
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): September 7, 2006

Lifeline Therapeutics, Inc.

(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.)

6400 South Fiddler's Green Circle, Suite 1970, Greenwood Village,

(Address of principal executive offices)

CO 80111

(Zip Code)

Registrant's telephone number, including area code: (720) 488-1711

6400 South Fiddler's Green Circle, Suite 1750, Englewood, CO 80111

(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 (see General Instruction A.2. below):

- 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 7.01 Regulation FD Disclosure

Beginning September 7, 2006 and thereafter, management of the company intends to hold discussions and/or meetings with shareholders. The attached presentation, dated September 2006, includes the information to be discussed. The presentation is attached as Exhibit 99.1 hereto.

ITEM 9.01. Exhibits

99.1 Presentation dated "September 2006"

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.

Date: September 7, 2006

LIFELINE THERAPEUTICS, INC.

By: /s/ Stephen K. Onody _____

Stephen K. Onody
Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation dated "September 2006"



**Dedicated to helping people
reach their health and wellness goals with
science-based natural solutions.**

September 2006

Lifeline Therapeutics, Inc.
Investor Presentation LFLT.OB

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The issues addressed in this presentation may involve forward-looking statements which are subject to a number of risks and uncertainties. Actual results may differ materially. Please refer to our Annual Report and to other SEC filings for more information about risks and uncertainties that could cause actual results to differ.

- **We are:**
 - A science-based health and nutrition company
 - Committed to developing innovative products based on scientific evidence
- **Our initial product:**
 - Patent-pending Protandim[®] strengthens the body's natural antioxidant defenses against the cell damage known as oxidative stress

Key Consumer Lifestyle Trends

- **Core Wellness**
 - Men and women ages 35 - 64+
 - HH income of \$75K+
 - Some college education
- **Focus:**
 - Healthy lifestyles and aging
 - **Prevention**
 - Peace of mind
 - **Wake-up Call**
 - Seek proactive solutions
 - **Balance**
 - *The New Wellness*



Corporate Overview

- Public in October 2004, LFLT.OB
- Protandim® shipment begins March 2005
- Protandim® featured on **ABC Primetime Live June 2005, NBC TODAY Show July 2006**
- Human clinical trial study published January 2006 in peer-reviewed scientific journal
- Leading antioxidant research scientists
- Internationally renowned scientific advisors
- New, experienced management team

Goals

- **Transition and reposition the Company, the product, and the brand**
 - **Maintain science and evidence based cornerstone**
- **Stabilize and expand business**
- **Develop solid distribution channels**

Significant Accomplishments

- Human Study Published – shows Protandim® provides a fundamentally new approach to antioxidant therapy
- Dr. Joe McCord joins board of directors, interviewed on *The Troubleshooter*
- Drs. Gold and O'Connell join Scientific Advisory Board
- Dr. Sally Nelson presents at OCC Congress 2006, Supplyside East, GNC Franchise Convention; represents Lifeline at Nutracon 2006, VitaFoods International
- Partnership in Wellness, Women's Initiative, and national radio advertising programs launched
- BabyBoomerSurvivalKit™
- Taglich Brothers, Catalyst Financial Resources engaged
- LeGrand Hart, Karsh+Hagan engaged
- New messaging and advertisements
- Web site
- CVS retail partnership
- Renewed GNC contract
- Featured on:
 - ABC *Primetime Live*
 - NBC *TODAY*

The Opportunity

- Estimated \$2 - 3 billion science-based segment of overall U.S. \$21 billion supplement market
- Science-based
 - Unique position in the health and wellness supplement market sector
 - Market moving to evidence-based
 - Clinically supported
- Product expansion opportunities



U. S. Market Opportunity - estimate

\$21 Billion Market



No Clinical Evidence

Clinical Evidence

\$2-3 Billion segment

2005 – 4.5% Growth

Source: Nutrition Business Journal June / July 2006

The Problem - Oxidative Stress

- Oxidative stress is associated with over **100** diseases, as presented in over a thousand peer-reviewed, published, scientific papers
- Examples of areas where oxidative stress appears to play a role, based on these papers, include:
 - Heart disease
 - Diabetes
 - Cancer

Yesterday's Solution

- Consumable antioxidants (e.g. vitamins C and E) neutralize only a small fraction of the free radicals/oxidants produced daily
- One gram of vitamin C per day can neutralize about 1/30th of the body's daily production of free radicals per day
 - This assumes full absorption and complete reaction prior to excretion
- One daily Protandim caplet has the same antioxidant capacity as each of the following:



10 lbs



15 lbs

87 glasses



375



The Problem - Overview of Oxidative Stress

- Oxidative stress (cell damage) occurs when oxidative balance is upset by increased production of oxidants, or by decreased availability of antioxidants
- Humans produce a number of antioxidant enzymes naturally: superoxide dismutase (SOD) and catalase (CAT) are the most important
- Humans produce about 0.3 mole of free radicals daily
- As people age, the body's natural production of SOD and CAT enzymes cannot keep up with increasing levels of free radicals



Our Solution

- Protandim® - patent-pending formula
- Activates the production of two key antioxidant enzymes - SOD and CAT - the body's own defense system against free radicals
- Clinically proven to naturally strengthen the body's natural antioxidant defenses against oxidative stress
- Delivers significantly greater antioxidant benefits than standard antioxidant supplements
- Protects against cell damage caused by free radicals

The Scientific Evidence Free Radical Biology & Medicine (Jan. 15, 2006)

Original Contribution

The induction of human superoxide dismutase and catalase in vivo: A fundamentally new approach to antioxidant therapy

Sally K. Nelson^{a,b}, Swapan K. Bose^a, Gary K. Grunwald^c, Paul Myhill^d, Joe M. McCord^{a,b,d,*}

^a *Webb-Waring Institute for Cancer, Aging and Antioxidant Research, University of Colorado Denver Health Sciences Center, Denver, CO 80262, USA*

^b *Department of Medicine, University of Colorado Denver Health Sciences Center, Denver, CO 80262, USA*

^c *Department of Preventive Medicine and Biometrics, University of Colorado Denver Health Sciences Center, Denver, CO 80262, USA*

^d *Lifeline Therapeutics, Denver, CO, USA*

Received 22 June 2005; revised 24 August 2005; accepted 28 August 2005

Abstract

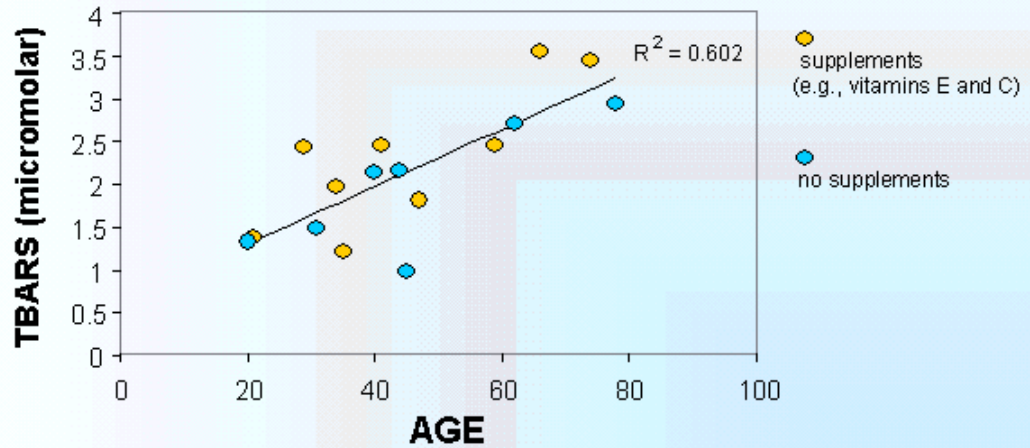
A composition consisting of extracts of five widely studied medicinal plants (Protandim) was administered to healthy human subjects ranging in age from 20 to 78 years. Individual ingredients were selected on the basis of published findings of induction of superoxide dismutase (SOD) and/or catalase in rodents in vivo, combined with evidence of decreasing lipid peroxidation. Each ingredient was present at a dosage sufficiently low to avoid any accompanying unwanted pharmacological effects. Blood was analyzed before supplementation and after 30 and 120 days of supplementation (675 mg/day). Erythrocytes were assayed for SOD and catalase, and plasma was assayed for lipid peroxidation products as thiobarbituric acid-reacting substances (TBARS), as well as uric acid, C-reactive protein, and cholesterol (total, LDL, and HDL). Before supplementation, TBARS showed a strong age-dependent increase. After 30 days of supplementation, TBARS declined by an average of 40% ($p = 0.0001$) and the age-dependent increase was eliminated. By 120 days, erythrocyte SOD increased by 30% ($p < 0.01$) and catalase by 54% ($p < 0.002$). We conclude that modest induction of the catalytic antioxidants SOD and catalase may be a much more effective approach than supplementation with antioxidants (such as vitamins C and E) that can, at best, stoichiometrically scavenge a very small fraction of total oxidant production.

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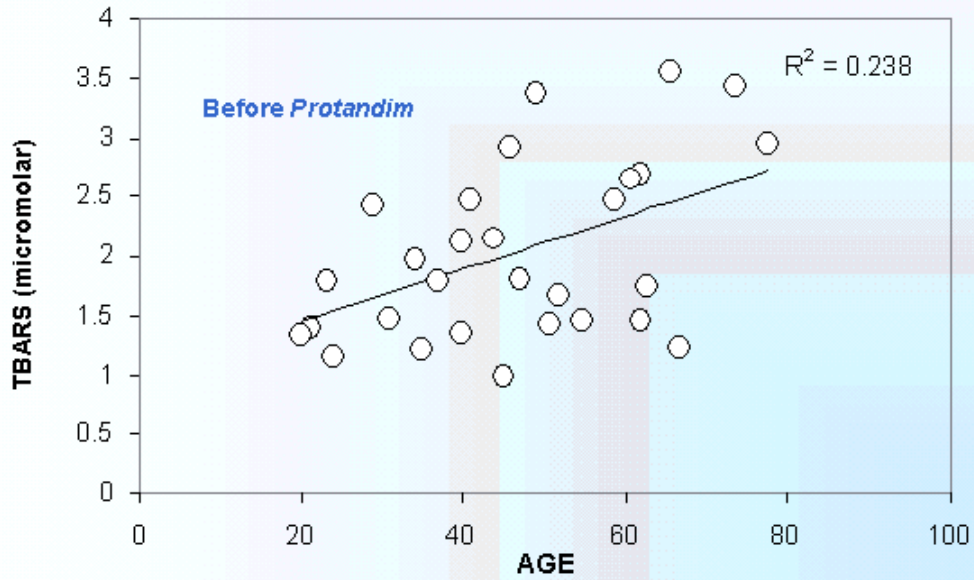
Protandim® Study Results

- TBARS are a key measure of oxidative stress
- TBARS are considered “the canary in the coal mine”
- After 30 days, 40% average reduction of TBARS
- After 120 days, increase in average antioxidant enzyme levels
 - SOD +30%
 - CAT +54%

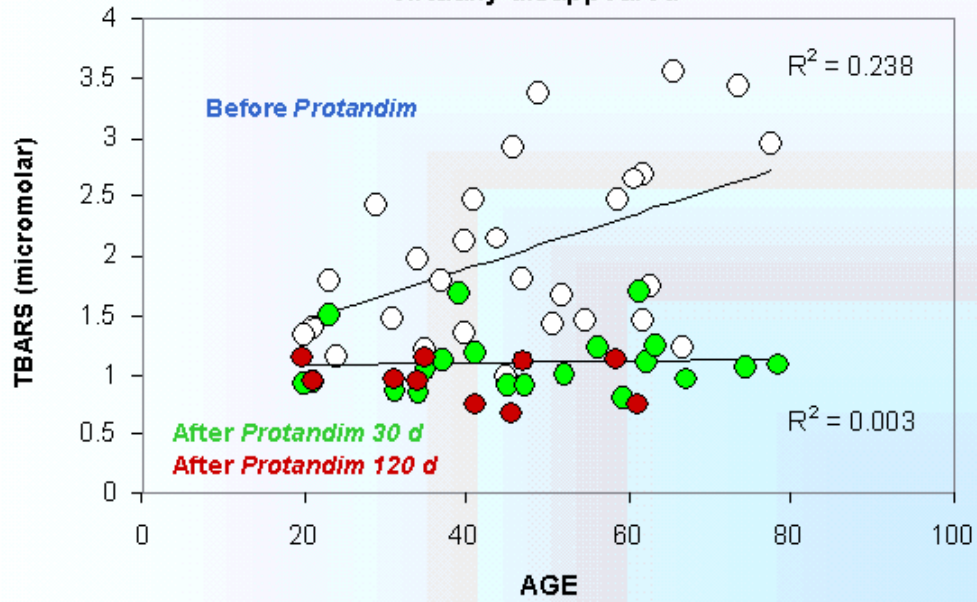
Traditional antioxidant supplements in normal healthy humans do not affect oxidative stress levels



Normal subjects before supplementation with Protandim showed a strong age-dependent increase in TBARS



TBARS dropped an average of 40% ($p < 0.0001$) after 30 days of Protandim supplementation and the age-related increase in TBARS virtually disappeared





Protandim® Study Conclusions

Causing modest induction of SOD and CAT to decrease oxidative stress and lipid peroxidation *in vivo* may be

**a much more effective approach
than conventional antioxidant supplements.**

Protandim® Positioning

- **Safe**
 - *All Natural*
 - GMPs
- **Effective**
 - Clinically Tested
- **Scientifically and Clinically Proven**
 - Peer reviewed clinical and scientific publication
 - Market moving to evidence-based
- **Premium product**
 - Science allows for premium pricing

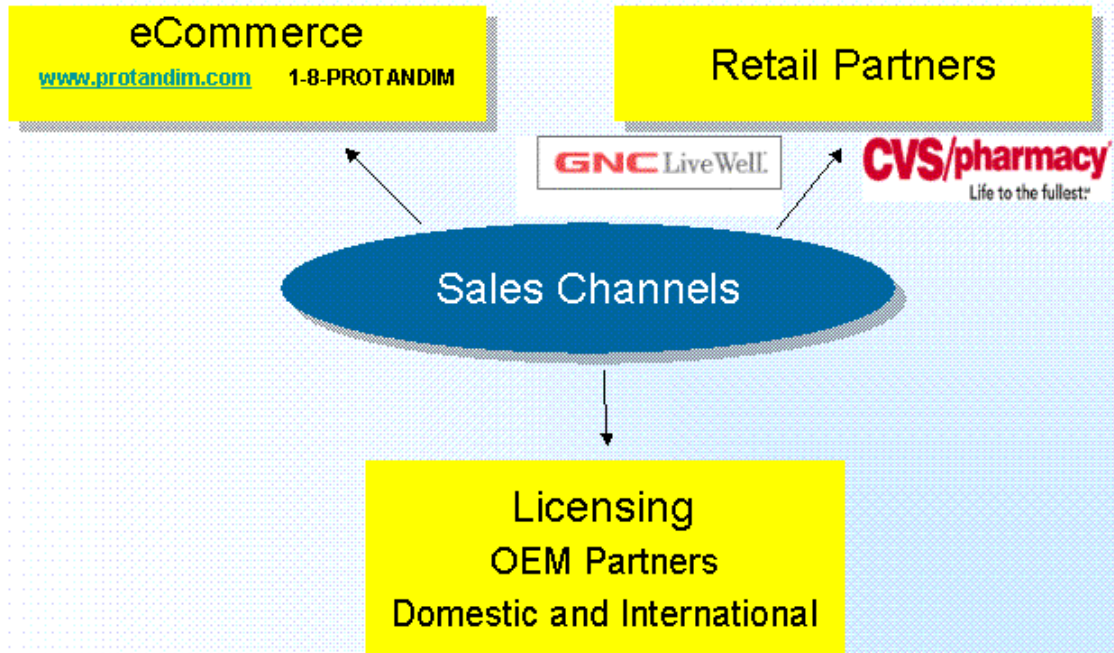


Corporate Strategy

- **Produce clinically tested products**
 - Protandim® product line expansion
 - New products
- **Based on science**
- **Science allows premium pricing**
- **“Partnership in Wellness” marketing campaign**
 - Partnering with leading companies to spread health and wellness message
 - Women's Initiative
 - Men's Health Awareness Week
- **New imaging and messaging for repositioning both the company and the product**



Marketing Strategy



Marketing Strategy

- **eCommerce**

- New web site
- New systems
- New initiatives
- Protandim® \$49.95 retail
- Save 10% with AutoShip option
- 3-day DSO
- Retention programs

- **Retail**

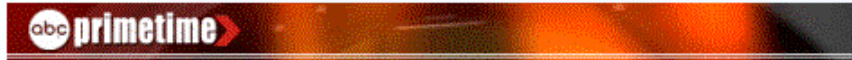
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- Pursuing other potential partners
 - Chain drug stores
 - Health food stores
- Science allows partners to charge a premium

- **Licensing + OEM + Partners**

- Domestic and international

Marketing Strategy - Product Promotion

- ABC's *Primetime Live* June 2005



- TODAY July 2006



- **Consumer advertising**

- **Print and eCommerce – example targets include**

Wall Street Journal
 Newsweek
 L. A. Times
 Chicago Sun Times
 Dallas Morning News
 Chicago Tribune
 Minneapolis Star Tribune
 Houston Chronicle
 San Diego – North County Times
 Better Homes and Gardens
 Ladies' Home Journal
 Value Click Network

USA Today
 New York Times
 Delicious Living
 Women's Health
 Palm Beach Post
 Newsday
 Denver Post Advocate
 Seattle Times

AARP
 Fitness

Prevention
 Yoga Journal
 iVillage
 Alternative Medicine
 Men's Fitness
 Men's Health

San Francisco Chronicle
 Atlanta Journal Constitution
 More
 Rocky Mountain News





ABOUT YOUR LIFE!



Marketing Strategy - Product Promotion

- **Consumer advertising**
 - **Radio**
 - National, regional
 - Premiere Radio Networks
 - Westwood One Networks
 - Sirius Satellite Radio
 - American Health Radio with Scott Broder
 - Troubleshooter Tom Martino
 - **TV**
 - Direct sales
 - Direct response television
 - PBS
 - **Internet**
- **Scandown supported**
- **Co-op supported**
- **Spokesperson(s)**



Financial Model

- Virtual company – low overhead
- Most costs variable
- eCommerce model provides strong cash flow
- GNC deferred revenue of \$1 million
- Exceptional Gross Margin
- On-demand production

Operating Results

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
For the quarter and fiscal year ended June 30, 2006
(in '000's except per share data)



	Fourth Quarter ended June 30, 2006 (Unaudited)	Fourth Quarter ended June 30, 2005 (Audited)	Fiscal year ended June 30, 2006 (Unaudited)	Fiscal year ended June 30, 2005 (Audited)
Revenues:				
Sales, net	\$1,098.9	\$2,328.0	\$7,165.8	\$2,353.8
Cost of sales	235.7	383.5	1,491.3	393.6
Gross profit	863.2	1,944.5	5,674.5	1,960.2
Operating expenses				
Marketing and customer service	1,587.7	849.7	4,259.7	923.8
General and administrative	827.3	1,321.2	4,169.6	3,083.3
Research and development	65.9	5.0	114.2	37.9
Total operating expenses	2,480.9	2,175.9	8,543.5	4,045.0
Operating (loss)	(1,617.7)	(231.4)	(2,869.0)	(2,084.8)
Net other income and (expense)	44.9	(2,575.6)	134.5	(3,737.6)
Net (loss)	(\$1,572.8)	(\$2,807.0)	(\$2,734.5)	(\$5,822.4)
Loss per share, basic and diluted	(\$0.07)	(\$0.16)	(\$0.12)	(\$0.33)
Weighted average shares outstanding, basic and diluted	22,118.0	17,583.6	22,118.0	17,583.6

September 2006

Lifeline Therapeutics, Inc.
Investor Presentation LFLT.OB

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Balance Sheets

CONDENSED CONSOLIDATED BALANCE SHEETS (IN '000'S)

	(Unaudited) As of June 30, 2006	(Audited) As of June 30, 2005
ASSETS		
Current Assets	\$4,414.2	\$6,032.4
Property and equipment, net	245.0	200.9
Intangible assets, net	5,472.1	5,578.8
Deposits	316.6	31.2
TOTAL ASSETS	<u>\$10,447.9</u>	<u>\$11,843.3</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$613.8	\$657.5
Accrued expenses and other	401.3	207.7
Deferred revenue	1,145.0	-
Total Current Liabilities	<u>2,160.1</u>	<u>865.2</u>
Capital lease-long term portion	3.1	-
Total Liabilities	<u>2,163.2</u>	<u>865.2</u>
Stockholders' equity	8,284.7	10,978.1
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$10,447.9</u>	<u>\$11,843.3</u>

Scientists

Joe M. McCord, Ph.D.

- Co-discoverer of SOD in 1969
- Honorary President of the International Society of Antioxidants in Nutrition and Health (ISANH)
- Recipient of the prestigious Elliott Cresson Medal of the Franklin Institute
- Professor of Medicine at University of Colorado at Denver and Health Sciences Center (UCDHSC)
- Director of Science, Lifeline Therapeutics
- Board of Directors, Lifeline Therapeutics



Sally K. Nelson, Ph.D.

- Assoc. Clinical Professor of Medicine, UCDHSC
- Lead researcher on Protandim study
- Science Coordinator, Lifeline Therapeutics



Scientific Advisory Board

Larry Gold, Ph.D.

- Founder, CEO, Chairman of the Board, and Chief Science Officer of SomaLogic, a leading clinical proteomics company
- Founded NeXagen, Inc., which later became NeXstar Pharmaceuticals, Inc. In 1999, NeXstar merged with Gilead Sciences, Inc.
- Founded Synergen, Inc., a biotechnology company acquired by Amgen, Inc.
- Professor, University of Colorado (CU) since 1970, where he served as Chairman of Molecular, Cellular and Developmental Biology Department from 1988 to 1992
- Awarded the CU Distinguished Lectureship Award, the National Institutes of Health Merit Award, the Career development Award, and the Chiron Prize for Biotechnology



Sean O'Connell, Ph.D.

- Chief Medical Officer for Cascade Medical Enterprises, LLC.
- Assistant Professor, Department of Surgery, Division of Vascular Surgery at Englewood Hospital and Medical Center, a Mount Sinai School of Medicine Affiliated Hospital in Englewood, New Jersey
- Medical Marketing Director for Novartis Pharmaceuticals Corporation, East Hanover, New Jersey
- Medical Director for Sandoz Pharmaceuticals



Management

Stephen K. Onody, CEO

- 28 years of experience in healthcare companies
- Formerly with;
 - Chairman and CEO, Colorado MEDtech, Inc. (CMED: NASDAQ)
 - Vital Signs, Microphage, and Boston Scientific

Gerald J. Houston, CFO

- Formerly with;
 - Founder and CFO, OpVista, Inc.
 - ROLM, IBM, Measurex, and KPMG Strategic Services



Board of Directors

Javier Baz, Chairman
Dr. James Crapo

Private Investor, former investment banker
Former Chairman of Medicine,
National Jewish Medical and Research Ctr.

James J. Krejci
Bill Lister

CEO, CheckAwards Corporation

Ret. Senior VP and General Manager
Patient Care, Roche Diagnostics
Corporation

Dr. Joe McCord

Director of Science, Lifeline

Stephen K. Onody

CEO, Lifeline

H. Leigh Severance

President, Severance Capital Management

John B. Van Heuvelen

CEO and President, WCS Telecom

Looking Ahead – Strategy channels under consideration

Grow Protandim by increasing

- **Direct Sales**
 - eCommerce and Retail
- **Distribution and brokers**
- **Licensing and OEM**
- **Direct Response TV**
- **International Distribution**
- **Multi-level Marketing**
- **“Partnerships in Wellness”**
 - Healthcare Practitioners

Additional Products:

- **Science-based**
 - Line Extensions
 - New Products

