
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): 28 March 2006

Lifeline Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Colorado

(State or other jurisdiction
of incorporation)

000-30489

(Commission File Number)

84-1097796

(IRS Employer Identification No.)

6400 South Fiddler's Green Circle, Suite 1970, Englewood, CO 80111

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (720) 488-1711

6400 South Fiddler's Green Circle, Suite 1750, Englewood, CO 80111

(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 (see General Instruction A.2. below):

- 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 7.01 Regulation FD Disclosure

Beginning March 28, 2006 and thereafter, management of the company intends to hold discussions and/or meetings with shareholders. The attached presentation, dated March 06, includes the information to be discussed. The presentation is attached as Exhibit 99.1 hereto.

ITEM 9.01. Exhibits

99.1 Presentation dated "March 06"

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 thereunto duly authorized.

Date: March 28, 2006

LIFELINE THERAPEUTICS, INC.

By: /s/ Stephen K. Onody _____

Stephen K. Onody
Chief Executive Officer

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Exhibit

Exhibit No.	Description
99.1	Presentation dated "March 06"

protandim®



*Dedicated to helping people reach their health and wellness goals
through
science-based solutions to oxidative stress*

March 06

Lifeline Therapeutics, Inc. LFLT.OB

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The issues addressed in this presentation may involve forward-looking statements which are subject to a number of risks and uncertainties. Actual results may differ materially. Please refer to our Annual Report and to our other SEC filings for more information about risks and uncertainties that could cause actual results to differ.



- We are:
 - A science-based health and nutrition company
 - Committed to developing innovative products based on scientific evidence
- Our product:
 - Patent-pending Protandim® strengthens natural antioxidant defenses to reduce the cell damage known as oxidative stress

Corporate Overview

- Public in October 2004, LFLT.OB
- Protandim[®] shipment begins March 2005
- Protandim[®] featured on ABC Primetime Live June 2005
- Human clinical trial study published January 2006
- Additional product expansion opportunities
- Leading antioxidant research scientists
- Internationally renowned scientific advisors
- Experienced management team
 - www.protandim.com
 - www.lifelinetherapeutics.com

The Opportunity

- Estimated \$3.6 billion underserved market
- Science-based
 - Unique position in the health & wellness supplement market sector
 - Market moving to evidence-based
 - Clinically supported
- Additional product expansion opportunities

U. S. Market Opportunity -- 2006 estimate

\$30 Billion Market



No Clinical Evidence

Clinical Evidence

\$3.6 Billion segment

Growing at 10% annually

Source: Data Monitor November 2004

The Problem

- Oxidative stress is associated with over 200 diseases, as presented in over a thousand peer-reviewed, published, scientific papers
- Examples of areas where oxidative stress appears to play a role, based on these papers, include:
 - Heart disease
 - Diabetes
 - Cancer

The Problem

Overview of Oxidative Stress

- Oxidative stress (cell damage) occurs when oxidative balance is upset by increased production of oxidants, or by decreased availability of antioxidants
- Humans produce three antioxidant enzymes naturally: superoxide dismutase (SOD), catalase (CAT), and glutathione peroxidase
- Humans produce about 0.3 mole of superoxide (free radicals) daily
- As people age, the body's natural production of SOD and CAT enzymes cannot keep up with increasing levels of free radicals

Yesterday's Solution

- Consumable antioxidants (e.g., vitamins C and E) neutralize oxidants on a one-to-one relationship
 - One gram of vitamin C per day can neutralize about 0.01 mole of superoxide per day
 - An amount only 1/30th of the body's daily production
 - This assumes full absorption and complete reaction prior to excretion

Our Solution

- Protandim® - patent-pending formula
- Specifically formulated to strengthen the body's natural defenses against oxidative stress
- Delivers powerful antioxidant benefits in a whole new way
- Activates two key antioxidant enzymes - SOD and CAT - the body's own defense system against free radicals
- Delivers benefits on a one-to-a-million relationship

The Scientific Evidence

Free Radical Biology & Medicine (Jan. 15, 2006)

Original Contribution

The induction of human superoxide dismutase and catalase in vivo: A fundamentally new approach to antioxidant therapy

Sally K. Nelson^{a,b}, Swapan K. Bose^a, Gary K. Grunwald^c, Paul Myhill^d, Joe M. McCord^{a,b,d,*}

^a *Webb-Waring Institute for Cancer, Aging and Antioxidant Research, University of Colorado Denver Health Sciences Center, Denver, CO 80262, USA*

^b *Department of Medicine, University of Colorado Denver Health Sciences Center, Denver, CO 80262, USA*

^c *Department of Preventive Medicine and Biometrics, University of Colorado Denver Health Sciences Center, Denver, CO 80262, USA*

^d *Lifeline Therapeutics, Denver, CO, USA*

Received 22 June 2005; revised 24 August 2005; accepted 28 August 2005

Abstract

A composition consisting of extracts of five widely studied medicinal plants (Protandim) was administered to healthy human subjects ranging in age from 20 to 78 years. Individual ingredients were selected on the basis of published findings of induction of superoxide dismutase (SOD) and/or catalase in rodents in vivo, combined with evidence of decreasing lipid peroxidation. Each ingredient was present at a dosage sufficiently low to avoid any accompanying unwanted pharmacological effects. Blood was analyzed before supplementation and after 30 and 120 days of supplementation (675 mg/day). Erythrocytes were assayed for SOD and catalase, and plasma was assayed for lipid peroxidation products as thiobarbituric acid-reacting substances (TBARS), as well as uric acid, C-reactive protein, and cholesterol (total, LDL, and HDL). Before supplementation, TBARS showed a strong age-dependent increase. After 30 days of supplementation, TBARS declined by an average of 40% ($p = 0.0001$) and the age-dependent increase was eliminated. By 120 days, erythrocyte SOD increased by 30% ($p < 0.01$) and catalase by 54% ($p < 0.002$). We conclude that modest induction of the catalytic antioxidants SOD and catalase may be a much more effective approach than supplementation with antioxidants (such as vitamins C and E) that can, at best, stoichiometrically scavenge a very small fraction of total oxidant production.

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Protandim® Study Results

- TBARS are a key measure of oxidative stress
- TBARS are considered “the canary in the coal mine”
- After 30 days, 40% average reduction of TBARS
- After 120 days, increase in average antioxidant enzyme levels
 - SOD +30%
 - CAT +54%

Protandim® Study Conclusions

Causing modest induction of SOD and CAT to decrease oxidative stress and lipid peroxidation *in vivo*
may be a much more effective approach than conventional antioxidant supplements.

Protandim®

- Increases the body's natural defense against oxidative stress by more than 30%
- Eliminates age related increase in oxidative stress
- Fights cellular aging from the inside out
- One caplet daily produces results within 30 days
- One caplet daily to maintain results
- Protandim® is the only product that has been scientifically shown to elevate the levels of the crucial antioxidant enzymes SOD (by 30%) and CAT (by 54%) in a human clinical trial (published, peer-reviewed)

Protandim® Positioning

- Science-based
 - Market moving to evidence-based
- Clinically supported
- Premium product
 - Science allows for premium pricing

Protandim® Patent-Pending

- Aggressively working to obtain and protect
- Covers any combination of the identified botanical extracts
- Covers end outcome: induction of SOD and CAT and reduction of lipid peroxides

Corporate Strategy

- Produce clinically tested products
 - Protandim® product line expansion
 - New products
- Based on science
- Science allows premium pricing
- "Partnership in Wellness" marketing campaign in development
 - Partnering with leading companies to spread health and wellness message
 - "Women's Initiative"
 - Clinical lab testing for TBARS

Corporate Strategy Distribution Model

- **eCommerce**
 - Protandim® \$49.95 retail
 - 3-day DSO
 - Autoship repeat customers
- **Retail**
 - GNC
 - Pursuing other potential partners
 - Chain drug stores
 - Health food stores
 - Science allows partners to charge a premium
- **Licensing + OEM + Partners**
 - Domestic and international

Corporate Strategy

Product Promotions

- Featured on ABC's *Primetime Live* June 2005
- Consumer advertising
 - Print and eCommerce – example targets include

Wall Street Journal
Newsweek
L. A. Times
Chicago Sun Times
Dallas Morning News
Chicago Tribune
Minneapolis Star Tribune
Houston Chronicle
Better Homes and Gardens
Ladies' Home Journal
Value Click Network
Atlanta Journal Constitution
San Diego – North County Times

USA Today
New York Times
Delicious Living
Women's Health
Palm Beach Post
Newsday
Denver Post
Seattle Times
AARP
Fitness

Prevention
Yoga Journal
I Village
Alternative Medicine
Men's Fitness
Men's Health
Advocate
San Francisco Chronicle
More
Rocky Mountain News

Corporate Strategy

Product Promotions

- Consumer advertising
 - Radio
 - National, regional
 - Premiere Radio Networks
 - Westwood One Networks
 - TV
 - Direct sales
 - Direct response television
- Scandown supported
- Co-op supported
- Off-shelf display solutions
- Spokesperson(s)
- Co-branding promotion

Financial Model

- Virtual company – low overhead
- Most costs variable
- eCommerce model provides strong cash flow
- Deferred revenue model approaching \$1 million
- Exceptional Gross Margin
- On-demand production

Financial Summary

June 30 Fiscal Year End

	Q4 FY 2006		Q1 FY 2008			Q2 FY 2008		
	\$	%	\$	%	% Ch	\$	%	% Ch
Revenue:								
Direct Sales	2,888.8	102.8%	8,011.2	101.8%	26.8%	1,767.8	102.7%	-41.8%
Sic Discounts	(124.6)	-6.8%	(246.8)	-8.8%	87.1%	(166.8)	-8.1%	-38.4%
Sic Return allowance	(124.1)	-6.8%	(40.0)	-1.8%	-87.8%	(86.2)	-2.1%	-12.0%
Billed to customers	182.8	7.8%	288.0	8.1%	80.8%	146.8	8.6%	-38.1%
Other	-	0.0%	(0.2)	0.0%	-	-	0.0%	-100.0%
Net Revenue	2,827.9	100.0%	2,884.8	100.0%	27.4%	1,711.8	100.0%	-42.8%
COGS:								
Direct	221.2	8.6%	217.1	7.8%	-1.8%	187.2	8.0%	-38.8%
Other	182.4	7.0%	378.6	12.8%	188.7%	226.8	13.2%	-40.6%
Total	383.6	18.6%	698.2	20.1%	66.8%	393.0	21.2%	-38.2%
Gross Margin:								
Direct	2,108.7	80.6%	2,747.6	82.7%	80.4%	1,674.8	82.0%	-42.7%
Other	(182.4)	-7.0%	(378.6)	-12.8%	188.7%	(226.8)	-13.2%	-40.6%
Total Gross Margin	1,844.8	88.6%	2,888.0	79.8%	21.8%	1,848.8	78.8%	-48.0%
Operating Expense:								
Mktg & Cust Spt	828.8	38.7%	1,144.6	38.8%	28.8%	828.8	48.6%	-27.6%
G & A	1,126.8	48.8%	1,086.4	36.8%	-6.8%	1,041.2	60.8%	-2.8%
R & D	6.1	0.2%	-	0.0%	-100.0%	-	0.0%	-
Dppn & Amor	101.8	4.4%	88.4	2.8%	-16.0%	88.4	4.8%	-8.6%
Total Operating Expense	2,166.8	82.8%	2,298.3	77.6%	6.6%	1,864.6	114.2%	-14.8%
Operating Income:								
Other I & E	(211.6)	-8.1%	71.8	2.4%	-188.8%	(806.7)	-36.4%	-648.6%
Total	(2,686.8)	-111.6%	8.8	0.8%	-100.8%	84.8	2.0%	207.8%
Net Income (Loss)	(2,807.8)	-120.8%	80.8	2.7%	-102.8%	(671.0)	-38.4%	-810.8%
NOTES:								
Deferred Revenue	-	-	488.8	-	-	288.8	-	-38.8%
CASH	8,886.2		4,782.8			4,871.8		

Balance Sheet

<u>ASSETS</u>	<u>December 31, 2006</u>	<u>June 30, 2005</u>
Current Assets		
Cash and cash equivalents	\$ 4,971,904	\$ 3,395,206
Accounts receivable, (net)	629,108	1,020,151
Inventory	139,899	219,844
Deposit with manufacturer	842,893	991,650
Prepaid expenses	129,457	416,906
Total current assets	<u>6,511,229</u>	<u>6,052,946</u>
Property and Equipment, net	267,717	200,944
Intangible Assets, net	6,472,020	6,679,930
Deposits	298,144	31,192
TOTAL ASSETS	<u>\$ 12,937,710</u>	<u>\$ 11,943,312</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current Liabilities		
Accounts payable	\$ 670,022	\$ 667,629
Accrued expenses	446,610	207,672
Deferred revenue	777,760	-
Capital lease-current portion	1,944	-
Total Current Liabilities	<u>1,796,128</u>	<u>885,200</u>
Long-Term Liabilities		
Capital lease-long term portion	4,176	-
Stockholders' Equity		
Common Stock, Series A - par value \$.001, 260,000,000 shares authorized, 22,117,992 issued and outstanding	22,118	22,118
Additional paid-in capital	17,262,959	17,291,932
Accumulated deficit	(6,796,698)	(6,276,939)
Total stockholders' equity	<u>10,688,408</u>	<u>10,978,112</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 12,937,710</u>	<u>\$ 11,943,312</u>

The Scientists

Joe M. McCord, Ph.D.

- Co-discoverer of SOD in 1969
- Honorary President of the International Society of Antioxidants in Nutrition and Health (ISANH)
- Recipient of the prestigious Elliott Cresson Medal of the Franklin Institute
- Professor of Medicine at University of Colorado at Denver and Health Sciences Center (UCDHSC)
- Director of Science, Lifeline Therapeutics
- Board of Directors, Lifeline Therapeutics



Sally K. Nelson, Ph.D.

- Assoc. Clinical Professor of Medicine, UCDHSC
- Lead researcher on Protandim® study
- Science Coordinator, Lifeline Therapeutics



The Scientific Advisory Board

Larry Gold, PhD

- Founder, CEO, Chairman of the Board, and Chief Science Officer of SomaLogic, a leading clinical proteomics company
- Founded NeXagen, Inc., which later became NeXstar Pharmaceuticals, Inc. In 1999, NeXstar merged with Gilead Sciences, Inc.
- Founded Synergen, Inc., a biotechnology company acquired by Amgen, Inc.
- Professor, University of Colorado (CU) since 1970, where he served as Chairman of Molecular, Cellular and Developmental Biology Department from 1988 to 1992
- Awarded the CU Distinguished Lectureship Award, the National Institutes of Health Merit Award, the Career development Award, and the Chiron Prize for Biotechnology

Sean O'Connell, PhD

- Chief Medical Officer for Cascade Medical Enterprises, LLC.
- Assistant Professor, Department of Surgery, Division of Vascular Surgery at Englewood Hospital and Medical Center, a Mount Sinai School of Medicine Affiliated Hospital in Englewood, New Jersey
- Medical Marketing Director for Novartis Pharmaceuticals Corporation, East Hanover, New Jersey
- Medical Director for Sandoz Pharmaceuticals

The Management

Stephen K. Onody, CEO

- 28 years of experience in healthcare companies
- Chairman and CEO, Colorado MEDTech, Inc. (NASDAQ: CMED)
- Vital Signs, Microphage, Boston Scientific
- Recipient of entrepreneurial and leadership awards

Gerald J. Houston, CFO

- Founder and CFO, OpVista, Inc.
- ROLM, IBM, Measurex, KPMG Strategic Services

The Board of Directors

Javier Baz, Chairman	Private Investor, former investment banker
Dr. James Crapo	Former Chairman of Medicine, National Jewish Medical and Research Center
James J. Krejci	Exec. Director, Epilepsy Foundation of Colorado
Bill Lister	Ret. Senior VP and General Manager Patient Care, Roche Diagnostics Corporation
Dr. Joe McCord	Director of Science, Lifeline
Steven K. Onody	CEO, Lifeline
H. Leigh Severance	President, Severance Capital Management
John B. Van Heuvelen	Ret. President and COO, Morgan Stanley Trust Company

The Future

- **Grow Protandim®:**
 - eCommerce + Retail
 - Licensing + OEM
 - International Distribution
 - “Partnership in Wellness”
- **Additional Products:**
 - Science-based