
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):

May 17, 2010

Lifevantage Corporation

(Exact name of registrant as specified in its charter)

Colorado

000-30489

90-0224471

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

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

92127

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

858-312-8000

Not Applicable

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))
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Item 2.02 Results of Operations and Financial Condition.

On May 17, 2010, Lifevantage Corporation issued a press release announcing its unaudited third quarter fiscal 2010 financial and 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.

We have scheduled our 2010 Annual Meeting of Shareholders for Friday November 19, 2010 (the "2010 Annual Meeting"). In our proxy statement relating to our 2009 annual meeting of shareholders (the "2009 Annual Meeting"), we disclosed the deadlines by which shareholders must notify us of any proposals to be included in the proxy materials distributed by us for the 2010 Annual Meeting.

Because the expected date of the 2010 Annual Meeting has been established for November 19, 2010, which is more than 30 days from the anniversary of our 2009 Annual Meeting, we have set a new deadline for the receipt of shareholder proposals submitted in accordance with Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for inclusion in our proxy materials for the 2010 Annual Meeting. In order to be considered timely, such proposals must be received by our Corporate Secretary no later than August 21, 2010, which is a reasonable time before we begin to print and mail our proxy materials. Proposals must be sent to our principal executive office c/o Corporate Secretary, 11545 W. Bernardo Court, Suite 301, San Diego, California 92127 and must also comply with Rule 14a-8 of the Exchange Act regarding the inclusion of shareholder proposals in company-sponsored proxy materials.

Shareholders also have the right under our bylaws to directly nominate director candidates and make other shareholder proposals by following specified procedures. For a shareholder proposal for the 2010 Annual Meeting that is not intended to be included in our proxy statement under Rule 14a-8, including director nominations, the shareholder must (1) provide the information required by our bylaws and (2) give timely notice to our Corporate Secretary at the address above in accordance with our bylaws, which, in general, require that the notice be received by our Corporate Secretary not earlier than 120 days prior to the annual meeting, or July 22, 2010, and not later than the close of business on the later of (A) the 90th day prior to the 2010 Annual Meeting, or August 21, 2010, and (B) the tenth day following the date

Item 9.01 Financial Statements and Exhibits.

Exhibit Number Description

99.1 Press release issued on May 17, 2010 reporting financial results for the quarter ended March 31, 2010

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 hereunto duly authorized.

Lifevantage Corporation

May 18, 2010

By: */s/ Carrie E. Carlander*

Name: Carrie E. Carlander

Title: Chief Financial Officer, Secretary & Treasurer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued on May 17, 2010 reporting financial results for the quarter ended March 31, 2010

LIFEVANTAGE ANNOUNCES UNAUDITED THIRD QUARTER FISCAL 2010 FINANCIAL AND OPERATING RESULTS

Company Reports Revenue Increased 316% from Same Quarter Last Year

Conference call scheduled for May 20, 2010 at 1:30pm (Pacific); simultaneous webcast at www.lifevantage.com

San Diego, CA, May 17, 2010, LifeVantage Corporation (OTCBB: LFDN), the maker of science-based solutions to oxidative stress, announced today unaudited third quarter fiscal 2010 financial and operating results.

The Company recorded approximately \$2.7 million net revenue for the three month period ended March 31, 2010, which represents a 316% increase over net revenue from the same quarter last fiscal year, and an 11% increase over the second fiscal quarter of 2010. The continued increase in third quarter revenue is attributed to increased sales volume through the network marketing sales channel. The Company also recorded \$2.3 million in gross profit, and a gross margin of 84%, an approximate 3% improvement over same quarter last year, and a slight improvement over the second fiscal quarter 2010.

Total operating expenses for the three months ended March 31, 2010 were approximately \$3.6 million as compared to operating expenses of approximately \$4.7 million for the three months ended December 31, 2009. The decrease of \$1.1 million, or 23%, is primarily attributable to settling a legal complaint in the second fiscal quarter of 2010, and recording reduced stock compensation and other SG&A expenses in the third fiscal quarter of 2010.

The Company recorded an operating loss of \$1.3 million in the third fiscal quarter of 2010, compared to operating losses of \$2.5 million for the same quarter last year, and \$2.7 million for the second fiscal quarter 2010. The 50% decrease in operating loss from the second fiscal quarter to the third fiscal quarter, is a result of improvements in revenue, gross profit, gross margin, and reduced operating expenses. The net loss of approximately \$8.2 million for the three month period ended March 31, 2010 includes an aggregate of approximately \$6.9 million of non-cash expenses, comprised of interest expenses related to the convertible debt the Company issued in 2009, and the change in fair values related to the treatment of the Company's derivative liabilities.

Conference Call Information

The Company will hold a conference call on May 20, 2010 at 1:30pm Pacific time (4:30pm Eastern time) to discuss third fiscal quarter 2010 financial and operating results and provide an update on its business. David W. Brown, President & Chief Executive Officer, is scheduled to lead the call and will be joined by Carrie E. Carlander, Chief Financial Officer.

The conference call may be accessed by dialing 888-791-4319 for domestic callers and entering the pass code 4186590. The webcast will be available live via the Internet by accessing the Investors section of LifeVantage's website at <http://www.lifevantage.com/investor-profile.aspx>. Replays of the webcast will be available on LifeVantage's website for 30 days and a phone replay will be available through May 25th, 2010 by dialing 888-203-1112 and entering the pass code 4186590.

About LifeVantage Corporation

LifeVantage Corporation is a publicly traded (OTCBB: LFDN), science-based, nutraceutical company dedicated to helping people reach their health and wellness goals. Founded in 2003 and based in San Diego, CA, LifeVantage develops products, including Protandim[®], that are intended to deliver significant health benefits to consumers. 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. 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" 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 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 potential failure or unintended negative consequences of the implementation of the Company's network marketing sales channel; the Company's ability to retain independent distributors or to attract new independent distributors on an ongoing basis; the potential for third party and governmental actions involving the Company's network marketing sales channel; the potential for product liability claims against the Company; the risk that government regulators and regulations could adversely affect the Company's business; future laws or regulations may hinder or prohibit the production or sale of the Company's existing product and any future products; unfavorable publicity could materially hurt the Company's business; and the Company's ability to protect its intellectual property rights and the value of its product. These and other risk factors are discussed in greater detail 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 currently 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.

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Investor Relations Contact:

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