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**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): December 6, 2006

**Lifeline Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

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**Colorado**

(State or other jurisdiction  
of incorporation)

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**000-30489**

(Commission File Number)

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**90-0224471**

(IRS Employer Identification No.)

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6400 South Fiddler's Green Circle, Suite 1970, Greenwood Village, CO 80111

(Address of principal executive offices) (Zip Code)

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

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(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 December 6, 2006 and thereafter, management of the company intends to hold discussions and/or meetings with investors. The attached presentation, dated December 2006, includes the information to be discussed. The presentation is attached as Exhibit 99.1 hereto.

ITEM 9.01. Exhibits

99.1 Presentation entitled "IR Presentation".

**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: December 6, 2006

LIFELINE THERAPEUTICS, INC.

By: /s/ Stephen K. Onody  
Stephen K. Onody  
Chief Executive Officer

## Exhibit Index

Exhibit Number	Description
99.1	Presentation entitled "IR Presentation".



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



Statements in this presentation which are not statements of historical fact are “forward-looking statements” within the Safe Harbor provision of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on information available to, and the expectations and assumptions deemed reasonable by Lifevantage Corporation (the “Company”) at the time this presentation was made. Although the Company believes that the assumptions underlying such statements are reasonable, it can give no assurance that they will be attained. Factors that could cause actual results to differ materially from expectations include the risks detailed under the caption “Risk Factors” in the Company’s most recent Annual Report on Form 10-KSB, and risks identified in the Company’s quarterly reports on Form 10-QSB and in other materials filed by the Company from time to time with the Securities and Exchange Commission.

## **Building A Company - Goals**

- **Increase sales**
- **Stay true to science**
- **Customer Service**
- **Increase shareholder value**

## **A Challenging Year**

- **Financial Performance**
- **Market Opportunity**
- **Product and Science**
- **Initiatives**
  - **Sales and Distribution**
  - **Marketing**
- **Looking Ahead**



## **Building A Company – Finance and Operations**

- **Virtual Partners: Chemins, UPS**
- **eCommerce Model**
- **Financial and Regulatory Achievements**
  - **Hired new financial staff**
    - CFO, Jerry Houston
    - Director of Finance, Brad Amman
  - **SEC SB2 Registration– understanding reached November 10, 2006**
    - Patent Valuation \$2M vs. Goodwill
    - Accounting Issues Cleared
  - **SEC Retail Revenue Recognition 12 Months Early**
  - **Reporting – Filings at or in advance of due dates**
  - **Initiated Quarterly Conference Calls and Shareholder Briefings**
  - **Initiated IR Coverage: Taglich Brothers, Catalyst Fin Resources**

# Operating Results

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS  
For the fiscal years ended June 30, 2006 and 2005



	June 30, 2006	June 30, 2005
<b>Revenues:</b>		
Direct Sales, net	\$ 7,165,819	\$ 2,353,795
Retail Sales, net	-	-
<b>Total Sales, net</b>	<b>7,165,819</b>	<b>2,353,795</b>
Cost of sales	1,491,332	393,551
<b>Gross profit</b>	<b>5,674,487</b>	<b>1,960,244</b>
<b>Operating expenses:</b>		
Marketing and customer service	4,259,711	923,774
General and administrative	3,904,368	2,981,754
Research and development	114,163	37,933
Depreciation and amortization	265,279	101,596
<b>Total operating expenses</b>	<b>8,543,521</b>	<b>4,045,057</b>
<b>Operating income (loss)</b>	<b>(2,869,034)</b>	<b>(2,084,813)</b>
<b>Other income and (expense):</b>		
Interest income (expense)	134,533	(100,563)
Amort. of debt and stock offering costs	-	(447,132)
Beneficial conversion (expense)	-	(3,185,105)
Other (expenses)	-	(4,784)
<b>Net other income (expense)</b>	<b>134,533</b>	<b>(3,737,584)</b>
<b>Net (loss)</b>	<b>\$ (2,734,501)</b>	<b>\$ (5,822,397)</b>
<b>Net (loss) per share, basic and diluted</b>	<b>(\$0.12)</b>	<b>(\$0.33)</b>
<b>Weighted average shares outstanding</b>	<b>22,117,992</b>	<b>17,583,562</b>

## Balance Sheets

CONDENSED CONSOLIDATED BALANCE SHEETS  
June 30, 2006 and 2005 (Restated \*, Unaudited)



	June 30, 2006	June 30, 2005
<b>ASSETS</b>		
Current assets	4,414,215	6,032,346
Property and equipment, net	245,000	200,944
Intangible assets, net	2,162,042	2,268,830
Deposits	316,621	31,192
<b>TOTAL ASSETS</b>	<b>\$7,137,878</b>	<b>\$8,533,312</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$613,833	\$657,528
Accrued expenses	399,305	207,672
Deferred revenue	1,144,950	-
Capital lease-current portion	1,985	-
<b>Total Current Liabilities</b>	<b>2,160,073</b>	<b>865,200</b>
<b>Long-Term Liabilities</b>		
Capital lease-long term portion	3,146	-
<b>Total Liabilities</b>	<b>2,163,219</b>	<b>865,200</b>
<b>Stockholders' Equity</b>		
Common Stock, Series A - par value \$.001, 250,000,000 shares authorized, 22,117,992 issued and outstanding	22,118	22,118
Additional paid-in capital	14,018,487	13,921,832
Accumulated (deficit)	(9,010,339)	(6,275,838)
Unrealized (loss) on securities available for sale	(55,607)	-
<b>Total stockholders' equity</b>	<b>4,974,659</b>	<b>7,668,112</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$7,137,878</b>	<b>\$8,533,312</b>

\* Reflects restatement

# Operating Results

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS  
For the three months ended September 30, 2006 and 2005



	For the three months ended	
	September 30, 2006	September 30, 2005
<b>Revenues:</b>		
Direct Sales, net	\$ 896,689	\$ 2,964,591
Retail Sales, net	1,178,793	-
Total Sales, net	2,075,482	2,964,591
Cost of sales	375,552	596,561
Gross profit	1,699,930	2,368,030
<b>Operating expenses:</b>		
Marketing and customer service	1,032,815	1,144,470
General and administrative	1,407,626	1,065,409
Research and development	65,683	-
Depreciation and amortization	29,432	86,374
Total operating expenses	2,535,556	2,296,253
Operating income (loss)	(835,626)	71,777
Net other income and (expense)	15,418	8,538
Net (loss)	\$ (820,208)	\$ 80,315
Net (loss) per share, basic and diluted	(\$0.04)	\$0.00
Weighted average shares outstanding	22,118,034	22,117,992

# Operating Results

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS  
For the three months ended September 30, 2006 and June 30, 2006



	For the three months ended	
	September 30, 2006	June 30, 2006
<b>Revenues:</b>		
Direct Sales, net	\$ 896,689	\$ 1,098,852
Retail Sales, net	1,178,793	-
<b>Total Sales, net</b>	<b>2,075,482</b>	<b>1,098,852</b>
Cost of sales	375,552	235,641
<b>Gross profit</b>	<b>1,699,930</b>	<b>863,211</b>
<b>Operating expenses:</b>		
Marketing and customer service	1,032,815	1,587,680
General and administrative	1,407,626	800,386
Research and development	65,683	65,887
Depreciation and amortization	29,432	26,990
<b>Total operating expenses</b>	<b>2,535,556</b>	<b>2,480,943</b>
Operating income (loss)	(835,626)	(1,617,732)
Net other income and (expense)	15,418	44,873
<b>Net (loss)</b>	<b>\$ (820,208)</b>	<b>\$ (1,572,859)</b>
Net (loss) per share, basic and diluted	(\$0.04)	(\$0.07)
Weighted average shares outstanding	22,118,034	22,117,992

# Balance Sheets

CONDENSED CONSOLIDATED BALANCE SHEETS  
June 30, 2006 and 2005 (Restated \*, Unaudited)



	September 30, 2006	June 30, 2006
<b>ASSETS</b>		
Current assets	4,375,562	4,414,215
Property and Equipment, net	254,088	245,000
Intangible Assets, net	2,199,412	2,162,042
Deposits	325,440	316,621
<b>TOTAL ASSETS</b>	<b>\$7,154,502</b>	<b>\$7,137,878</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$645,137	\$613,833
Accrued expenses	305,833	399,305
Margin debt payable	607,487	-
Deferred revenue	876,660	1,144,950
Capital lease-current portion	2,059	1,985
<b>Total Current Liabilities</b>	<b>2,437,176</b>	<b>2,160,073</b>
<b>Long-Term Liabilities</b>		
Capital lease-long term portion	2,603	3,146
<b>Total Liabilities</b>	<b>2,439,779</b>	<b>2,163,219</b>
<b>Stockholders' Equity</b>		
Common Stock, Series A -par value \$.001, 250,000,000 shares authorized, 22,118,034 issued and outstanding	22,118	22,118
Additional paid-in capital	14,542,396	14,018,487
Accumulated (deficit)	(9,830,547)	(9,010,339)
Unrealized (loss) on securities available for sale	(19,244)	(55,607)
<b>Total stockholders' equity</b>	<b>4,714,723</b>	<b>4,974,659</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$7,154,502</b>	<b>\$7,137,878</b>

\* Reflects restatement

December 2006

Lifevantage Corporation LFLT.OB  
IR Presentation

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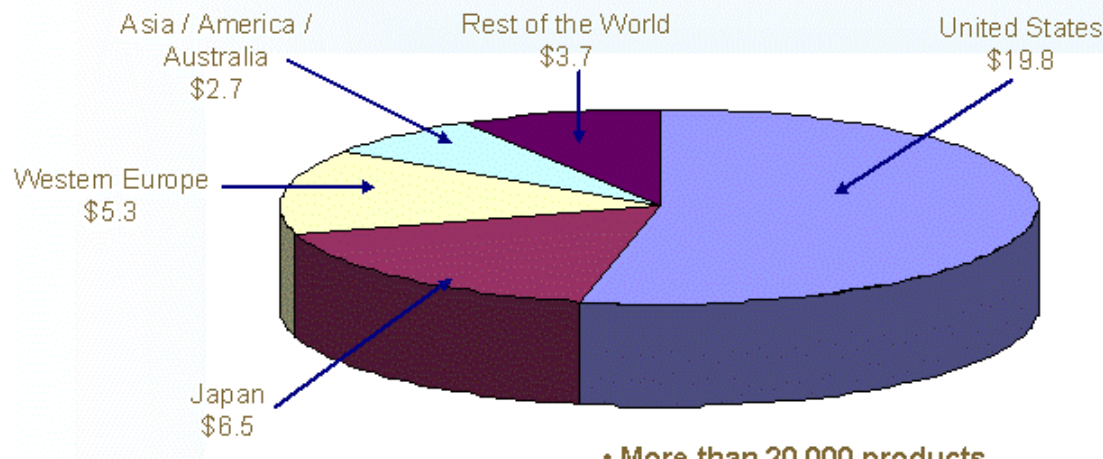
## Building A Company

Market Opportunity

High Growth Target Market

## Market Opportunity: World-wide Nutraceutical / Supplement Market ~ \$40B

(Courtesy of Bathgate Capital Partners)



- More than 20,000 products.
- Approximately 450 companies.
- Market share of largest company < 5%.

Source: Euromonitor International, 2003



# Market Segments

(Courtesy of Bathgate Capital Partners)



## U.S. Condition – Specific Supplement Sales: 2003 - 2005

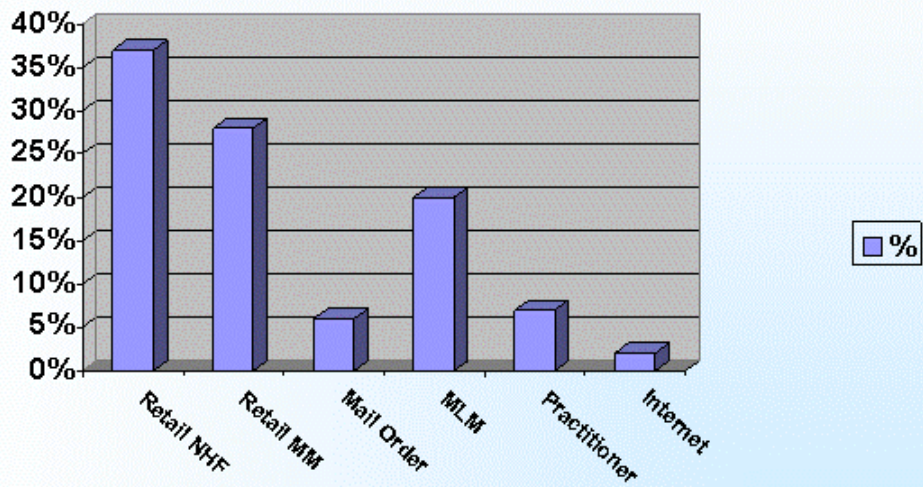
	2003 Sales	2004 Sales	2005 Sales	2005 Growth	% 2005 Total
Sports/Energy/Weight Loss	5,760	5,664	5,683	0.3%	27%
General Health	4,340	4,453	4,580	2.8%	22%
Joint Health	1,097	1,105	1,138	3.0%	5%
Cold / Flu-Immune	957	996	1,028	3.2%	5%
Anti-cancer	858	926	1,006	8.6%	5%
Heart Health	884	957	1,002	4.7%	5%
Bone Health	1,022	980	972	-0.8%	5%
Gastrointestinal Health	536	591	633	7.0%	3%
Diabetes	466	501	519	3.7%	1%
Menopause	297	289	273	-5.4%	1%
<b>Top Conditions</b>	<b>16,217</b>	<b>16,462</b>	<b>16,834</b>	<b>2.3%</b>	<b>81%</b>
Others	3,586	3,862	4,008	3.8%	19%
<b>Total Supplements</b>	<b>19,803</b>	<b>20,324</b>	<b>20,842</b>	<b>2.5%</b>	<b>100%</b>

Source: Nutritional Business Journal  
December 2006

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## The U.S. Supplement Market by Outlet



Retail NHF	Retail MM	Mail Order	MLM	Practitioner	Internet
37%	28%	6%	20%	7%	2%

Nutrition Business Journal, June/July 2006

December 2006

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## Building A Company

### Product and Science

## The Problem - Summary 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 does not keep up with increasing levels of free radicals

## The Science of Oxidative Stress

- Oxidative stress is associated with over **100** diseases, as presented in more than 44,000 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

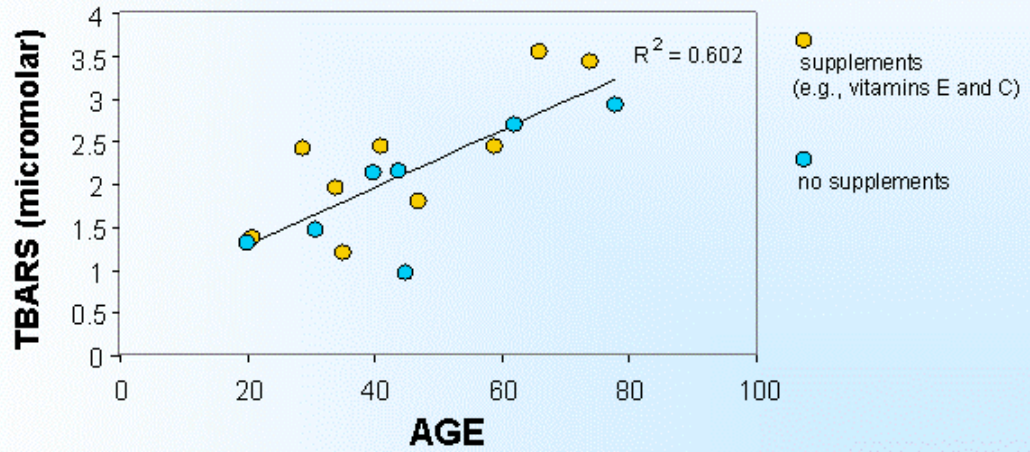
- Consumable antioxidants (e.g. vitamins C and E) neutralize only a small fraction of the free radicals/oxidants produced daily
- One gram of vitamin C per day can neutralize about 1/30<sup>th</sup> of the body's daily production of free radicals per day
  - This assumes full absorption and complete reaction prior to excretion



## Our Solution

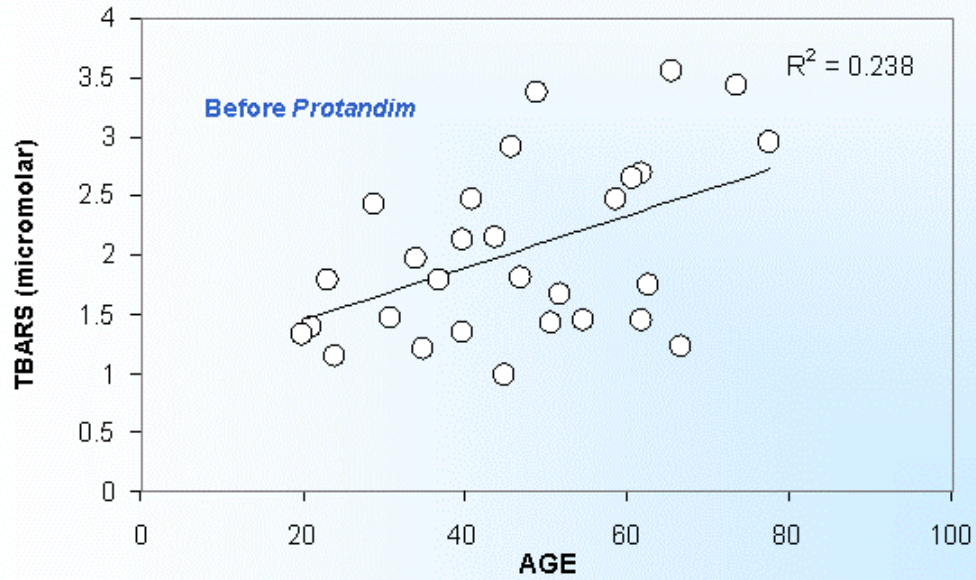
- Protandim® - patent-pending formula
- Protandim® triggers our bodies to produce increased levels of our own antioxidant enzymes superoxide dismutase (SOD) and catalase (CAT) to reduce the harmful effects of oxidative stress.
- Protandim® delivers significantly greater antioxidant benefits than is possible with conventional *stoichiometric* antioxidant supplements.

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

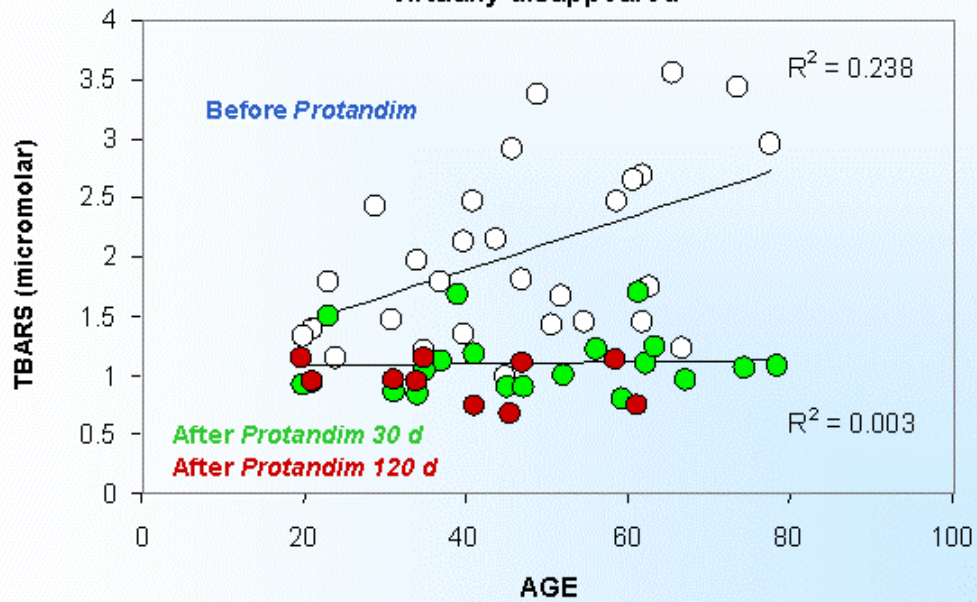




**Normal subjects before supplementation with Protandim showed a strong age-dependent increase in TBARS**



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 Conclusion

Causing induction of SOD and CAT to decrease oxidative stress and lipid peroxidation *in vivo* is a much more effective approach than conventional antioxidant supplements.

## **Stay True to the Science**

### **Additional Studies Underway:**

The topics under investigation deal with the alleviation of oxidative stress under the following conditions:

Heart disease	Skin cancer
Asthma	Photoaging of the skin
Duchenne muscular dystrophy	Renal failure
Metabolic syndrome	Osteoarthritis
Non-alcoholic fatty liver disease	HIV/AIDS-associated lipodystrophy
Optic neuropathy	Pulmonary hypertension
Altitude sickness	Hepatitis C

## **Building A Company**

### **Initiatives**

- **Sales and Distribution**
- **Web and eCommerce**
- **Marketing and PR**

## Building A Company – Sales and Distribution

- Distribution expanded

[www.Protandim.com](http://www.Protandim.com)



**SuperSupplements**

- International broker signed for Asian and certain European markets

## Web and e-Commerce

- Installed new e-commerce tools and redesigned web site to:
  - allow our direct customers to better manage their accounts
  - significantly improve communication with our customers
  - allow us to offer new programs to our customers
  - offer expanded content and value added materials to our customers



[ABOUT PROTANDIM](#) | [ANTIOXIDANTS - THE REAL STORY](#) | [CLINICAL PROOF](#) | [NATURAL AND SAFE](#) | [CUSTOMER CARE](#) | [NEWS & UPDATES](#)

1.800.326.3131




[Healthcare Professionals](#)



## Protandim®

The antioxidant power of 375 oranges, 10 pounds of blueberries, 15 pounds of dark chocolate, or 87 glasses of red wine per day in one natural, safe supplement.

That's the power of Protandim. Just one Protandim per day eliminates free radical damage to your body and provides you with the ultimate in antioxidant protection.

[BUY NOW](#)

[View My Account](#)




\*These statements have not been evaluated by the Food and Drug Administration. This product is not intended to diagnose, treat, cure or prevent any disease.  
 © 2006 Lifeline Therapeutics Inc. Protandim is a registered trademark of Lifeline Therapeutics, Inc. (LFLT-06) [Site Map](#)



## Building A Company – Marketing and PR

- Invested in marketing research, sales, and co-marketing activities
  - Market research involved approximately 2,500 health and wellness consumers, and specialized health and wellness focus groups.
  - Findings led to changes in messaging, marketing materials, logo and packaging
  - Featured on PBS *Healing Quest*
  - Radio, print, and on-line advertising seen or heard by
    - an estimated 98,000,000 people

## Marketing and PR

Featured twice on The logo for the Today show, consisting of a stylized sun icon with rays in orange and yellow, followed by the word "TODAY" in a bold, black, sans-serif font.

Presented by Elizabeth Somer

- Seen by an estimated 4,700,000 people each time (July 25<sup>th</sup> and November 9<sup>th</sup>)
- Increased website traffic

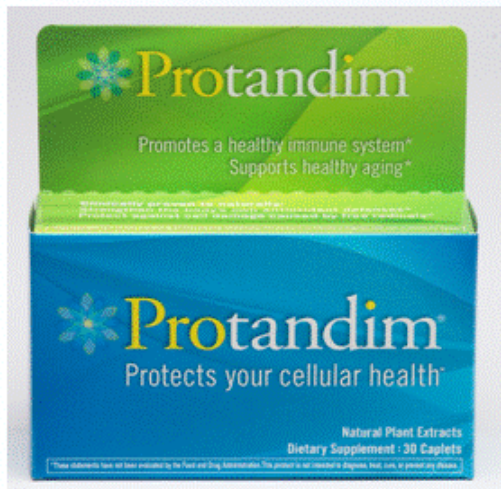
Regional television coverage in 16 markets  
seen by an estimated 436,000 people



- "Eat your fruits and vegetables and take Protandim®. Give it the one-two punch."
- "Build up your antioxidant arsenal to fight free radicals with Protandim®."



## New logo and packaging



# New print advertising



*Years from now,  
you'll be thanking yourself  
for reading this ad.*

**THE TRUTH ABOUT ANTIOXIDANTS**  
There's plenty of talk today about the benefits of consuming foods rich in antioxidants to fight free radicals in the body. But did you know it's not enough that you need to eat so much of them each day to provide the amount of free radicals your body produces every single day? And what's worse is that free radical production only increases as we age.

**THE PROTANDIM SOLUTION**  
What can you do to effectively fight free radicals of consuming foods rich in antioxidants isn't enough? The answer may be in helping your body do what it already knows how to do, but better? It's a powerful new supplement called Protandim.

**NATURAL AND SAFE**  
Protandim's premium ingredients are clinically proven safe and effective in helping your body protect itself from cellular damage! Its specially formulated plant-derived extracts dramatically improve the body's natural defenses!

**HOW IT WORKS**  
Protandim helps the body help itself by boosting the production of its own natural antioxidant reserves! These reserves work to reduce or prevent you with free damage, preventing further cell, a healthier immune function, and the chance for a healthier life!

**WHY WAIT?**  
What do doctors do next to prevent and slow down to live a quality life. The right answer and enjoy the peace of mind that comes with taking Protandim daily? There have any one'll be glad you did!

Just Protandim at GNC stores nationwide, or call 1-800-877-8777 to order. Or visit [www.protandim.com](http://www.protandim.com) for more information and to order online.

*Free information and sample from a personal Protandim 30-day trial. Please print and return to us today!*

*Why the name 'Protandim'?*  
**'Eliminating free radicals by elevating your body's natural defenses'  
was way too long to put on the bottle.**

**THE TRUTH ABOUT ANTIOXIDANTS**  
Did you know it's not enough that you need to eat so many fruits to provide the amount of free radicals your body produces every single day? And what's worse is that free radical production only increases as we age.

**THE PROTANDIM SOLUTION**  
What can you do to effectively fight free radicals of consuming foods rich in antioxidants isn't enough? The answer may be in helping your body do what it already knows how to do, but better? It's a powerful new supplement to help protect your cellular health called Protandim.

**NATURAL AND SAFE**  
Protandim's premium ingredients are clinically proven safe and effective in helping your body protect itself from cellular damage! Its specially formulated plant-derived extracts dramatically improve the body's natural defenses!

**HOW IT WORKS**  
Protandim helps the body help itself by boosting the production of its own natural antioxidant reserves! These reserves work to reduce or prevent you with free damage, preventing further cell, a healthier immune function, and the chance for a healthier life!

**WHY WAIT?**  
What do doctors do next to prevent and slow down to live a quality life. The right answer and enjoy the peace of mind that comes with taking Protandim daily? There have any one'll be glad you did!

Just Protandim at GNC stores and CVS pharmacies nationwide, call 1-800-877-8777, or visit [www.protandim.com](http://www.protandim.com) to order.

*Free information and sample from a personal Protandim 30-day trial. Please print and return to us today!*

Ads tagged with GNC & CVS

## Consumer and Professional



## Marketing and PR

Print Campaign



COASTAL LIVING *for people who love the coast*

yoga YOGA

CookingLight

Newsweek

Television



abc primetime

TODAY

PBS

Healing Quest

Regional Television

Radio



PREMIERE RADIO NETWORKS

lime healthy living with a twist

MARTHA MARTHA STEWART LIVING RADIO

SIRIUS SATELLITE RADIO

WESTWOOD ONE

Websites



More.com

alternative medicine.com

Prevention.com

iVillage

HealthNewsDigest.com

WebMD Better Information. Better Health.

## Looking Ahead – Key Strategy Channels

- Additional Retail
- Scientific Studies
- Licensing and OEM
- Direct Response TV
- International Distribution
- Multi-level Marketing
- Brokers
- Line Extensions
- New Products





## Summary

- High Growth Target Market
- Science and Evidence Based
- Strong Gross Margins
- No Long-Term Debt
- Virtual Company
- Evolving Distribution Model
- Focused Marketing and PR