

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): November 15, 2016

LIFEVANTAGE CORPORATION

(Exact name of registrant as specified in its charter)

Colorado

(State or other Jurisdiction of Incorporation)

001-35647

(Commission File Number)

90-0224471

(IRS Employer Identification No.)

9785 S. Monroe Street, Suite 300, Sandy, UT 84070

(Address of Principal Executive Offices and Zip Code)

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

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))

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 15, 2016, LifeVantage Corporation (the "Company") received a notice (the "Notice") from The NASDAQ Stock Market LLC ("NASDAQ") stating that because it has not received the Company's Form 10-Q for the period ended September 30, 2016, and because the Company remains delinquent in filing its Form 10-K for the fiscal year ended June 30, 2016 (the "Initial Delinquent Filing"), the Company does not comply with NASDAQ Listing Rule 5250(c)(1). NASDAQ Listing Rule 5250(c)(1) requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission.

In accordance with NASDAQ's previous letter dated September 29, 2016, the Company has until November 28, 2016 to submit a plan to regain compliance with respect to these delinquent reports. If NASDAQ accepts the Company's plan, then NASDAQ may grant the Company up to 180 days from the due date of the Initial Delinquent Filing, or until March 27, 2017, to regain compliance. If NASDAQ does not accept the Company's plan, then the Company will have the opportunity to appeal that decision to a NASDAQ Hearings Panel.

On November 18, 2016, the Company issued a press release announcing its receipt of the Notice. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
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99.1	Press Release dated November 18, 2016
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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

Date: November 18, 2016

By: /s/ Beatrix Washington

Name: Beatrix Washington

Title: Senior Vice President of Legal Affairs



LifeVantage Corp. Receives NASDAQ Letter Related to Delay in Filing Form 10-Q

SALT LAKE CITY, UT, November 18, 2016 – LifeVantage Corporation (NASDAQ: LFN) announced today that in connection with its November 10, 2016 notification of late filing of the Company's Form 10-Q for the first fiscal quarter ended September 30, 2016, and because the Company remains delinquent in filing its Form 10-K for the fiscal year ended June 30, 2016, the Company received notice from NASDAQ that the Company is not in compliance with Listing Rule 5250(c)(1). This rule requires NASDAQ listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission.

The NASDAQ notification has no immediate effect on the listing of LifeVantage's common stock. The letter specifies that, under NASDAQ rules, the Company has until November 28, 2016 to submit a plan to regain compliance with respect to these delinquent reports. The Company's common stock will continue to trade on the NASDAQ Capital Market pending NASDAQ's review of the plan of compliance.

As previously announced on September 13, 2016, the Audit Committee of the Company's Board of Directors is conducting an independent review of sales of the Company's products in certain international markets, not including Japan. The review is focused on the determination of revenue and appropriate tax and other accruals associated with such sales, as well as the policies and procedures related to sales in those specific markets. The Audit Committee and the Company's management team are working diligently to address the situation. Once the review is complete, the Company intends to file its Form 10-K for fiscal year 2016 and its Form 10-Q for the first quarter of fiscal year 2017 with the SEC as soon as reasonably practicable.

About LifeVantage Corporation

LifeVantage Corporation (NASDAQ:LFVN), is a science based network marketing company dedicated to visionary science that looks to transform health, wellness and anti-aging internally and externally at the cellular level. The company is the maker of Protandim® Nrf2 and NRF1 Synergizers, our line of scientifically-validated dietary supplements, the TrueScience® Anti-Aging Skin Care Regimen, Canine Health®, the AXIO® energy product line and the PhysiQ™ smart weight management system. LifeVantage was founded in 2003 and is headquartered in Salt Lake City, Utah.

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", "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. Examples of forward-looking statements include, but are not limited to, statements we make regarding the conduct of our business in international markets, the independent review being conducted by the Audit Committee of our Board of Directors, and the timing of our release of earnings information and the filing of our Form 10-K. 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 final conclusions of the Audit Committee and company management (and the timing of such conclusions) concerning the matters discussed above, including revenue, tax or other implications resulting from any accounting adjustments or other factors, and 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 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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