

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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): October 31, 2013**

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**LIFEVANTAGE CORPORATION**

(Exact name of registrant as specified in its charter)

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**Colorado**  
(State or other Jurisdiction  
of Incorporation)

**001-35647**  
(Commission  
File Number)

**90-0224471**  
(IRS Employer  
Identification No.)

**9815 S. Monroe Street, Suite 100, Sandy, UT**  
(Address of Principal Executive Offices)

**84070**  
(Zip Code)

**Registrant's telephone number, including area code: (801) 432-9000**

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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))
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**Item 8.01 Other Events**

On October 31, 2013, LifeVantage Corporation (the "Company") issued a press release announcing the final results of its recently completed tender offer in which the Company offered to purchase for cash up to \$40 million in value of shares of its common stock (the "Offer"). A copy of the Company's press release is attached as Exhibit 99.1 to this report and incorporated by reference.

The foregoing summary of the Offer does not purport to be complete and is qualified in its entirety by reference to the Tender Offer Statement on Schedule TO filed on September 24, 2013, as amended, and such document is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by the Company on October 31, 2013.

**SIGNATURE**

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

LIFEVANTAGE CORPORATION

By: /s/ Rob Cutler  
Name: Rob Cutler  
Title: General Counsel

Date: October 31, 2013



## **LifeVantage Corporation Announces Final Results of Self Tender Offer**

**Salt Lake City, Utah**, October 31, 2013 – LifeVantage Corporation (Nasdaq: LRVN), a company dedicated to helping people achieve healthy living through a combination of a compelling business opportunity and scientifically validated products, today announced the final results of its modified Dutch auction tender offer for up to \$40 million in value of its common stock, which expired at 5:00 p.m., New York City time, on Friday, October 25, 2013. In accordance with the terms and conditions of the tender offer, the Company has accepted for purchase an aggregate of 16,326,530 shares of its common stock at a purchase price of \$2.45 per share, for an aggregate cost of approximately \$40 million. These shares represent approximately 13.9% of the Company's outstanding shares of common stock as of September 13, 2013.

The depositary informed the Company that 20,026,222 shares of the Company's common stock were properly tendered and not properly withdrawn at the purchase price of \$2.45 per share. Because more than \$40 million in value of common stock was properly tendered and not properly withdrawn, the tender offer was oversubscribed. As a result, pursuant to the terms of the tender offer, shares will be accepted on a pro rata basis. The final proration factor for the tender offer is approximately 81.53%. The Company will promptly pay for the shares accepted for purchase, and any shares tendered and not purchased will be returned to tendering shareholders promptly thereafter.

D.A. Davidson & Co. was the dealer manager for the tender offer. Georgeson Inc. was the information agent for the tender offer and Computershare was the depositary for the tender offer. All inquiries about the tender offer should be directed to Georgeson Inc. toll-free at (866) 482-4931.

### **About LifeVantage Corporation**

LifeVantage Corporation (Nasdaq:LRVN), a leader in Nrf2 science and the maker of Protandim<sup>®</sup>, the Nrf2 Synergizer<sup>®</sup> patented dietary supplement, TrueScience<sup>®</sup> Anti-Aging Cream and LifeVantage<sup>®</sup> Canine Health, is a science based network marketing company. LifeVantage is dedicated to visionary science that looks to transform wellness and anti-aging internally and externally with products that dramatically reduce oxidative stress at the cellular level. LifeVantage was founded in 2003 and is headquartered in Salt Lake City, Utah.

### **Forward Looking Statements**

This press release contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Words and expressions reflecting optimism, satisfaction or disappointment with current prospects, as well as words such

as “believe,” “hopes,” “intends,” “estimates,” “expects,” “projects,” “plans,” “anticipates,” “look forward to” and variations thereof, identify forward-looking statements, but their absence does not mean that a statement is not forward-looking. Such forward-looking statements are not guarantees of performance and LifeVantage’s actual results could differ materially from those contained in such statements. These forward-looking statements are based on LifeVantage’s current expectations and beliefs concerning future events affecting LifeVantage and involve known and unknown risks and uncertainties that may cause LifeVantage’s actual results or outcomes to be materially different from those anticipated and discussed herein. These risks and uncertainties include, among others, those discussed in LifeVantage’s Annual Report on Form 10-K under the caption “Risk Factors,” and in other documents filed by LifeVantage from time to time with the SEC. LifeVantage cautions investors not to place undue reliance on the forward-looking statements contained in this document. All forward-looking statements are based on information currently available to LifeVantage on the date hereof, and LifeVantage 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:**

Cindy England (801) 432-9036

Director of Investor Relations

-or-

John Mills (310) 954-1105

Senior Managing Director, ICR, LLC

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