plus an equal number of warrants for future purchase at an exercise price of $0.10 effective for five years after the date of issuance. Any liens held by the Class Three creditors shall be null and void and removed as of the Effective Date. CDEX estimates that Class Three Creditors will receive approximately 458,000 shares of New Common Stock and 458,000 warrants.

Class Four - Unsecured Claims of Senior 10% Noteholders

> Class Four consists of allowed unsecured claims of the holders of 10% Senior Convertible Notes. Debtor estimates claims in this class at $2,773,000.

> Treatment: The Plan provides that each and every holder of a Class Four Allowed Claim shall receive shares of stock on account of its claim. Each allowed claim will be divided by .15 in order to obtain a share value exchange of the claim and the claimant will receive that amount of shares of stock plus an equal number of warrants for future purchase at an exercise price of $0.30 effective for five years after the date of issuance. Any liens held by the Class Four creditors shall be null and void and removed as of the Effective Date. CDEX estimates that Class Four Creditors will receive approximately 18,484,000 shares of New Common Stock and 18,484,000 warrants.

Class Five - Unsecured Claims of Non-Interest Noteholders

> Class Five consists of allowed unsecured claims of the holders of Non-Interest Notes. Debtor estimates claims in this class at $15,000.

> Treatment: The Plan provides that each and every holder of a Class Five Allowed Claim shall receive shares of stock on account of its claim. Each allowed claim will be divided by .25 in order to obtain a share value exchange of the claim. Any liens held by the Class Five creditors shall be null and void and removed as of the Effective Date. CDEX estimates that Class Five Creditors will receive approximately 59,000 shares of New Common Stock.

Class Six - Unsecured Deferred Compensation Claims

> Class Six consists of allowed unsecured deferred compensation claims. CDEX estimates claims in this class at $258,000.

> Treatment: The Plan provides that each and every holder of a Class Six Allowed Claim shall receive shares of stock on account of its claim. Each allowed claim will be divided by .05 in order to obtain a share value exchange of the claim and the claimant will receive that amount of shares of stock plus an equal number of warrants for future purchase at an exercise price of $0.10 effective for five years after the date of issuance. Any liens held by the Class Six creditors shall be

null and void and removed as of the Effective Date. CDEX estimates that Class Six Creditors will receive approximately 5,167,000 shares of New Common Stock and 5,167,000 warrants.

Class Seven - Unsecured Claims of George Cohen

> Class Seven consists of the allowed unsecured claims of George Cohen for past due convertible notes. Debtor estimates claims in this class at $46,000.

> Treatment: The Plan provides that each and every holder of a Class Seven Allowed Claim shall receive shares on account of its claim. Each allowed claim will be divided by .15 in order to obtain a share value exchange of the claim and the claimant will receive that amount of shares of stock plus an equal number of warrants for future purchase at an exercise price of $0.30 effective for five years after the date of issuance. Any liens held by the Class Seven creditor shall be null and void and removed as of the Effective Date. CDEX estimates that Class Seven Creditors will receive approximately 307,000 shares of New Common Stock and 307,000 warrants.

Class Eight - Unsecured Trade Claims

> Class Eight consists of the allowed unsecured claims of trade creditors. Debtor estimates claims in this class at $308,000.

> Treatment: The Plan provides that each and every holder of a Class Eight Allowed Claim shall receive shares on account of their claim. Each allowed claim will be divided by .25 in order to obtain a share value exchange of the claim. Any liens held by the Class Eight creditors shall be null and void and removed as of the Effective Date. CDEX estimates that Class Eight Creditors will receive approximately 1,230,000 shares of New Common Stock.

Class Nine - Client Deposits

> Class Nine consists of the allowed unsecured claims of Dr. Jason Terrell and Governor Juan F. Louis Hospital & Medical Center for deposits for the purchase of company products. Debtor estimates claims in this class at $57,000.

> Treatment: The Plan provides that each and every holder of a Class Nine Allowed Claim shall receive shares on account of its claim. Each allowed claim will be divided by .05 in order to obtain a share value exchange of the claim and the claimant will receive that amount of shares of stock plus an equal number of warrants for future purchase at an exercise price of $0.10 effective for five years after the date of issuance. Any liens held by the Class Nine creditor shall be null and void and removed as of the Effective Date. CDEX estimates that Class Nine Creditors will receive approximately 1,140,000 shares of New Common Stock and 1,140,000 warrants.

Class Ten - Contingent, Unliquidated and Disputed Claims.

> Class Ten consists of all contingent, unliquidated and disputed claims.

> Treatment: Class Ten creditors shall receive no distribution under the Plan. As of October 31, 2012, there are no claimants that fall within this Classification.

Class Eleven - Interest of Equity Holders.

> Class Eleven consists of the equity interest holders of CDEX.

> Treatment: The equity holders in Debtor shall be allowed to retain their current percentage of interest or a percentage thereof subject to the Reverse Stock Split as set forth in the Plan. CDEX estimates that Class Eleven Equity Holders will receive approximately 11,000,000 shares of New Common Stock.

Class Twelve - Claims of Participating Investors.

> Class Twelve consists of the claims of participating investors.

> Treatment: Unless participating investors contribute substantial capital required to fund this Plan they will receive no percentage of the equity interest of CDEX and no distribution under the Plan. Participating investors will receive common stock at the rate of one share for every $0.05 invested and one warrant for every share of stock purchased. Each warrant will have a $0.10 exercise price and be effective for five years after the date of issuance. As of October 31, 2012, $700,000 of Participating Investors fell within this Classification.

12. Commitments and Contingencies

Operating Leases

The Company leases approximately 3,000 square feet of office and laboratory space in Tucson, Arizona on a month-to-month basis. Monthly rent as of October 31, 2010 is approximately $1,500. Total rent expense was approximately $32,000 and $49,000 for the years ended October 31, 2011 and 2010, respectively.

Litigation

We may from time to time be involved in legal proceedings arising from the normal course of business. As of the date of this report, we have not received notice of any new legal proceedings.

13. Selected Quarterly Financial Data (Unaudited)

The following table summarizes the unaudited quarterly results of operations as reported for fiscal 2012 and 2011:

	Fiscal Year Ended October 31, 2012			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenue	$ 63,665	$ 70,164	$ 62,040	$ 46,699
Gross profit	31,226	45,349	33,093	22,696
Loss from operations	(177,946)	(149,314)	(123,704)	(267,790)
Net loss	(382,277)	(769,969)	(125,380)	(272,021)
Basic and diluted net loss per common share	(0.03)	(0.07)	(0.011)	(0.025)
Basic and diluted weighted average common shares outstanding	10,998,404	10,999,672	10,999,672	11,001,039

	Fiscal Year Ended October 31, 2011			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenue	$ 125,254	$ 95,935	$ 231,693	$ 63,440
Gross profit	76,081	46,029	194,851	26,168
Loss from operations	(246,638)	(155,965)	(44,708)	(264,339)
Net loss	(464,292)	(366,019)	(257,892)	(468,670)
Basic and diluted net loss per common share	(0.07)	(0.05)	(0.03)	(0.04)
Basic and diluted weighted average common shares outstanding	6,723,238	6,962,810	9,529,162	10,479,331

14. Going Concern

The Company has incurred losses since its inception of approximately $34.0 million and has had limited product sales from its inception through fiscal 2012. The Company plans to raise cash to fund its operations and pay its outstanding obligations from credit facilities or the sale of its securities in the future. Nonetheless, there can be no guarantee that the Company will be able to raise cash or maintain its current workforce through any of these plans.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company's ability to continue as a going concern and meet its obligations as they come due is dependent upon its ability to raise sufficient cash as discussed above. The Company's continued operations, as well as the implementation of our business plan, will depend upon its ability to raise additional funds through bank borrowings, equity or debt financing. The Company continues to seek prospective investors who may provide some of this funding. The Company also anticipates it will need to maintain its current workforce to achieve commercially viable sales levels. There can be no guarantee that these needs will be met or that sufficient cash will be raised to permit operations to continue. Should the Company be unable to raise sufficient cash to continue operations at a level necessary to achieve commercially viable sales levels, the liquidation value of the Company's assets may be substantially less than the balances reflected in the financial statements and the Company may be unable to pay its creditors. There is no assurance that the Company will succeed in these fund-raising efforts. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

15. Subsequent Events

Subsequent to October 31, 2012 the as a part of its bankruptcy Plan, the Company has issued approximately 37.4 million shares of our Series A common stock and warrants to purchase 42.6 million shares of Series A common stock.

Additionally, as compensation for his efforts as the Company’s Medical Director, in December 2012, the Company issued Jason B. Terrell, 500, 000 shares of its Series A common stock and a warrant to purchase 500,000 shares of Series A common stock for $0.10 a share effective for five years.

At a meeting of the Company’s Board of Directors on January 17, 2013, for his leadership in getting the Company through its bankruptcy proceedings, the Board approved the issuance of options to Mr. Jeffrey K. Brumfield, the Company’s CEO, for 8,000,000 shares with an exercise price of $0.05 a share exercisable for five years from the date of issuance with the understanding that Mr. Brumfield at the same time of this issuance will forfeit the existing options granted under his employment agreement. Additionally, the Board approved the issuance of options to Dr. James G. Stevenson, a member of the Board, for 150,000 shares with an exercise price of $0.05 a share exercisable for five years from the date of issuance and options to Mr. Stephen A, McCommon, the Company’s CFO, for 200,000 shares with an exercise price of $0.05 a share exercisable for five years from the date of issuance and the Board directed the Company to pay one-time payments to Mr. Brumfield for $19,500.00 and to Mr. McCommon for $6,000.00 as bonus compensation.

EXHIBIT 31.1

CERTIFICATION

I, Jeffrey K. Brumfield, certify that:

1. I have reviewed this report on Form 10-K of CDEX Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Jeffrey K. Brumfield

Jeffrey K. Brumfield
Chief Executive Officer

Date: January 29, 2013

EXHIBIT 31.2

CERTIFICATION

I, Stephen A. McCommon, certify that:

1. I have reviewed this report on Form 10-K of CDEX Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Stephen A. McCommon

Stephen A. McCommon
Chief Financial Officer

Date: January 29, 2013

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the filing by CDEX Inc. (the "Company") of its Annual Report on Form 10-K for the year ended October 31, 2012 (the "Report") I, Jeffrey K. Brumfield, Chief Executive Officer of the Company certify pursuant to 18 U.S.C. Section. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

(i) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

This certificate is being made for the exclusive purpose of compliance by the Chief Executive Officer of CDEX Inc. with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be used for any other purposes. A signed original of this written statement required by Section 906 has been provided to CDEX Inc. and will be retained by CDEX Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Jeffrey K. Brumfield

Jeffrey K. Brumfield
Chief Executive Officer

Date: January 29, 2013

EXHIBIT 32.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing by CDEX Inc. (the "Company") of its Annual Report on Form 10-K for the fiscal year ended October 31, 2012 (the "Report") I, Stephen A. McCommon, Chief Financial Officer of the Company certify pursuant to 18 U.S.C. Section. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

(i) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

This certificate is being made for the exclusive purpose of compliance by the Chief Financial Officer of CDEX Inc. with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be used for any other purposes. A signed original of this written statement required by Section 906 has been provided to CDEX Inc. and will be retained by CDEX Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Stephen A. McCommon

Stephen A. McCommon
Chief Financial Officer

Date: January 29, 2013