

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 30, 2014**

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**LIFEVANTAGE CORPORATION**

(Exact name of registrant as specified in its charter)

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**Colorado**

(State or other Jurisdiction of Incorporation)

**001-35647**

(Commission File Number)

**90-0224471**

(IRS Employer Identification No.)

**9785 S. Monroe Street, Suite 300, Sandy, UT**

(Address of Principal Executive Offices)

**84070**

(Zip Code)

**Registrant's telephone number, including area code: (801) 432-9000**

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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))

**Item 1.01 Entry Into a Material Definitive Agreement**

On May 30, 2014, LifeVantage Corporation (the "Company") entered into a Services Agreement (the "Services Agreement") with IntegraCore, LLC ("IntegraCore"). The Services Agreement is effective as of June 1, 2014. Under the terms of the Services Agreement, IntegraCore will continue to provide the Company with services relating to the management of its supply chain, including fulfillment, procurement, warehousing, ordering, processing and shipping. The Services Agreement sets fixed prices for IntegraCore's services through the term of the Services Agreement. The initial term of the Services Agreement is thirty six months. The Services Agreement automatically renews after the initial term for successive one month periods. Either party may terminate the Services Agreement by providing written notice to the other party at least 45 days prior to the completion of the initial term or any renewal period.

On May 30, 2014, the Company entered into a commercial supply agreement (the "Supply Agreement") with Wasatch Product Development, LLC ("Wasatch"). Under the terms of the Supply Agreement, Wasatch will continue to manufacture the Company's TrueScience line of skin care products in accordance with the Company's product specifications. The Supply Agreement sets fixed prices for the manufacturing of the Company's products through the term of the Supply Agreement. The initial term of the Supply Agreement is three years and automatically renews for additional one year terms until terminated. Either party may terminate the Supply Agreement by providing written notice of non-renewal at least 90 days prior to the expiration of the initial term or any renewal term. Additionally, the Company may terminate the Supply Agreement at any time by providing three months' prior written notice to Wasatch.

The foregoing summaries of the Services Agreement and the Supply Agreement do not purport to be complete and are qualified in their entirety by reference to the Services Agreement or the Supply Agreement, which the Company plans to file as exhibits to its next annual report on Form 10-K.

**Item 8.01 Other Events**

On June 3, 2014, the Company issued a press release announcing, among other things, that its board of directors has authorized the repurchase of up to \$4 million of the Company's common stock and a \$12 million accelerated debt repayment. A copy of the press release is attached as Exhibit 99.1 to this report.

The information furnished in this Item 8.01 and the exhibit hereto shall not be deemed to be "filed" for purposes of Section 18 of 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 Financial Statements and Exhibits**

(d)

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued by the Company on June 3, 2014

**SIGNATURE**

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.

LIFEVANTAGE CORPORATION

By: /s/ Rob Cutler

Name: Rob Cutler

Title: General Counsel

Date: June 3, 2014



## **LifeVantage Announces \$16 Million Accelerated Debt Retirement and Share Repurchase Program Initiative**

### ***Company Completes Previously Announced \$6 Million Share Repurchase and Debt Paydown Initiative***

SALT LAKE CITY, June 3, 2014 (GLOBE NEWSWIRE) -- LifeVantage Corporation (Nasdaq: LFVN), a company dedicated to helping people achieve healthy living through a combination of a compelling business opportunity and scientifically validated products, announced today that its Board of Directors has approved up to \$4 million in stock repurchases in combination with a \$12 million accelerated debt repayment. We expect to fund the \$16 million through cash on hand and future cash flow from operations. We recently completed the \$6 million program we announced in March by using \$3 million to repurchase 2,149,725 shares.

"We ended our third fiscal quarter with a healthy cash balance of \$35.7 million," stated Douglas C. Robinson President and Chief Executive Officer of LifeVantage. "We believe we will continue to generate strong cash flow enabling us to invest in new product launches and global expansion initiatives as well as repurchasing shares and accelerating debt payments to enhance long-term shareholder value. The previously announced \$6 million program ended and our new \$16 million program will continue through calendar 2014."

As of March 31, 2014, the Company's cash and cash equivalents were \$35.7 million, and total debt was \$45.8 million. As of May 1, 2014 there were 103,701,792 shares outstanding.

The repurchase program permits LifeVantage to purchase shares from time to time through a variety of methods, including in the open market, through privately negotiated transactions or other means as determined by the company's management, in accordance with applicable securities laws. As part of the repurchase program, the Company anticipates entering into a pre-arranged stock repurchase plan which will operate in accordance with guidelines specified under Rule 10b5-1 of the Securities Exchange Act of 1934. Accordingly, transactions, if any, under the pre-arranged repurchase plan would be completed in accordance with the terms of the stock repurchase plan, including specified price, volume and timing conditions.

### **About LifeVantage Corporation**

LifeVantage Corporation (LFVN), a leader in Nrf2 science and the maker of Protandim®, the Nrf2 Synergizer® patented dietary supplement, TrueScience™ Anti-Aging Skin Care Regimen with enhanced Nrf2 technologies, and LifeVantage® Canine Health, is a science based network marketing company. LifeVantage is dedicated to visionary science that looks to transform wellness and anti-aging internally and externally with products that dramatically reduce oxidative stress at the cellular level. LifeVantage was founded in 2003 and is headquartered in Salt Lake City, Utah.

### **Forward Looking Statements**

This document contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Words and expressions reflecting optimism, satisfaction or disappointment with current prospects, as well as words such as "believe," "hopes," "intends," "estimates," "expects," "projects," "plans," "anticipates," "look forward to" and variations thereof, identify forward-looking statements, but their absence does not mean that a statement is not forward-looking. Examples of forward-looking statements include statements we make regarding our operating income, cash flow from operations, the amount of stock we will repurchase, how we will fund the repurchase program and the Company's future investment and growth. Such forward-looking statements are not

guarantees of performance and the Company's actual results could differ materially from those contained in such 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, those discussed in greater detail in the Company's Annual Report on Form 10-K and the Company's Quarterly Report on Form 10-Q under the caption "Risk Factors," and in other documents filed by 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.

**Investor Relations Contact:**

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Director of Investor Relations

-or-

John Mills (310) 954-1105

Partner, ICR, INC