

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**LIFEVANTAGE CORPORATION**

(Exact name of registrant as specified in its charter)

**Colorado**  
(State of Incorporation)

**90-0224471**  
(I.R.S. Employer Identification No.)

**11545 W. Bernardo Court  
Suite 301  
San Diego, California 92127**  
(Address of principal executive offices)

**Lifevantage Corporation 2007 Long-Term Incentive Plan**

(Full title of the plan)

**David Brown  
Chief Executive Officer  
Lifevantage Corporation  
11545 W. Bernardo Court  
Suite 301  
San Diego, California 92127  
(858) 312-8000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:  
**Jonathon Taylor, Esq.  
Kendall, Koenig & Oelsner PC  
999 Eighteenth Street  
Suite 1825  
Denver, Colorado 80202  
(303) 672-0104**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)
Common Stock, par value \$.001 per share	4,000,000 shares	\$0.755	\$3,020,000	\$168.52

(1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended.

This Registration Statement shall also cover any additional shares of common stock that become issuable under the 2007 Long-Term Incentive Plan set forth herein by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of shares of the Registrant's outstanding common stock.

- (2) The price of \$0.755 per share and the aggregate offering price are based on the average of the high and low prices of Registrant's common stock on April 20, 2009 as reported on the OTC Bulletin Board.
- (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended.

**INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENT ON FORM S-8 NO. 333-144247**

Lifevantage Corporation is hereby registering 4,000,000 additional shares of its Common Stock for issuance under its 2007 Long Term Incentive Plan. The contents of Registration Statement on Form S-8 No. 333-144247 filed with the Securities and Exchange Commission on June 29, 2007 are incorporated by reference herein.

**EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Kendall, Koenig & Oelsner PC
23.1	Consent of Ehrhardt Keefe Steiner & Hottman PC
23.2	Consent of Gordon, Hughes & Banks, LLP
23.3	Consent of Kendall, Koenig & Oelsner PC is contained in Exhibit 5.1 to this Registration Statement
24.01	Power of Attorney is contained on the signature pages

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California on April 22, 2009.

### LIFEVANTAGE CORPORATION

By: /s/ David W. Brown

David W. Brown, President and Chief  
Executive Officer  
(Principal Executive Officer)

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints David W. Brown and Bradford K. Amman and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ David W. Brown</u> David W. Brown	President and Chief Executive Officer (Principal Executive Officer)	April 17, 2009
<u>/s/ Bradford K. Amman</u> Bradford K. Amman	Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer)	April 15, 2009
<u>/s/ Jack R. Thompson</u> Jack R. Thompson	Chairman of the Board of Directors and Director	April 15, 2009
<u>/s/ Dr. Joe McCord</u> Dr. Joe McCord	Director	April 17, 2009
<u>/s/ Dr. James D. Crapo</u> Dr. James D. Crapo	Director	April 17, 2009
<u>/s/ Richard D. Jones</u> Richard D. Jones	Director	April 15, 2009
<u>/s/ Garry Mauro</u> Garry Mauro	Director	April 20, 2009

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Kendall, Koenig & Oelsner PC
23.1	Consent of Ehrhardt Keefe Steiner & Hottman PC
23.2	Consent of Gordon, Hughes & Banks, LLP
23.3	Consent of Kendall, Koenig & Oelsner PC is contained in Exhibit 5.1 to this Registration Statement
24.01	Power of Attorney is contained on the signature pages

April 22, 2009

Lifevantage Corporation  
11545 W. Bernardo Court  
Suite 301  
San Diego, California 92127

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Lifevantage Corporation (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the offering of up to 4,000,000 shares of the Company's Common Stock, \$.001 par value (the "Shares"), issuable pursuant to its 2007 Long Term Incentive Plan, as amended as of March 27, 2009 (the "Plan"). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

In connection with this opinion, we have examined the Plan, the Registration Statement, your Articles of Incorporation and Bylaws, as amended, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. We have assumed the genuineness, authenticity, accuracy and completeness of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof and the legal capacity of all natural persons.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, following the effectiveness of the Registration Statement, when sold and issued in accordance with the Plan and the Registration Statement, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion letter is based as to matters of law solely on the Colorado Business Corporation Act, as amended. We express no opinion herein as to any other laws, statutes, ordinances, rules or regulations.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Kendall, Koenig & Oelsner PC

Kendall, Koenig & Oelsner PC

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the registration statement, as filed on April 22, 2009 on Form S-8 of LifeVantage Corporation and Subsidiary, of our report dated September 19, 2008, with respect to the consolidated balance sheet of the Company as of June 30, 2008, and the related consolidated statements of operations, changes in stockholders' equity and comprehensive income and cash flows for the year then ended, which report appears in the June 30, 2008 annual report on Form 10-KSB of LifeVantage Corporation.

Ehrhardt Keefe Steiner & Hottman PC

Denver, Colorado  
April 22, 2009

**Gordon, Hughes & Banks, LLP**

CERTIFIED PUBLIC ACCOUNTANTS &amp; CONSULTANTS

5299 DTC Boulevard  
Suite 1000  
Greenwood Village, CO 80111  
303-770-5700  
Toll free: 877-882-9856  
Fax: 303-770-7581  
www.ghbcpa.com

**CONSENT OF GORDON, HUGHES & BANKS, LLP**  
**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement of LifeVantage Corporation on Form S-8 of our report dated October 10, 2007, included in the Annual Report on Form 10-K of LifeVantage Corporation for the fiscal year ended June 30, 2008.



Greenwood Village, Colorado  
April 17, 2009