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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 19, 2011

Lifevantage Corporation

(Exact name of registrant as specified in its charter)

Colorado

(State or other Jurisdiction of
Incorporation)

000-30489

(Commission File Number)

90-0224471

(IRS Employer Identification
No.)

11545 W. Bernardo Court, Suite 301, San Diego,
California

(Address of Principal Executive Offices)

92127

(Zip Code)

Registrant's telephone number, including area code: (858) 312-8000

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

TABLE OF CONTENTS

[Item 2.02 Results of Operations and Financial Condition](#)

[Item 8.01. Other Events](#)

[Item 9.01. Financial Statements and Exhibits](#)

[SIGNATURES](#)

[EX-99.1](#)

[EX-99.2](#)

[Table of Contents](#)

Item 2.02 Results of Operations and Financial Condition

On January 19, 2011, Lifevantage Corporation (the “Company”) issued a press release announcing its preliminary unaudited second quarter fiscal 2011 operating results. The press release is furnished as Exhibit 99.1 hereto and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 8.01. Other Events

On January 21, 2011, Lifevantage Corporation issued a press release announcing that its Board of Directors and President and Chief Executive Officer, David Brown, have agreed that Mr. Brown will focus all his efforts on the Company’s network marketing sales channel. In his new role, he will retain the title CEO and President of the Company’s network marketing operations. The Board of Directors intends immediately to initiate a search for a successor to assume Mr. Brown’s role as the Company’s President and Chief Executive Officer. Mr. Brown will continue to serve in this capacity until a successor is named and will continue to serve on the Board of Directors. A copy of the press release announcing this news is attached as Exhibit 99.2 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued on January 19, 2011 announcing preliminary unaudited second quarter fiscal 2011 financial results.
99.2	Press release issued on January 21, 2011.

SIGNATURES

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

Dated: January 21, 2011

Lifevantage Corporation

By: /s/ Carrie E. Carlander

Carrie E. Carlander

Chief Financial Officer, Secretary & Treasurer

**LIFEVANTAGE ANNOUNCES PRELIMINARY UNAUDITED SECOND QUARTER 2011 RESULTS****Company Anticipates Record Operating Profit on Highest Quarterly Net Revenue to Date**

San Diego, CA, January 19, 2011, LifeVantage Corporation (OTCBB: LFDV), the maker of science-based solutions to oxidative stress, announced preliminary unaudited net revenue for its second fiscal quarter of 2011. The Company anticipates net revenue of approximately \$7.4 million for the three month period ended December 31, 2010. This represents an increase of approximately \$1.0 million or 15% over net revenue of \$6.4 million for the three month period ended September 30, 2010. This is also an approximate \$4.9 million or 196% increase in net revenue over the \$2.5 million net revenue reported for the same quarter last year.

Along with recording net revenue of approximately \$7.4 million, the Company also anticipates reporting operating income of at least \$500,000 in the second fiscal quarter 2011. Operating income of \$500,000 would generate nearly a 7% operating profit margin for the quarter, compared to an operating loss of \$2.7 million or <109%> in the same quarter last year.

“We are pleased to announce that we are exceeding our second quarter guidance and we anticipate reporting our highest quarterly net revenue and operating profit to date,” stated David W. Brown, President & Chief Executive Officer of LifeVantage. Carrie McQueen, Chief Financial Officer commented, “After giving second quarter guidance for a 10% improvement in net revenue, we are very pleased to be exceeding our estimates. Additionally, we have achieved growth while maintaining conservative spending in operations. We are proud to report our 8th consecutive quarter of net revenue growth, our 6th consecutive quarter of improvement in operating income or loss, and our 2nd consecutive quarter of operating income. We remain focused on achieving sequential growth in future quarters.”

About LifeVantage Corporation

LifeVantage Corporation is a publicly traded (OTCBB: LFDV), science-based, nutraceutical company dedicated to helping people reach their health and wellness goals while creating business opportunities. Founded in 2003 and based in San Diego, CA, LifeVantage currently offers two anti-aging and wellness products: Protandim®, a dietary supplement that combats oxidative stress, and LifeVantage TrueScience™ Anti-Aging Cream, a scientifically-based skin care product. For more information, visit www.LifeVantage.com.

Forward Looking Statements

This document contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as ‘believes,’ ‘anticipates,’ ‘intends,’ ‘plans,’ ‘seeks’ and similar references to the future. Examples of forward-looking statements include, but are not limited to, statements we make regarding our anticipated results of operations and future growth. Such forward-looking statements are not guarantees of performance and the Company’s actual results could differ materially from those contained in such statements. These forward-looking statements are based on the Company’s current expectations and beliefs concerning future events affecting the Company and involve known and unknown risks and uncertainties that may cause the Company’s actual results or outcomes to be materially different from those anticipated and discussed herein. These risks and uncertainties include, among others, the risk factors contained in the Company’s Annual Report on Form 10-K and its Quarterly Report on Form 10-Q under the caption “Risk Factors”, and in other documents filed by the Company from time to time with the Securities and Exchange Commission. The Company cautions investors not to place undue reliance on the forward-looking statements contained in this document. All forward-looking statements are based on information available to the Company on the date hereof, and the Company undertakes no obligation to revise or update these forward-looking statements to reflect events or circumstances after the date of this document, except as required by law.

Investor Relations Contact:

Ioana C. Hone
(858) 312-8000 Ext. 4

###



LIFEVANTAGE CEO TO FOCUS EXCLUSIVELY ON RAPIDLY GROWING NETWORK MARKETING CHANNEL

Brown Makes Announcement at Largest Ever Gathering of Company Distributors After Company Reports Anticipated Record Net Revenue and Profitability

San Diego, CA, January 21, 2011, LifeVantage Corporation (OTCBB: LFN), the maker of science-based solutions to oxidative stress, announced that the Board of Directors and CEO David Brown have agreed to focus all of his efforts on continuing the rapid expansion of the Company's network marketing channel. Brown made the announcement before over 1,000 enthusiastic distributors gathered at the Company's Elite Academy in San Diego. He will work with a search committee to recommend a successor to assume corporate CEO and President responsibilities while Brown retains the title of CEO and President of the network marketing operations. "Given the tremendous growth and momentum we have generated and the continued opportunity before us, I believe, as does the Board, that I can bring more value to shareholders by focusing solely on continued revenue and growth," Brown said. Brown will continue to serve as corporate CEO and President until a successor is named and will continue to occupy a position on the Board.

LifeVantage recently announced that it anticipates reporting its highest net revenue to date of approximately \$7.4 million for the three month period ended December 31, 2010, an increase of approximately \$1.0 million or 15% over net revenue of \$6.4 million reported in the previous three month period ended September 30, 2010, and an approximate \$4.9 million or 196% increase in net revenue over the \$2.5 million net revenue reported for the same quarter last year.

Along with recording net revenue of \$7.4 million, the Company also anticipates operating income of at least \$500,000 in the second fiscal quarter 2011. Operating income of \$500,000 would generate nearly a 7% operating profit margin, compared to an operating loss of \$2.7M for the same quarter last year.

"We are pleased to announce that we are exceeding our previous guidance and anticipate reporting our highest quarterly net revenue to date," stated Brown. "These results reflect the continued growth we have seen from both the U.S. and Japanese markets. We'd like to thank all of our distributors, customers and employees responsible for these record results."

About LifeVantage Corporation

LifeVantage Corporation is a publicly traded (OTCBB:LFVN.OB — News), science-based, nutraceutical company dedicated to helping people reach their health and wellness goals while creating business opportunities. Founded in 2003 and based in San Diego, CA, LifeVantage currently offers two anti-aging and wellness products: Protandim®, a dietary supplement that combats oxidative stress, and LifeVantage TrueScience™ Anti-Aging Cream, a scientifically-based skin care product. For more information, visit www.LifeVantage.com.

Forward Looking Statements

This document contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as 'believes,' 'anticipates,' 'intends,' 'expects,' 'plans,' 'seeks' and similar references to the future. Examples of forward-looking statements include, but are not limited to, statements we make regarding our plans with respect to the hiring of a new Chief Executive Officer, management roles and responsibilities, anticipated results of operations and future growth. Such forward-looking statements are not guarantees of performance and the Company's actual results could differ materially from those contained in such statements. These forward-looking statements are based on the Company's current expectations and beliefs concerning future events affecting the Company and involve known and unknown risks and uncertainties that may cause the Company's actual results or outcomes to be materially different from those anticipated and discussed herein. These risks and uncertainties include, among others, the risk factors contained in the Company's Annual Report on Form 10-K and its Quarterly Report on Form 10-Q under the caption "Risk Factors," and in other documents filed by the Company from time to time with the Securities and Exchange Commission. The Company cautions investors not to place undue reliance on the forward-looking statements contained in this document. All forward-looking statements are based on information available to the Company on the date hereof, and the Company undertakes no obligation to revise or update these forward-looking statements to reflect events or circumstances after the date of this document, except as required by law.

Investor Relations Contact:

Ioana C. Hone
(858) 312-8000 Ext. 4

###