
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): April 7, 2009 (April 6, 2009)

Lifevantage Corporation

(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.)
11545 W. Bernardo Court, Suite 301, San Diego, California (Address of Principal Executive Offices)		92127 (Zip Code)

Registrant's telephone number, including area code: **(858) 312-8000**

(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:

- 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 3.02 Unregistered Sales of Equity Securities

On April 6, 2009, Lifevantage Corporation (the “Company”) held the third and final closing of an offering to accredited investors of shares of Common Stock and warrants to purchase Common Stock (the “Offering”). The Company sold 4,460,000 shares of Common Stock of the Company at a purchase price of \$0.20 per share and issued warrants exercisable for shares of Common Stock of the Company in the third closing of the Offering, for aggregate gross proceeds of \$892,000 in the third closing. The Company sold an aggregate of 17,500,000 shares of Common Stock of the Company at a purchase price of \$0.20 per share and issued warrants exercisable for 17,500,000 shares of Common Stock of the Company in the Offering, for aggregate gross proceeds of \$3,500,000. The warrants sold in the Offering have an exercise price of \$0.50 per share and may be exercised at any time following issuance during the three year exercise period.

The Company issued a warrant to purchase 1,500,000 shares of Common Stock of the Company to Aspenwood Capital as part of the consideration for services provided to the Company by Aspenwood Capital in connection with the Offering. The warrant issued to Aspenwood Capital is identical to the form of warrant issued by the Company in the Offering.

The shares and warrants were offered and sold in the Offering only to persons who meet the definition of “accredited investor” set forth in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”), or to persons who are not “U.S. persons” as defined in Regulation S under the Securities Act, pursuant to exemptions from registration provided by Rule 506 of Regulation D of the Securities Act and Regulation S of the Securities Act.

Item 7.01 Regulation FD Disclosure

On April 7, 2009, the Company issued a press release entitled, “Aspenwood Capital Raises \$3.5 Million for LifeVantage Corporation”. The press release is attached as Exhibit 99.1 hereto, which is furnished under Item 7.01 of this report and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Exhibits

99.1 Press release, dated April 7, 2009, entitled, “Aspenwood Capital Raises \$3.5 Million for LifeVantage Corporation”.

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: April 7, 2009

LIFEVANTAGE CORPORATION

By: /s/ Bradford K. Amman_____

Bradford K. Amman
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated April 7, 2009, entitled, "Aspenwood Capital Raises \$3.5 Million for LifeVantage Corporation".

FOR IMMEDIATE RELEASE

NEWS

April 07, 2009
OTCBB: LFDN

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Aspenwood Capital

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Aspenwood Capital Raises \$3.5 Million for LifeVantage Corporation

SAN DIEGO, CA, April 07, 2009 — **LifeVantage Corporation** (OTCBB: LFDN) announced today that **Aspenwood Capital** (www.AspenwoodCapital.com), a Denver-based investment bank, has completed a \$3.5 million private placement for the Company to accredited investors. LifeVantage (www.LifeVantage.com) is a science based, natural products company, dedicated to helping people reach their health and wellness goals through science-based solutions to oxidative stress. LifeVantage is the maker of **Protandim**® — a dietary supplement clinically shown to induce the body's own antioxidant defenses, and is developing an entire product line for its network marketing program.

Aspenwood Capital partner Steve Ossello said, "As active investment bankers for LifeVantage over the past several years, we have always been tremendous supporters of the company and its primary product — Protandim®. This capital raising effort is particularly gratifying now that the company's exciting new network marketing strategy should provide Protandim® with the distribution it richly deserves."

LifeVantage CEO and President David Brown said, "We are extremely pleased with the success of this raise. This vote of confidence from investors is an excellent reflection on the direction of the Company and the many exciting developments that have recently occurred. The proceeds from this financing should allow the Company to accomplish several goals, including the expansion of our infrastructure and marketing efforts for our network marketing program."

About Aspenwood Capital

Aspenwood Capital (www.AspenwoodCapital.com) of Denver, Colo., a division of Colorado Financial Services Corporation (member FINRA / SIPC), specializes in providing investment banking services to small-cap public issuers and late-stage private companies.

About Protandim®

Protandim® is a groundbreaking, clinically proven supplement that provides a substantial benefit to help with the challenge of healthy aging. This patented antioxidant therapy is more powerful than conventional foods such as red wine, oranges, blueberries or other popular antioxidant supplements. Protandim® works by increasing the body's natural antioxidant protection at the cellular level, triggering cells to produce naturally occurring protective antioxidant enzymes such as superoxide dismutase (SOD), catalase, and glutathione.

A peer-reviewed human study showed that after Protandim® was taken for 30 consecutive days, the accumulation of lipid peroxidation products (a biochemical marker of aging) was decreased by an average of 40%. The study also reported that this important marker of aging was decreased after taking Protandim® to the level of a typical 20 year old. Protandim® is currently the subject of over 20 scientific studies at leading universities and research institutes. For more information, please visit www.LifeVantage.com.

About LifeVantage Corporation LifeVantage Corporation is a publicly traded (OTCBB: LFDV), science based, natural products company, dedicated to helping people reach their health and wellness goals through science-based solutions to oxidative stress. Founded in 2003 and based in San Diego, CA, LifeVantage develops nutraceutical products, including **Protandim**[®], that leverage the company's expertise and that are intended to deliver significant health benefits to consumers. For more information, visit www.LifeVantage.com.

This document contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The Company uses the words "anticipate," "believe," "could," "should," "estimate," "expect," "intend," "may," "predict," "project," "plan," "target" and similar terms and phrases, including references to assumptions, to identify forward-looking statements. These forward-looking statements are based on the Company's current expectations and beliefs concerning future events affecting the Company and involve known and unknown risks and uncertainties that may cause the Company's actual results or outcomes to be materially different from those anticipated and discussed herein. These risks and uncertainties include, among others, the risk that government regulators and regulations could adversely affect our business; future laws or regulations may hinder or prohibit the production or sale of our existing product and any future products; unfavorable publicity could materially hurt our business; and the Company's ability to protect our intellectual property rights and the value of our product. These and other risk factors are discussed in greater detail in the Company's Annual Report on Form 10-KSB under the caption "Risk Factors", and in other documents filed the Company from time to time with the Securities and Exchange Commission. The Company cautions investors not to place undue reliance on the forward-looking statements contained in this document. All forward-looking statements are based on information currently available to the Company on the date hereof, and the Company undertakes no obligation to revise or update these forward-looking statements to reflect events or circumstances after the date of this document, except as required by law.

**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.*

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Note to Editors: Contact Patrick Courtemanche at 612-746-1776 or pat_court@yahoo.com for interviews, photography, and other requests.