SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number 3235-0287

| - 1 | OND Number. | 0200 0201 | | | | |
|-----|-------------------------|-----------|--|--|--|--|
| | Estimated average burde | en | | | | |
| | hours per response: | 0.5 | | | | |
| | | | | | | |

| 1. Name and Address of Reporting Person [*] Rose Justin | | | 2. Issuer Name and Ticker or Trading Symbol <u>Lifevantage Corp</u> [LFVN] | | tionship of Reporting Pers all applicable) Director | 10% Owner | | |
|---|-----------------------|-----------------------------|--|------------------------|---|-------------------------------------|--|--|
| (Last) 9785 SOUTH | (First) MONROE STE | (Middle) REET, SUITE 400 | 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2018 | - x | Officer (give title below) Chief Sales C | Other (specify below) Officer | | |
| (Street) SANDY UT 84070 | | 84070 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | , | | | |
| (City) | (State) | (Zip) Table I - Non-Deri | vative Securities Acquired, Disposed of, or Benef | icially (| | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | e, Transaction Code (Instr. | | 4. Securities A Disposed Of (I | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|--------------------------------|---|-----------------------------------|---------------|---------------------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 12/31/2018 | | М | | 92,000 ⁽¹⁾ | Α | \$0 ⁽²⁾ | 112,795 | D | |
| Common Stock | 12/31/2018 | | F | | 40,756 ⁽³⁾ | D | \$13.19 | 72,039 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|-----|--------|--|--------------------|---|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Performance Stock Units | (2) | 12/31/2018 | | М | | | 92,000 | (1) | 12/31/2018 | Common Stock | 92,000 | \$ 0 | 0 | D | |

Explanation of Responses:

1. On March 28, 2016, the reporting person was granted Performance Stock Units ("PSUs"), subject to a three-year performance period of 1/1/2016 through 12/31/2018, subject to earlier expiration upon a change in control of the issuer ("Performance Period"). Subject generally to the reporting person's continued service with the issuer, each PSU represents a contingent right for such person to receive, within 30 days after the end of the Performance Period, a distribution of common shares of the issuer equal to 0% to 200% of the previously reported target number of PSUs. Based on the issuer's total stockholder return performance during the Performance Period, the actual number of shares distributed was 200% of the target number of PSUs.

2. PSUs convert into common stock on a one-for-one basis

3. These shares were withheld to satisfy tax withholding obligations in connection with the vesting of a PSU award granted on March 28, 2016.

Remarks:

/s/ Justin Rose

** Signature of Reporting Person Date

01/03/2019

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.