

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Phelps David N.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Lifevantage 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) Other (specify below) Chief Sales Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2015</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		
9785 SOUTH MONROE STREET, SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	SANDY UT 84070							
(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			

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	(1)	01/02/2015		A		66,667		(1)	12/31/2015	Common Stock	66,667	\$0	66,667	D	
Performance Stock Units	(2)	01/02/2015		A		66,666		(2)	12/31/2016	Common Stock	66,666	\$0	66,666	D	
Performance Stock Units	(3)	01/02/2015		A		66,667		(3)	12/31/2017	Common Stock	66,667	\$0	66,667	D	

Explanation of Responses:

- Subject generally to the reporting person's continued service with the issuer, each Performance Stock Unit represents a contingent right for the reporting person to receive, within thirty days after the end of the Performance Period, a distribution of common shares of the issuer equal to 0% to 200% of the reported target number of Performance Stock Units. The actual number of shares distributed will be based on the issuer's total stockholder return (TSR) performance during the Performance Period of 1/1/2015 through the earlier of 12/31/2015 or a change in control of the issuer ("Performance Period"). The vesting for 50% of the target Performance Stock Units is based upon the issuer's absolute TSR for the Performance Period as compared to a matrix of fixed numeric values and the vesting for the other 50% of the target Performance Stock Units is based upon a relative comparison of the issuer's TSR to the Vanguard Russell 2000 exchange traded fund TSR for the Performance Period.
- The vesting and distribution conditions for the reported target Performance Stock Units are the same as described under footnote (1), except that the Performance Period is 1/1/2016 through the earlier of 12/31/2016 or a change in control of the issuer.
- The vesting and distribution conditions for the reported target Performance Stock Units are the same as described under footnote (1), except that the Performance Period is 1/1/2017 through the earlier of 12/31/2017 or a change in control of the issuer.

Remarks:

/s/ Rob Cutler, Attorney-in-Fact 01/06/2015

** 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.

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.