

**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): January 10, 2019

LIFEVANTAGE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction of Incorporation)

001-35647
(Commission File Number)

90-0224471
(IRS Employer Identification No.)

9785 S. Monroe Street, Suite 400, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On January 9, 2019, LifeVantage Corporation (the "Company") issued a press release announcing its preliminary unaudited revenue results for the three and six months ended December 31, 2018. A copy of the Company's press release is attached as Exhibit 99.1 to this report and incorporated by reference.

The information furnished in this Item 2.02 and the exhibit hereto 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, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 8, 2019, the Board of Directors (the “Board”) of the Company approved an amendment and restatement of the employment agreement (the “Restated Agreement”) between the Company and the Company’s President and Chief Executive Officer, Darren Jensen. The Board, on the recommendation of its Compensation Committee, concluded that it was appropriate at this time to update Mr. Jensen’s employment agreement and restructure his compensation arrangements including to strategically align his continued commitment to the Company, support his professional development, recognize and reward recent Company achievements including stock price growth and assure a smooth and effective future management succession process. The Restated Agreement supersedes in its entirety Mr. Jensen’s prior employment agreement dated effective as of December 6, 2016 (the “Prior Agreement”).

The Restated Agreement amends the revenue-based cash incentive awards that Mr. Jensen was eligible to earn under the Prior Agreement to:

- Replace three separate annual product-line incentive awards with a single net revenue-based annual award having a value equal to two percent (2%) of the increase in net revenue achieved for the applicable fiscal year relative to that prior fiscal year in which the Company’s net revenue achievement was the greatest. The bonus amount reduction feature that applied under the Prior Agreement to the product line incentive awards in connection with a decrease in year-over-year gross profit margin continues to apply to this restructured annual net revenue award.
- Permit the Company to satisfy its obligations with respect to the above net revenue-based award, as well as with respect to existing incentive awards tied to the Company’s achievement of specified annual revenue milestones, by granting Mr. Jensen restricted stock units (RSUs) having a grant date value equal to 105% of the earned value of the incentive award. If the Company determines to satisfy its obligations earned by Mr. Jensen by granting him RSUs, such awards would have a continuing service requirement for 12 months following the grant date.

The Board approved the grant to Mr. Jensen on January 8, 2019 of his fiscal year 2019 equity awards, having the same structure as awards granted to the Company’s other executive officers in November 2018, awarding him three-year service-based vesting RSUs covering 35,053 shares and performance-based vesting RSUs covering 35,053 shares at target-level performance (with possible overachievement at 200% of target). In addition, the Restated Agreement provides for the grant to Mr. Jensen of a retention and long-term incentive equity award in the form of RSUs covering 128,000 shares subject to three-year service-based vesting.

In consideration of the Company’s entering into the Restated Agreement with him, and in order to facilitate a smooth management succession process in the future, Mr. Jensen agreed to provide up to 12 months of continued consulting services to the Company following such time as he ceases to be its president and chief executive officer.

The foregoing summary of the Restated Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement which will be filed as an exhibit to the Company’s next periodic report.

In addition, at its January 8, 2019 meeting, the Board approved the grant of certain RSUs to Mr. Jensen and other executive officers, who elected to receive RSUs rather than cash in satisfaction of phantom awards granted during fiscal year 2018.

Item 9.01. Financial Statements and Exhibits.

(d)

Exhibit	
No.	Description
99.1	Press Release issued by the Company on January 9, 2019, announcing its preliminary revenue results for the three and six months ended December 31, 2018.

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.

Date: January 10, 2019

LIFEVANTAGE CORPORATION

By: /s/ Steven R. Fife

Name: Steven R. Fife

Title: Chief Financial Officer



LifeVantage Reports Record Second Quarter Preliminary Revenue

Q2 preliminary revenue of approximately \$58 million represents the highest quarterly revenue in the company's history

Revenue increased approximately 17% year over year and 4% sequentially

Salt Lake City, UT, January 9, 2019, (GLOBE NEWSWIRE) -- LifeVantage Corporation (Nasdaq:LFVN) today announced preliminary revenue for the fiscal 2019 second quarter and six month period ended December 31, 2018.

Preliminary revenue for the second quarter of fiscal 2019 increased approximately 17% to \$58 million, compared to \$50 million in the prior year period. Preliminary revenue for the first six months of fiscal 2019 increased approximately 15% to \$114 million compared to \$99 million in the prior year period.

"We are proud to report the highest level of quarterly revenue in the Company's history," stated LifeVantage President and Chief Executive Officer Darren Jensen. "The second quarter strength reflected a strong response to the launch of our TrueScience Hair Care System and broad based growth across our global footprint, particularly in Taiwan and the United States, reflecting the success of our 2019 initiatives."

The Company is releasing preliminary second quarter fiscal 2019 revenue in advance of its participation and presentation at the ICR Conference on January 14-16, 2019. The Company does not intend to release preliminary quarterly revenue in the future.

About LifeVantage Corporation

LifeVantage Corporation (Nasdaq: LFVN) is a pioneer in Nutrigenomics - a new science dedicated to biohacking the human aging code. The company is engaged in the identification, research, development and distribution of advanced nutraceutical dietary supplements and skin and hair care products, including Protandim®, a line of scientifically-validated dietary supplements; TrueScience®, a line of Nrf2 infused skin care and hair care products; Petandim™ for Dogs, a companion pet supplement formulated to combat oxidative stress in dogs; Axio® Smart Energy Drink mixes; PhysIQ™, a Smart Weight Management System; and Omega+, a 3-in-1 fish oil supplement. LifeVantage was founded in 2003 and is headquartered in Salt Lake City, Utah. 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", "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 benefits of our key initiatives, future growth and expected financial performance. 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, 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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