
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 12, 2009

Lifevantage Corporation

(Exact name of registrant as specified in its charter)

Colorado

000-30489

90-0224471

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

11545 W. Bernardo Court, Suite 301, San Diego,
California

92127

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

858-312-8000

Not Applicable

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:

- 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 2.02 Results of Operations and Financial Condition.

On November 12, 2009, Lifestage Corporation issued a press release announcing its unaudited first quarter fiscal 2010 financial and operating results. The press release is furnished as Exhibit 99.1 hereto and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act, regardless of any general incorporation language in such filing.

Item 7.01 Regulation FD Disclosure.

On November 12, 2009, Lifestage Corporation issued a press release announcing its unaudited first quarter fiscal 2010 financial and operating results. The press release is furnished as Exhibit 99.1 hereto and shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filing. In connection with the press release, Lifestage Corporation scheduled a conference call to be held on November 18, 2009 at 1:30pm Pacific Time.

Item 9.01 Financial Statements and Exhibits.

(a) Exhibits

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 hereunto duly authorized.

Lifevantage Corporation

November 12, 2009

By: */s/ Carrie E. Carlander*

*Name: Carrie E. Carlander
Title: Chief Financial Officer*

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated November 12, 2009.

LIFEVANTAGE ANNOUNCES UNAUDITED FIRST QUARTER FISCAL 2010 FINANCIAL AND OPERATING RESULTS

Conference call scheduled for November 18, 2009 at 1:30pm (Pacific); simultaneous webcast at www.lifevantage.com

San Diego, CA, November 12, 2009, LifeVantage Corporation (OTCBB: LFDV), the maker of Protandim® and TrueScience™ Anti-Aging Cream, science-based solutions to oxidative stress, announced today unaudited first quarter fiscal 2010 financial and operating results.

The Company recorded net revenue of approximately \$1.9 million for the three month period ended September 30, 2009. For the three month period ended September 30, 2008, the Company recorded net revenue of approximately \$1.3 million which included recognition of previously deferred retail revenue of approximately \$0.5 million. The growth in revenue is due to an increase in sales attributable to the Company's on-going expansion into the network marketing distribution model.

Total operating expenses for the three months ended September 30, 2009 decreased by approximately 25% from total operating expenses of approximately \$6.1 million for the three months ended June 30, 2009. This decline is primarily attributable to reductions of approximately 80% in total legal expenses. For the three months ended September 30, 2009, legal expenses decreased approximately \$1.0 million and other operating expenses decreased by approximately \$0.5 million compared to the previous quarter. These decreases are directly attributable to the Company's efforts to reduce expenses and the reduced activity in litigation in which the Company has been a party.

The Company recorded net income for the three months ended September 30, 2009 of approximately \$1.1 million, or \$0.02 per share. The Company reported a change in its derivative warrant liability of approximately \$4.3 million during the three months ended September 30, 2009. As adjusted to exclude the change in fair value of the derivative warrant liability, the Company would have incurred a net loss of approximately \$3.1 million. Adjusted net income is a non-GAAP measure, which management believes facilitates a better understanding of the results of the Company's results of operation. Adjusted net income is reconciled to net income in the table presented later in this press release. During the three months ended September 30, 2008, the Company reported a net loss of approximately \$0.1 million, or 0.01 per share.

Conference Call Information

The Company will hold a conference call on Wednesday, November 18th, 2009 at 1:30pm Pacific time (4:30pm Eastern time) to discuss first fiscal quarter 2010 financial and operating results and provide an update on its business. David W. Brown, President & Chief Executive Officer, is scheduled to lead the call and will be joined by Carrie E. Carlander, Chief Financial Officer.

The conference call may be accessed by dialing (888) 525-6276 for domestic callers and entering the pass code 2970246. The webcast will be available live via the Internet by accessing the Investors section of LifeVantage's website at <http://www.lifevantage.com/investor-profile.aspx>. Replays of the webcast will be available on LifeVantage's website for 30 days and a phone replay will be available through November 23rd, 2009 by dialing (888) 203-1112 and entering the pass code 2970246.

About LifeVantage Corporation

LifeVantage Corporation is a publicly traded (OTCBB: LFDV), science-based, nutraceutical company dedicated to helping people reach their health and wellness goals. Founded in 2003 and based in San Diego, CA, LifeVantage develops products, including Protandim®, that are intended to deliver significant health benefits to consumers. For more information, visit www.LifeVantage.com.

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" and variations thereof, identify forward-looking statements, but their absence does not mean that a statement is not forward-looking. 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 potential failure or unintended negative consequences of the implementation of the Company's network marketing sales channel; the Company's ability to retain independent distributors or to attract new independent distributors on an ongoing basis; the potential for third party and governmental actions involving the Company's network marketing sales channel; the potential for product liability claims against the Company; the risk that government regulators and regulations could adversely affect the Company's business; future laws or regulations may hinder or prohibit the production or sale of the Company's existing product and any future products; unfavorable publicity could materially hurt the Company's business; and the Company's ability to protect its intellectual property rights and the value of its product. These and other risk factors are discussed in greater detail in the Company's Annual Report on Form 10-K and its 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.

Reconciliation of Adjusted Unaudited Net Income for the Quarter Ended September 30, 2009

Net Income/(Loss) Excluding Change in Fair Value of Derivative Warrant Liability	\$ (3,144,439)
Change in Fair Value of Derivative Warrant Liability	4,294,748
Net Income	<u>\$ 1,150,309</u>

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