

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Goodwin Ryan</u> (Last) (First) (Middle) 9785 SOUTH MONROE STREET, SUITE 400 (Street) SANDY UT 84070 (City) (State) (Zip)	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 Officer (give title below) Other (specify below) <u>Chief Marketing Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/01/2020		M		1,047 ⁽¹⁾	A	\$0 ⁽²⁾	151,350	D	
Common Stock	01/01/2020		F		790 ⁽³⁾	D	\$15.61	150,560	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					
Performance Stock Units	(2)	01/01/2020		M			1,047	(1)	(1)	Common Stock	\$0	6,293 ⁽⁴⁾	D	

Explanation of Responses:

1. On November 15, 2018, the reporting person was granted Performance Stock Units ("PSUs"). The performance units will 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) 5/12ths 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 as of the first day of each calendar quarter thereafter. Each performance unit award represents a right to receive one share of issuer common stock, with the total number of units reflecting the number that are eligible to be earned at target-level performance achievement. Upon achievement of the maximum level of the applicable performance criteria, the reporting person may become eligible to earn 200% of the target number of units. The actual number of shares distributed was 162% 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 and stock unit award granted to the reporting person on November 15, 2018.

4. The reporting person initially reported the at-target number of PSUs. The applicable performance criteria were achieved at a level that was above target and, accordingly, the reporting person is eligible to earn 162% of the target number of units and the number of PSUs beneficially owned following the reported transaction has been updated to reflect 162% of the target number of units.

Remarks:

/s/ Ryan Goodwin

01/03/2020

** 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.