

**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 18, 2024

LIFEVANTAGE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35647
(Commission File Number)

90-0224471
(IRS Employer
Identification No.)

3300 Triumph Blvd, Suite 700
Lehi, Utah 84043
(Address of principal executive offices, including zip code)

(801) 432-9000
(Registrant's telephone number)

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))

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, par value \$0.0001

Title of each class

LFVN

Trading Symbol(s)

The Nasdaq Stock Market LLC

Name of each exchange on which registered

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 3.03. Material Modification of Rights of Security Holders.

Effective August 28, 2024, the Rights Agreement dated August 30, 2023, between LifeVantage Corporation (the “Company”) and Computershare Trust Company, N.A., as Rights Agent (the “Rights Agreement”) expired in accordance with its terms. The Rights Agreement provided common stockholders of the Company with the right to purchase shares of the Company’s Series A Junior Participating Preferred Stock, par value \$0.0001 per share (the “Series A Preferred Stock”) upon the terms and subject to the conditions set forth in the Rights Agreement. As a result, the stock purchase rights under the Rights Agreement have been terminated and are no longer effective.

The information set forth under Item 5.03 of this Current Report on Form 8-K is incorporated into this Item 3.03 by reference.

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

On November 18, 2024, in connection with the expiration of the Rights Agreement described in Item 3.03 above, the Company filed a Certificate of Elimination of Series A Junior Participating Preferred Stock of LifeVantage Corporation (the “Certificate of Elimination”) with the Secretary of State of the State of Delaware. The Certificate of Elimination, which was effective upon filing, eliminated all matters set forth in the Certificate of Designation of Series A Junior Participating Preferred Stock of LifeVantage Corporation filed by the Company on August 30, 2023 (the “Certificate of Designation”) with respect to the Series A Preferred Stock. No shares of Series A Preferred Stock were issued and outstanding at the time of the filing of the Certificate of Elimination. Such shares previously designated Series A Preferred Stock will be returned to the authorized but undesignated shares of the Company's preferred stock.

The Certificate of Elimination became effective upon filing, and a copy is filed as Exhibit 3.1 to this Current Report on Form 8-K. The above description of the Certificate of Elimination is a summary and, as such, is qualified in its entirety by reference to the full text of the Certificate of Elimination, which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Elimination of Series A Junior Participating Preferred Stock of LifeVantage Corporation, filed November 18, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 19, 2024

LIFEVANTAGE CORPORATION

By: /s/ Steven R. Fife

Name: Steven R. Fife

Title: President and Chief Executive Officer

**CERTIFICATE OF ELIMINATION
OF SERIES A JUNIOR PARTICIPATING PREFERRED STOCK OF
LIFEVANTAGE CORPORATION**

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)

LifeVantage Corporation, a Delaware corporation (the “**Company**”), certifies as follows:

1. The Certificate of Incorporation (the “**Charter**”) of the Company, including as amended pursuant to that certain Certificate of Designation of Series A Junior Participating Preferred Stock of LifeVantage Corporation (the “**Series A Certificate of Designation**”), authorizes the issuance of 100,000 shares of preferred stock, par value \$0.0001 per share, of the Company, designated as “Series A Junior Participating Preferred Stock” (the “**Series A Preferred Stock**”).

2. Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “**DGCL**”), the Board of Directors (the “**Board**”) of the Company adopted the following resolutions:

WHEREAS, the Board deems it advisable and in the best interests of the Company and its stockholders to effect the elimination of the Series A Preferred Stock of the Company pursuant to Section 151(g) of the DGCL.

WHEREAS, a total of up to 100,000 shares of Series A Preferred Stock were authorized pursuant to the Series A Certificate of Designation, of which no shares have been previously issued or were converted into common stock.

WHEREAS, Article FOURTH of the Charter provides that the Board is authorized to increase or decrease the number of shares of any series of Preferred Stock subsequent to the issue of shares of that series, but not below the number of shares thereof then outstanding.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby confirms that no shares of Series A Preferred Stock are outstanding, and none of the authorized shares of Series A Preferred Stock will be issued subject to the Series A Certificate of Designation.

RESOLVED FURTHER, that, pursuant to Article FOURTH of the Charter, the Board hereby decreases the number of authorized shares of Series A Preferred Stock to zero.

RESOLVED FURTHER, that the officers of the Company are, and each of them hereby is, authorized and directed, for and on behalf of the Company and in its name, to prepare a certificate of elimination (the “**Series A Certificate of Elimination**”), with the effect under the DGCL of eliminating from the Charter all matters set forth in the Series A Certificate of Designation, and to execute and file the Series A Certificate of Elimination with the Secretary of State of the State of Delaware, at such time as they deem appropriate, and to take such further actions as they may deem necessary or appropriate to carry out the intent of the foregoing resolutions in accordance with the applicable provisions of the DGCL.

3. Pursuant to the provisions of Section 151(g) of the DGCL, all references to the Series A Participating Preferred Stock in the Charter are hereby eliminated.

* * *

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be signed on its behalf by its duly authorized officer on this 15th day of November, 2024.

LIFEVANTAGE CORPORATION

By: /s/ Alissa Neufeld

Name: Alissa Neufeld

Title: Corporate Secretary and General Counsel