

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): November 6, 2023

LIFEVANTAGE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35647
(Commission File Number)

90-0224471
(IRS Employer
Identification No.)

3300 Triumph Blvd., Suite 700
Lehi, Utah 84043
(Address of principal executive offices, including zip code)

(801) 432-9000
(Registrant's telephone number)

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))

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, par value \$0.0001

Title of each class

LFVN

Trading Symbol(s)

The Nasdaq Stock Market LLC

Name of each exchange on which registered

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

This amendment to the Current Report on Form 8-K filed by LifeVantage Corporation (the “Company”) with the U.S. Securities and Exchange Commission on November 9, 2023 (the “Original 8-K”) is being filed to disclose the final voting results as certified by First Coast Results, Inc. (the “Independent Inspector of Elections”), the independent inspector of elections for the Company’s fiscal year 2024 annual meeting of stockholders held on November 6, 2023 (the “Annual Meeting”).

Item 5.07 Submission of Matters to a Vote of Security Holders.

On November 10, 2023, First Coast Results, Inc. (the “Inspector of Election”), the independent inspector of election for the Annual Meeting, issued its final report, which certified the final voting results for the Annual Meeting. Based on the certified final voting results received from the Inspector of Election, of the 12,706,604 shares of the Company’s common stock outstanding as of the record date, 9,257,241 shares, or 72.85%, were represented at the Annual Meeting either in person or by proxy.

Set forth below are the proposals voted upon at the Annual Meeting and the final results as provided by the Inspector of Election. The results remain unchanged from the preliminary results the Company previously disclosed in the Original 8-K.

Proposal 1 – Election of Directors.

The Company’s stockholders elected Michael A. Beindorff, Erin Brockovich, Steven R. Fife, Raymond B. Greer, Cynthia Latham, Darwin K. Lewis and Garry Mauro as directors, each to hold office until the Company’s fiscal year 2025 annual meeting of stockholders or until his or her respective successor is elected and qualified. Votes cast were as follows:

Company nominees:

	For	Withhold
Mr. Michael A. Beindorff	5,829,222	3,345,850
Ms. Erin Brockovich	8,180,791	671,206
Mr. Steven R. Fife	8,236,727	615,271
Mr. Raymond B. Greer	8,170,090	681,907
Ms. Cynthia Latham	8,259,106	592,891
Mr. Darwin K. Lewis	6,081,144	3,093,928
Mr. Garry Mauro	4,614,789	4,560,287

Nominees of Bradley L. Radoff and Sudbury Capital Fund, LP, and certain of their affiliates and other participants in their proxy solicitation:

	For	Withhold
Mr. Dayton Judd	4,533,852	4,601,273
Mr. Michael Lohner	3,290,058	5,845,067
Mr. Bradley L. Radoff	3,064,056	6,071,069

Proposal 2 – Approval, on an Advisory Basis, of a Resolution Approving the Compensation of the Company’s Named Executive Officers.

The Company’s stockholders approved, on an advisory basis, a resolution approving the compensation of the Company’s named executive officers. Votes cast were as follows:

For	Against	Abstain
5,937,422	2,871,303	366,563

Proposal 3 – Ratification of Selection of Independent Registered Public Accounting Firm.

The Company's stockholders ratified the selection of Deloitte & Touche, LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2024. Votes cast were as follows:

For	Against	Abstain
8,690,892	36,853	529,496

Proposal 4 – Approval of an Amendment to the Company's 2017 Long-Term Incentive Plan.

The Company's stockholders approved an amendment to the Company's 2017 Long-Term Incentive Plan. Votes cast were as follows:

For	Against	Abstain
5,893,009	2,812,877	469,403

Proposal 5 – Ratification of the Adoption of the Stockholder Rights Plan between the Company and Computershare Trust Company, N.A., as Rights Agent.

The Company's stockholders ratified the adoption of the Stockholder Rights Plan between the Company and Computershare Trust Company, N.A., as Rights Agent. Votes cast were as follows:

For	Against	Abstain
4,651,264	4,120,670	403,355

Item 8.01 Other Events.

On November 13, 2023, the Company issued a press release announcing the final results of the Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and 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 of LifeVantage Corporation, November 13, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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/ Steven R. Fife
Name: Steven R. Fife
Title: President and Chief Executive Officer

Date: November 13, 2023



Stockholders Re-Elect All Seven LifeVantage Incumbent Directors at Fiscal Year 2024 Annual Meeting

Salt Lake City, UT, November 13, 2023 (GLOBE NEWSWIRE) -- LifeVantage Corporation (Nasdaq: LRVN) ("LifeVantage" or the "Company"), a leading health and wellness company with products designed to activate optimal health processes, today announced the final, certified results of its fiscal year 2024 annual meeting of stockholders (the "Annual Meeting"), as provided to the Company by the independent inspector of elections. The results confirm that stockholders re-elected all seven of the Company's incumbent directors.

LifeVantage issued the following statement:

The LifeVantage Board and management team thank LifeVantage stockholders for their engagement and attention to this Annual Meeting. The turnout was much higher than at previous LifeVantage annual stockholder meetings, and we appreciate the time it took for stockholders to understand the issues this year and cast informed votes.

We have learned a lot by engaging with our stockholders in this process, and very much value the perspectives that have been expressed. We appreciate the support stockholders – from the largest institutional investors in the country to smaller, individual investors – have shown for our directors.

We know we have more work to do, but we are confident that we have the right Board and leadership team to continue executing our LV360 strategy and deliver profitable growth and significant value for our stockholders.

The results also confirm that stockholders approved all other proposals presented at the Annual Meeting, including our stockholders rights plan.

The certified results will be reported on an amended Form 8-K filed with the U.S. Securities and Exchange Commission.

Vinson & Elkins LLP served as legal counsel and Spotlight Advisors, LLC served as financial and strategic advisor to LifeVantage in this matter.

About LifeVantage Corporation

LifeVantage Corporation (Nasdaq: LRVN), the activation company, is a pioneer in nutrigenomics, the study of how nutrition and naturally occurring compounds affect human genes to support good health. The Company engages in the identification, research, development, formulation and sale of advanced nutrigenomic activators, dietary supplements, nootropics, pre- and pro-biotics, weight management, skin and hair care, bath & body, and targeted relief products. The Company's line of scientifically-validated dietary supplements includes its flagship Protandim® family of products, LifeVantage® Omega+, ProBio, IC Bright®, Daily Wellness, Rise AM, Reset PM, and D3+ dietary supplements, the TrueScience® line of skin, hair, bath & body, and targeted

relief products. The Company also markets and sells Petandim®, its companion pet supplement formulated to combat oxidative stress in dogs, Axio® its nootropic energy drink mixes, and PhysIQ, its smart weight management system. LifeVantage was founded in 2003 and is headquartered in Lehi, Utah. For more information, visit www.lifevantage.com.

Cautionary Note Regarding 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,” “will,” “hopes,” “intends,” “estimates,” “expects,” “projects,” “plans,” “anticipates,” “look forward to,” “goal,” “may be,” and variations thereof, identify forward-looking statements, but their absence does not mean that a statement is not forward-looking. The declaration and/or payment of a dividend during any quarter provides no assurance as to future dividends, and the timing and amount of future dividends, if any, could vary significantly in comparison both to past dividends and to current expectations. Examples of forward-looking statements include, but are not limited to, statements we make regarding executing against and the benefits of our key initiatives, future growth, including geographic and product expansion, the impact of COVID-19 on our business, expected financial performance, and expected dividend payments in future quarters. 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, further deterioration to the global economic and operating environments as a result of future COVID-19 developments, as well as those discussed in greater detail in the Company’s Annual Report on Form 10-K and the Company’s 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 U.S. Securities and Exchange Commission (the “SEC”). 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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