

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Fife Steven R</u>			2. Issuer Name and Ticker or Trading Symbol <u>Lifvantage Corp [ LFN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) CFO and Interim CEO Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>9785 SOUTH MONROE STREET, SUITE 400</u>			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/06/2021</u>					
(Street)	(State)	(Zip)						
<u>SANDY</u>	<u>UT</u>	<u>84070</u>						
(City)	(State)	(Zip)						

**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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/01/2021		M		1,963 <sup>(1)</sup>	A	\$0 <sup>(2)</sup>	154,835	D	
Common Stock	01/01/2021		M		809 <sup>(3)</sup>	A	\$0 <sup>(2)</sup>	155,644	D	
Common Stock	01/01/2021		M		659 <sup>(4)</sup>	A	\$0 <sup>(2)</sup>	156,303	D	
Common Stock	01/01/2021		F		2,743 <sup>(5)</sup>	D	\$9.32	153,560	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Performance Stock Units	(2)	01/01/2021		M		1,963		(1)	(1)	Common Stock	1,963	\$0	3,924 <sup>(1)(6)</sup>	D	
Performance Stock Units	(2)	01/01/2021		M		809		(3)	(3)	Common Stock	809	\$0	1,618 <sup>(3)</sup>	D	
Performance Stock Units	(2)	01/01/2021		M		659		(4)	(4)	Common Stock	659	\$0	3,952 <sup>(4)</sup>	D	

**Explanation of Responses:**

- On November 15, 2018 the reporting person was granted PSUs which vest only to the extent the specified financial performance criteria are achieved and subject to the reporting person's continued service with the issuer, as follows: (i) 5/12 of the earned award vested on the first anniversary of the grant date and (ii) an additional 1/12 of the earned award will vest on the first day of each calendar quarter thereafter. The reporting person initially reported the number of shares that were eligible to be earned at target-level performance achievement. The performance criteria were achieved at a level above target; accordingly, the reporting person is eligible to earn 162% of the target number of units. The actual number of shares that vested on the reported transaction date was 162% of the at-target number of shares subject to vesting on that date and the number of PSUs beneficially owned following the reported transaction has been updated to reflect 162% of the target number of units.
- Performance Stock Units ("PSUs") convert into common stock on a one-for-one basis.
- On February 1, 2019 the reporting person was granted PSUs which vest only to the extent the specified financial performance criteria are achieved and subject to the reporting person's continued service with the issuer, as follows: (i) 1/2 of the earned award vested on the first anniversary of the grant date and (ii) an additional 1/12 of the earned award will vest on the first day of each calendar quarter thereafter. The reporting person initially reported the number of shares that were eligible to be earned at target-level performance achievement. The performance criteria were achieved at a level above target; accordingly, the reporting person is eligible to earn 162% of the target number of units. The actual number of shares that vested on the reported transaction date was 162% of the at-target number of shares subject to vesting on that date and the number of PSUs beneficially owned following the reported transaction has been updated to reflect 162% of the target number of units.
- On December 5, 2019 the reporting person was granted PSUs which vest only to the extent specified financial performance criteria are achieved and subject to the reporting person's continued service with the issuer, as follows: (i) 5/12 of the earned award vested on the first anniversary of the grant date and (ii) an additional 1/12 of the earned award will vest on the first day of each calendar quarter thereafter. The reporting person initially reported the number of shares that were eligible to be earned at target-level performance achievement. The performance criteria were achieved at a level below target; accordingly, the reporting person is eligible to earn 50.99% of the target number of units. The actual number of shares that vested on the reported transaction date was 50.99% of the at-target number of shares subject to vesting on that date and the number of PSUs beneficially owned following the reported transaction has been updated to reflect 50.99% of the target number of units.
- These shares were withheld to satisfy tax withholding obligations in connection with the vesting of a PSU award and stock unit award granted to the reporting person on November 15, 2018, February 1, 2019, and December 5, 2019.
- The number of PSUs beneficially owned following the reported transaction has been updated to correct for a prior administrative error.

**Remarks:**

The Form 4 originally filed on January 5, 2021 incorrectly omitted Footnote 6. This Form 4/A restates in its entirety the holdings and transactions reported in the original filing. Other than the addition of Footnote 6, this Form 4/A contains no additional or different information regarding the holdings and transactions reported in the original filing.

/s/ Steven R. Fife 01/06/2021  
\*\* Signature of Reporting Person Date

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.

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