

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Schedule TO

Amendment No. 3

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
Of the Securities Exchange Act of 1934

LifeVantage Corporation

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

53222K 10 6

(CUSIP Number of Class of Securities)

Rob Cutler, Esq.
General Counsel

9815 South Monroe Street, Suite 100
Sandy, Utah 84070
(801) 432-9000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of the Filing Persons)

With a copy to:

Kirt W Shuldberg, Esq.
Sheppard Mullin Richter & Hampton LLP
12275 El Camino Real, Suite 200
San Diego, California 92130
(858) 720-8900

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
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\$40,000,000.00

\$5,456.00

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase for not more than \$40,000,000 in aggregate shares of common stock of LifeVantage Corporation at purchase price not greater than \$2.80 per share and not less than \$2.45 per share in cash.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$136.40 per million dollars of the value of the transaction.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$5,456.00

Filing Party: LifeVantage Corporation

Form or Registration No.: Schedule TO-I

Date Filed: September 24, 2013

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

o third-party tender offer subject to Rule 14d-1.

x issuer tender offer subject to Rule 13e-4.

o going-private transaction subject to Rule 13e-3.

o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO initially filed with the Securities and Exchange Commission (the "SEC") on September 24, 2013, as amended and supplemented by Amendment No. 1 thereto filed with the SEC on September 27, 2013, as further amended and supplemented by Amendment No. 2 thereto filed with the SEC on October 18, 2013 (as amended, the "Schedule TO"), by LifeVantage Corporation, a Colorado corporation (the "Company"), pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Schedule TO is filed in connection with the Company's offer to purchase for cash up to \$40,000,000 of shares of its common stock, par value \$0.001 per share (collectively the "Shares") (or a lower amount if not enough Shares are properly tendered and not properly withdrawn to allow us to purchase \$40,000,000 of Shares) at a price not greater than \$2.80 nor less than \$2.45 per Share, net to the seller in cash, less any applicable withholding taxes and without interest (the "Offer"). The Offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 24, 2013 ("Offer to Purchase"), and in the related Letter of Transmittal ("Letter of Transmittal") which, as amended or supplemented from time to time, together constitute the Offer.

All information in the Offer to Purchase and the related Letter of Transmittal, which were previously filed as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Schedule TO, is hereby expressly incorporated by reference in answer to all items in this Amendment, and as more particularly set forth below.

This Amendment No. 3 is filed to incorporate the press release dated October 28, 2013 which announced the preliminary results of the Offer.

ITEM 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

On October 28, 2013, the Company issued a press release announcing the preliminary results of the Offer, which expired at 5:00 p.m. New York City time on Friday, October 25, 2013. Based upon preliminary results, the Company expects to accept for purchase an aggregate of 16,326,530 Shares 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 Shares outstanding as of September 13, 2013.

The depositary informed the Company that 20,652,144 shares of the Company's common stock were properly tendered and not properly withdrawn at or below the purchase price of \$2.45 per share, including 1,927,334 shares that were tendered through notices of guaranteed delivery. Based on the depositary's preliminary count, the preliminary proration factor for the tender offer is approximately 79.05%.

The number of Shares to be purchased, the price per Share and the proration factor are preliminary and are subject to verification by the Depositary and are subject to change for a number of reasons, including if some or all of the Shares tendered through notices of guaranteed delivery are not delivered within the applicable three trading day settlement period. The actual number of Shares to be purchased, the final price per Share and the final proration factor will be announced following the expiration of the guaranteed delivery period and completion by the Depositary of the confirmation process. Payment for the Shares accepted for purchase under the Offer is currently anticipated to occur on or about November 1, 2013. Any Shares tendered and not purchased will be returned to the tendering shareholders promptly thereafter.

A copy of the press release is filed as Exhibit (a)(5)(E) to this Amendment and is incorporated herein by reference.

ITEM 12. Exhibits.

The information contained in Item 12 of the Schedule TO and the Exhibit Index is hereby amended and supplemented as follows:

Exhibit

Number

Description

(a)(5)(E)

Press Release issued by the Company on October 28, 2013.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LIFEVANTAGE CORPORATION

By: /s/ Rob Cutler

Name: Rob Cutler

Title: General Counsel

Date: October 28, 2013



LifeVantage Corporation Announces Preliminary Results of Self-Tender Offer

Salt Lake City, Utah, October 28, 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 preliminary results of its modified Dutch auction tender offer for up to \$40,000,000 in value of its common stock, which expired at 5:00 p.m., New York City time, on Friday, October 25, 2013. Based on preliminary results, the Company expects to accept for payment an aggregate of 16,326,530 shares of its common stock at a purchase price of \$2.45 per share. 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 20,652,144 shares of the Company's common stock were properly tendered and not properly withdrawn at the purchase price of \$2.45 per share, including 1,927,334 shares that were tendered through notices of guaranteed delivery. Based on the depositary's preliminary count, the preliminary proration factor for the tender offer is approximately 79.05%.

The number of shares to be purchased, the price per share to be paid and the proration factor are preliminary and are subject to verification by the depositary. The actual number of shares to be purchased, the final price per share and the final proration factor will be announced following the expiration of the guaranteed delivery period and completion by the depositary of the confirmation process. Payment for the shares accepted for purchase under the tender offer is currently anticipated to occur on or about November 1, 2013. Any shares tendered and not purchased will be returned to the tendering shareholders thereafter.

D.A. Davidson & Co. is the dealer manager for the tender offer. Georgeson Inc. is the information agent for the tender offer and Computershare is the depositary for the tender offer.

Shareholders who have questions or need assistance should call 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®, the Nrf2 Synergizer® patented dietary supplement, TrueScience® Anti-Aging Cream and LifeVantage® 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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