

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): October 15, 2015

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 5.03 Amendments to Articles of Incorporation; Change in Fiscal Year.

On October 15, 2015, LifeVantage Corporation (the “Company”) filed articles of amendment to the Company’s amended and restated articles of incorporation (the “Amendment”) with the Colorado Secretary of State to effect a 7: 1 reverse stock split of the Company’s issued and outstanding common stock (the “Reverse Stock Split”), effective at 12:01 a.m. Mountain Daylight Time on October 19, 2015 (the “Effective Time”). The Company expects that its common stock will begin trading on the Nasdaq Capital Market on a post-split basis on October 19, 2015.

The Company’s board of directors (the “Board”) previously approved the Amendment to effect the Reverse Stock Split at a ratio of not less than 3:1 nor greater than 8:1 (the “Reverse Split Range”), with the exact ratio within the Reverse Split Range to be determined by the Board. The Amendment was approved by the Company’s shareholders at the Company’s fiscal 2016 annual meeting of shareholders on October 15, 2015 (the “Annual Meeting”). Following the Annual Meeting, on October 15, 2015, the Board approved the Reverse Stock Split and determined the ratio to be 7:1.

As a result of the Reverse Stock Split, at the Effective Time, every seven (7) shares of the Company’s issued and outstanding common stock will be automatically combined and reclassified into one (1) share of the Company’s common stock. No fractional shares will be issued in connection with the Reverse Stock Split. Each fraction that results from the Reverse Stock Split will be rounded up to the nearest whole share.

The Reverse Stock Split affects all issued and outstanding shares of common stock, unvested restricted stock and stock units, as well as common stock underlying stock options and warrants outstanding immediately prior to the effectiveness of the Reverse Stock Split. At the Effective Time, all stock options and warrants of the Company outstanding immediately prior to the Reverse Stock Split will be adjusted by dividing the number of shares of common stock into which the stock options or warrants are exercisable by seven (7) and multiplying the exercise price thereof by seven (7), all in accordance with the terms of the plans, agreements or arrangements governing such stock options and warrants.

A copy of the Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

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

The Company held its Annual Meeting on October 15, 2015. The following proposals were submitted to a vote of the Company’s shareholders at the Annual Meeting:

1. To elect the following five director nominees to the Company’s board of directors until the Company’s fiscal 2017 annual meeting of shareholders or until their respective successors are elected and qualified:

Mr. Michael A. Beindorff

Mr. David S. Manovich

Mr. Garry Mauro

Mr. George E. Metzger

Mr. Richard Okumoto

2. To advise on a non-binding resolution on the Company’s compensation of its named executive officers;

3. To approve an amendment to the Company’s amended and restated articles of incorporation to authorize a reverse stock split of the Company’s common stock, at a ratio that is not less than 3:1 nor greater than 8:1 with the final ratio to be selected by the Company’s board of directors in its discretion following shareholder approval; and

4. To ratify the appointment of EKS&H LLLP as the Company's independent registered public accounting firm for the Company's fiscal year ending June 30, 2016.

The proposals submitted to a vote of the Company's shareholders at the Annual Meeting are more fully described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on September 11, 2015.

The final voting results of each proposal were as follows:

Proposal 1 – Election of Directors: The Company's shareholders elected each of the five director nominees listed above to the Company's board of directors to serve until the Company's fiscal 2017 annual meeting of shareholders or until their respective successors are elected and qualified. Votes cast were as follows:

	For	Withhold	Broker Non-Votes
Mr. Michael A. Beindorff	33,508,889	2,396,033	38,547,874
Mr. David S. Manovich	33,128,131	2,776,791	38,547,874
Mr. Garry Mauro	32,608,526	3,296,396	38,547,874
Mr. George E. Metzger	33,048,655	2,856,267	38,547,874
Mr. Richard Okumoto	33,655,006	2,249,916	38,547,874

Proposal 2 – Approval of a non-binding resolution on the Company's compensation of its named executive officers: The Company's shareholders approved the non-binding resolution on the Company's compensation of its named executive officers. Votes cast were as follows:

For	Against	Abstain
25,061,488	9,715,217	1,128,217

Proposal 3 – Approval of an amendment to the Company's amended and restated articles of incorporation: The Company's shareholders approved the amendment to the Company's amended and restated articles of incorporation to authorize a reverse stock split of the Company's common stock, at a ratio that is not less than 3:1 nor greater than 8:1, with the final ratio to be selected by the Company's board of directors in its discretion following shareholder approval. Votes cast were as follows:

For	Against	Abstain
65,801,757	7,653,932	997,107

Proposal 4 – Ratification of the Appointment of Independent Registered Public Accounting Firm: The Company's shareholders ratified the appointment of EKS&H LLLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2016. Votes cast were as follows:

For	Against	Abstain
73,149,301	627,691	675,804

Item 8.01. Other Events.

On October 16, 2015, the Company issued a press release relating to the Reverse Stock Split and reiterating fiscal year 2016 guidance. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.1 Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company, effective 12:01 a.m. Mountain Daylight Time, October 19, 2015.

99.1 Press Release issued by the Company on October 16, 2015.

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/ Beatrix Washington

Name: Beatrix Washington

Title: Vice President Legal Affairs

Date: October 16, 2015

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIFEVANTAGE CORPORATION**

Pursuant to the provisions of Section 7-90-301 and 7-110-106 of the Colorado Revised Statutes, the undersigned person, desiring to amend the Amended and Restated Articles of Incorporation of LIFEVANTAGE CORPORATION (the "Corporation"), under the laws of the State of Colorado, does hereby sign, verify, and deliver to the Office of the Secretary of State of Colorado, this Amendment to the Amended and Restated Articles of Incorporation for the Corporation:

FIRST: The name of the Corporation is Lifevantage Corporation.

SECOND: The original Articles of Incorporation of the Corporation were filed with the Colorado Secretary of State on June 10, 1988 under the name Andraplex Corporation. Articles of Amendment to the Articles of Incorporation were filed with the Colorado Secretary of State on January 29, 1992 and September 30, 2004. The Amended and Restated Articles of Incorporation of the Corporation were filed with the Colorado Secretary of State on November 22, 2006. A Statement of Correction to Amended and Restated Articles of Incorporation was filed with the Colorado Secretary of State on May 17, 2007.

THIRD: Article V of the Amended and Restated Articles of Incorporation is amended by adding a new Section 5.4 at the end thereof, which shall read as follows:

"5.4 Combination and Reverse Stock Split. Following the filing of this amendment to the Corporation's Amended and Restated Articles of Incorporation and effective at 12:01 a.m. Mountain Daylight Time on October 19, 2015 (the "Amendment Effective Time") pursuant to Colorado law, each seven (7) shares of common stock issued and outstanding immediately prior to the Amendment Effective Time shall be combined in one (1) validly issued, fully paid and nonassessable share of common stock, without any action by the holder thereof. The Corporation will not issue fractional shares of common stock in connection with the combination; instead, each fractional share that would otherwise result from the combination shall be rounded up to one whole share of common stock. Each certificate representing shares of common stock outstanding as of the Amendment Effective Time will thereafter represent that corresponding number of post-combination shares. Each person holding a certificate or certificates representing shares of common stock as of the Amendment Effective Time shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of common stock to which such person is entitled as a result of the combination."

FOURTH: The preceding amendments to the Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors on August 27, 2015 and October 15, 2015 and by the shareholders of the Corporation on October 15, 2015, pursuant to and in accordance with the Colorado Business Corporation Act and the Amended and Restated Articles of Incorporation.

FIFTH: The amendments are to be effective at 12:01 a.m. Mountain Daylight Time on October 19, 2015.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to Amended and Restated Articles of Incorporation to be signed by its Secretary this 15th day of October, 2015.

LIFEVANTAGE CORPORATION

By: /s/ Beatryx Washington

Name: Beatryx Washington

Title: Secretary



LifeVantage Announces 7:1 Reverse Stock Split

-Company Reiterates Fiscal Year 2016 Guidance -

Salt Lake City, UT, October 16, 2015, LifeVantage Corporation (NASDAQ: LFVN) (“LifeVantage” or the “Company”) today announced a 7:1 reverse split of its common stock, which is expected to be effective as of 12:01 a.m. Mountain Daylight Time on October 19, 2015. Beginning with the opening of trading on October 19, 2015, the Company expects its common stock will trade on the Nasdaq Capital Market on a split adjusted basis.

At LifeVantage’s fiscal year 2016 annual meeting of shareholders on October 15, 2015, the Company’s shareholders authorized the Board of Directors to amend the Company’s Amended and Restated Articles of Incorporation to effect a reverse stock split at a ratio of not less than 3:1 nor greater than 8:1, with the final ratio to be selected by the Company’s Board of Directors in its discretion following shareholder approval. The Board of Directors engaged an investment banking firm to provide advice regarding the split ratio and, following the annual meeting on October 15, 2015, approved the reverse stock split and determined the ratio to be 7:1.

Upon the effectiveness of the reverse stock split, every seven (7) shares of LifeVantage common stock outstanding will automatically be combined into one (1) share of common stock with no change in par value per share. Proportionate adjustments will be made to (i) the per share exercise price and the number of shares of common stock that may be purchased upon exercise of outstanding stock options and warrants to purchase shares of the Company’s common stock and (ii) the number of authorized shares of common stock reserved for future issuance under the Company’s equity compensation plans.

The Company’s common stock will continue to trade on NASDAQ under the symbol “LFVN.” The new CUSIP number for the common stock following the reverse stock split is 53222K205.

No fractional shares will be issued following the reverse stock split. Any fractional shares resulting from the reverse stock split will be rounded up to the next whole share.

Registered stockholders holding their shares of common stock in book-entry or through a bank, broker or other nominee form do not need to take any action in connection with the reverse stock split. For those stockholders holding physical stock certificates, the Company’s transfer agent, Computershare, will send instructions for exchanging those certificates for new certificates representing the post-split number of shares. Computershare can be reached at (800) 962-4284.

Additional information about the reverse stock split can be found in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on September 11, 2015, a copy of which is also available at www.sec.gov or at www.lifevantage.com under Financial Information on the Investor Relations page.

Reiterating Fiscal Year 2016 Guidance

The Company is reiterating its fiscal year 2016 annual guidance; earnings per share outlook is updated based on the adjusted share count following effectiveness of the reverse stock split. The Company continues to expect to generate revenue in the range of \$195 million to \$210 million in fiscal year 2016 and to achieve operating margin in the range of 8.5% to 10.5%. Following the reverse stock split, the Company now expects earnings per diluted share in the range

of \$0.56 to \$0.77, based on an estimated 14.3 million diluted shares and a 36% effective tax rate. The Company's previous earnings per share range was \$0.08 to \$0.11, based on an estimated 100 million diluted shares.

The Company plans to report first quarter fiscal year 2016 financial results during the first week of November 2015.

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[®], the Nrf2 Synergizer[®] patented dietary supplement, the TrueScience[™] Anti-Aging Skin Care Regimen, Canine Health, and the AXIO[™] energy product line. 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", "focus", "design" 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 timing of the effectiveness of our reverse stock split, our continued listing on NASDAQ and our future financial performance, including projected revenue and diluted earnings per share. 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 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, 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.

Investor Relations Contact:

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Director of Investor Relations

-or-

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Partner, ICR INC