

**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): February 16, 2010

**LifeVantage Corporation**

(Exact name of registrant as specified in its charter)

**Colorado**

(State or other  
Jurisdiction of  
Incorporation)

**000-30489**

(Commission File Number)

**90-0224471**

(IRS Employer Identification No.)

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

(Address of Principal Executive Offices)

**92127**

(Zip Code)

Registrant's telephone number, including area code: **(858) 312-8000**

(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))

**Item 2.02 Results of Operations and Financial Conditions**

On February 16, 2010, Lifevantage Corporation issued a press release announcing its unaudited second 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, or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits**

## (d) Exhibits

99.1 Press release dated February 16, 2010.

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**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.

Dated: February 16, 2010

**LIFEVANTAGE CORPORATION**

By: /s/ Carrie E. Carlander

Carrie E. Carlander

Chief Financial Officer, Secretary & Treasurer



## LIFEVANTAGE ANNOUNCES UNAUDITED SECOND QUARTER FISCAL 2010 FINANCIAL AND OPERATING RESULTS

**Company Records Increase of Over 30% in Net Revenue Over First Fiscal Quarter 2010**

**Conference call scheduled for March 2, 2010 at 1:30pm (Pacific); simultaneous webcast at [www.lifevantage.com](http://www.lifevantage.com)**

**San Diego, CA, February 16, 2010**, LifeVantage Corporation (OTCBB: LFN), the maker of science-based solutions to oxidative stress, announced today unaudited second quarter fiscal 2010 financial and operating results.

The Company recorded an increase of over 30% in net revenue over the first fiscal quarter of 2010, or approximately \$2.5 million for the three month period ended December 31, 2009. For the three month period ended December 30, 2008, the Company recorded net revenue of approximately \$578,000. The continued growth in revenue is due to the Company's on-going expansion into the network marketing distribution model. The company also recorded approximately \$2,044,000 of gross profit, maintaining its 83% gross margin from the first fiscal quarter 2010.

Total operating expenses for the three months ended December 31, 2009 were approximately \$4.7 million as compared to operating expenses of approximately \$4.6 million for the three months ended September 30, 2009. This slight increase is primarily attributable to the final settlement of the Zrii LLC litigation totaling \$400,000, as well as anticipated increases in distributor compensation associated with increases in net revenue over the fiscal quarter, offset by approximately \$530,000 of net reductions in sales and marketing, and general and administrative expenses.

The Company recorded a net loss for the three months ended December 31, 2009 of approximately \$681,000, or \$0.01 per share, which included other income of approximately \$1,999,000, primarily as the result of the change in fair value of the derivative warrant liability during the three months ended December 31, 2009 of approximately \$2,741,000.

### **Conference Call Information**

The Company will hold a conference call on March 2, 2010 at 1:30pm Pacific time (4:30pm Eastern time) to discuss second 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 800-580-4832 for domestic callers and entering the pass code 5852482. 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 March 7<sup>th</sup>, 2010 by dialing 888-203-1112 and entering the pass code 5852482.

### **About LifeVantage Corporation**

LifeVantage Corporation is a publicly traded (OTCBB: LFN), 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<sup>®</sup>, that are intended to deliver significant health benefits to consumers. For more information, visit [www.LifeVantage.com](http://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

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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.

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**Investor Relations Contact:**

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