

Mindray Medical International LTD  
Form SC 13G/A  
February 10, 2014

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 5)\***

**Mindray Medical International Limited**  
**(Name of Issuer)**

**Class A Ordinary Shares\*\***

**Class B Ordinary Shares\*\***

**American Depositary Shares**

**(Title of Class of Securities)**

**602675100**

**(CUSIP Number)**

**December 31, 2013**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

\*\* Not for trading, but only in connection with the registration of American Depositary Shares each representing one Class A ordinary share. See the Notes for further discussion of shares held by Reporting Persons.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of reporting persons/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Li Xiting

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

People's Republic of China

5 Sole voting power

Number of

shares 16,593,569<sup>(1)(2)</sup>  
6 Shared voting power

beneficially

owned by 0  
each 7 Sole dispositive power

reporting

person 16,593,569<sup>(1)(2)</sup>  
8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

16,593,569<sup>(1)(2)</sup>

10 Check if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row (9)

13.9%<sup>(3)</sup>

12 Type of reporting person

IN

- (1) Includes (i) 193,258 Class A ordinary shares held by Quiet Well Limited ( Quiet Well ), of which Mr. Li Xiting is the sole owner; (ii) 14,080,214 Class B ordinary shares held by Quiet Well; (iii) 1,720,097 American Depositary Shares, each representing one Class A ordinary share; and (iv) 600,000 Class A ordinary shares issuable upon the exercise of stock options held by Mr. Li Xiting, which includes stock options vesting within 60 days of December 31, 2013. In connection with a variable prepaid forward contract entered into between (i) Quiet Well and Mr. Xiting and (ii) UBS Securities LLC, 1,720,097 of the American Depositary Shares are held by UBS AG for the benefit of Quiet Well. Each of Quiet Well and Mr. Li Xiting retains voting power over such American Depositary Shares until the settlement date under such contract.
- (2) Class A ordinary shares and Class B ordinary shares are not listed for trading. Holders of Class A ordinary shares and Class B ordinary shares have the same rights except for voting and conversion rights. Each Class A ordinary share is entitled to one vote on all matters subject to shareholder vote, and each Class B ordinary share is entitled to five votes on all matters subject to shareholder vote. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstance. Class B ordinary shares will automatically and immediately convert into an equal number of Class A ordinary shares upon transfer to any person or entity which is not an affiliate of transferor.
- (3) Assumes conversion of all Class B ordinary shares into the same number of Class A ordinary shares. The percentage is based on 119,109,421 outstanding ordinary shares as of December 31, 2013, including 600,000 Class A ordinary shares issuable upon the exercise of stock options held by Mr. Li Xiting.

1 Names of reporting persons/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Quiet Well Limited

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

British Virgin Islands

5 Sole voting power

Number of

shares 15,993,569<sup>(4)(5)</sup>  
6 Shared voting power

beneficially

owned by 0  
each 7 Sole dispositive power

reporting

person 15,993,569<sup>(4)(5)</sup>  
8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

15,993,569<sup>(4)(5)</sup>

10 Check if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row (9)

13.5%<sup>(6)</sup>

12 Type of reporting person

CO

- (4) Includes (i) 193,258 Class A ordinary shares; (ii) 14,080,214 Class B ordinary shares; and (iii) 1,720,097 American Depositary Shares, each representing one Class A ordinary share. In connection with a variable prepaid forward contract entered into between (i) Quiet Well and Mr. Xiting and (ii) UBS Securities LLC, 1,720,097 of the American Depositary Shares are held by UBS AG for the benefit of Quiet Well. Each of Quiet Well and Mr. Li Xiting retains voting power over such American Depositary Shares until the settlement date under such contract.
- (5) See Note 2 above.
- (6) Assumes conversion of all Class B ordinary shares into the same number of Class A ordinary shares. The percentage is based on 118,509,421 outstanding ordinary shares of the issuer as of December 31, 2013.

**Item 1 (a) Name of Issuer:**

Mindray Medical International Limited

**Item 1 (b) Address of Issuer's Principal Executive Offices:**

Mindray Building, Keji 12th Road South, Hi-tech Industrial Park, Nanshan, Shenzhen, 518057, People's Republic of China

**Item 2 (a) Name of Person Filing:**

Li Xiting

Quiet Well Limited

**Item 2 (b) Address of Principal Business Office or, If None, Residence; Citizenship:**

Li Xiting

c/o Mindray Medical International Limited

Mindray Building, Keji 12th Road South, Hi-tech Industrial Park

Nanshan, Shenzhen, 518057

People's Republic of China

Quiet Well Limited

Tropic Isle Building

P.O. Box 438, Road Town

Tortola

British Virgin Islands

**Item 2 (c) Citizenship:**

Li Xiting - PRC

Quiet Well Limited - BVI

**Item 2 (d) Title of Class of Securities:**

Class A ordinary shares, par value HK\$0.001

Class B ordinary shares, par value HK\$0.001

American Depositary Shares

**Item 2 (e)** CUSIP Number:

602675100

**Item 3.** Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):

Not applicable.



**Item 4. Ownership**

(a) Amount Beneficially Owned:

Reporting person	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or direct the vote:	Sole power to dispose or direct the disposition of:	Shared power to dispose or direct the disposition of:
Li Xiting	16,593,569		16,593,569		16,593,569	
	ordinary shares	13.9 <sup>(7)</sup>	ordinary shares	0	ordinary shares	0
Quiet Well Limited	15,993,569		15,993,569		15,993,569	
	ordinary shares	13.5 <sup>(8)</sup>	ordinary shares	0	ordinary shares	0

Mr. Li Xiting is the sole shareholder of Quiet Well Limited. Pursuant to Section 13(d) of the Act, Mr. Li Xiting may be deemed to beneficially own all of the shares held by Quiet Well Limited.

**Item 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certifications**

Not applicable.

- (7) Assumes conversion of all Class B ordinary shares into the same number of Class A ordinary shares. The percentage is based on (i) 119,109,421 outstanding ordinary shares of the issuer as of December 31, 2013, including 600,000 Class A ordinary shares issuable upon the exercise of stock options held by Mr. Li Xiting.
- (8) Assumes conversion of all Class B ordinary shares into the same number of Class A ordinary shares. The percentage is based on 118,509,421 outstanding ordinary shares of the issuer as of December 31, 2013.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. In addition, by signing below, the undersigned agrees that this Schedule 13G may be filed jointly on behalf of each of the Reporting Persons.

Dated: February 10, 2014

Li Xiting

/s/ Li Xiting

Quiet Well Limited

By: /s/ Quiet Well Limited

Name: Li Xiting

Title: Director

**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
A	Joint Filing Agreement

7

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Commissions payable  
8,071

7,546

Income tax payable  
162

39

Other accrued expenses  
14,422

10,407

Current portion of long-term debt  
2,000

2,000

Total current liabilities  
28,763

23,805

Long-term debt

Principal amount  
2,500

3,500

Less: unamortized discount and deferred offering costs  
(73  
)

(88  
)

Long-term debt, net of unamortized discount and deferred offering costs  
2,427

3,412

Other long-term liabilities  
1,885

1,978

Total liabilities  
33,075

29,195

Commitments and contingencies - Note 7

Stockholders' equity

Preferred stock — par value \$0.0001 per share, 5,000 shares authorized, no shares issued or outstanding  
—

—

Common stock — par value \$0.0001 per share, 40,000 shares authorized and 14,267 and 14,073 issued and outstanding as of December 31, 2018 and June 30, 2018, respectively

1

1

Additional paid-in capital  
123,501

124,663

Accumulated deficit  
(102,494  
)

(102,731  
)

Accumulated other comprehensive income  
10

14

Total stockholders' equity  
21,018

21,947

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY  
\$  
54,093

\$  
51,142

The accompanying notes are an integral part of these condensed consolidated financial statements.

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LIFEVANTAGE CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME  
 (Unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2018	2017	2018	2017
(In thousands, except per share data)				
Revenue, net	\$58,167	\$49,482	\$113,776	\$98,609
Cost of sales	9,794	9,117	18,994	17,856
Gross profit	48,373	40,365	94,782	80,753
Operating expenses:				
Commissions and incentives	28,176	23,395	55,961	46,804
Selling, general and administrative	19,616	14,643	36,918	30,224
Total operating expenses	47,792	38,038	92,879	77,028
Operating income	581	2,327	1,903	3,725
Other expense:				
Interest expense	(100 )	(103 )	(209 )	(265 )
Other expense, net	(72 )	(169 )	(120 )	(147 )
Total other expense	(172 )	(272 )	(329 )	(412 )
Income before income taxes	409	2,055	1,574	3,313
Income tax benefit (expense)	420	(1,738 )	166	(2,179 )
Net income	\$829	\$317	\$1,740	\$1,134
Net income per share:				
Basic	\$0.06	\$0.02	\$0.12	\$0.08
Diluted	\$0.06	\$0.02	\$0.12	\$0.08
Weighted-average shares outstanding:				
Basic	13,944	13,956	13,996	13,959
Diluted	14,963	14,153	14,996	14,117
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	121	46	(4 )	66
Other comprehensive income (loss), net of tax	\$121	\$46	\$(4 )	\$66
Comprehensive income	\$950	\$363	\$1,736	\$1,200

The accompanying notes are an integral part of these condensed consolidated financial statements.

LIFEVANTAGE CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY  
 (Unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount				
(In thousands)						
Balances, June 30, 2018	14,073	\$ 1	\$ 124,663	\$(102,731)	\$ 14	\$ 21,947
Cumulative effect of adoption of accounting principle	—	—	—	(3)	—	(3)
Balances, July 1, 2018	14,073	1	124,663	(102,734)	14	21,944
Stock-based compensation	—	—	629	—	—	629
Exercise of options	35	—	172	—	—	172
Shares canceled or surrendered as payment of tax withholding	(5)	—	—	—	—	—
Currency translation adjustment	—	—	—	—	(125)	(125)
Net income	—	—	—	911	—	911
Balances, September 30, 2018	14,103	1	125,464	(101,823)	(111)	23,531
Stock-based compensation	—	—	999	—	—	999
Exercise of options	2	—	12	—	—	12
Issuance of shares related to restricted stock	513	—	—	—	—	—
Shares canceled or surrendered as payment of tax withholding	(222)	—	(2,974)	—	—	(2,974)
Repurchase of company stock	(129)	—	—	(1,500)	—	(1,500)
Currency translation adjustment	—	—	—	—	121	121
Net income	—	—	—	829	—	829
Balances, December 31, 2018	14,267	\$ 1	\$ 123,501	\$(102,494)	\$ 10	\$ 21,018

The accompanying notes are an integral part of these condensed consolidated financial statements.



LIFEVANTAGE CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (Unaudited)

	Six Months Ended December 31,	
	2018	2017
(In thousands)		
Cash Flows from Operating Activities:		
Net income	\$1,740	\$1,134
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	878	672
Stock-based compensation	3,053	1,453
Amortization of deferred financing fees	2	6
Amortization of debt discount	13	10
Deferred income tax	972	690
Changes in operating assets and liabilities:		
Accounts receivable	(303 )	(218 )
Income tax receivable	(2,415 )	827
Inventory, net	323	(215 )
Prepaid expenses and other	2,206	1,202
Other long-term assets	7	104
Accounts payable	308	(1,582 )
Income tax payable	122	192
Other accrued expenses	420	817
Other long-term liabilities	(384 )	(410 )
Net Cash Provided by Operating Activities	6,942	4,682
Cash Flows from Investing Activities:		
Investments in convertible note receivable	(2,000 )	—
Purchase of equipment	(272 )	(2,117 )
Net Cash Used in Investing Activities	(2,272 )	(2,117 )
Cash Flows from Financing Activities:		
Repurchase of company stock	(1,500 )	(250 )
Payment on term loan	(1,000 )	(1,000 )
Exercise of options	184	—
Net Cash Used in Financing Activities	(2,316 )	(1,250 )
Foreign Currency Effect on Cash	(17 )	21
Increase in Cash and Cash Equivalents:	2,337	1,336
Cash and Cash Equivalents — beginning of period	16,652	11,458
Cash and Cash Equivalents — end of period	\$18,989	\$12,794
Non Cash Investing and Financing Activities:		
Increase in other accrued expenses for shares purchased as payment of tax withholding	\$2,974	\$—
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for interest	\$152	\$183
Cash paid for income taxes	\$1,066	\$471
The accompanying notes are an integral part of these condensed consolidated financial statements.		

LIFEVANTAGE CORPORATION AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

These unaudited condensed consolidated financial statements and notes should be read in conjunction with the audited financial statements and notes of LifeVantage Corporation (the “Company”) as of and for the year ended June 30, 2018 included in the annual report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on August 15, 2018.

Note 1 — Organization and Basis of Presentation

LifeVantage Corporation is a company focused on biohacking the aging code through nutrigenomics, the study of how nutrition and naturally occurring compounds affect our genes. The Company is dedicated to helping people achieve their health, wellness and financial goals. The Company provides quality, scientifically-validated products and a financially rewarding direct sales business opportunity to customers and independent distributors. The Company sells its products in the United States, Japan, Hong Kong, Australia, Canada, Mexico, Thailand, the United Kingdom, the Netherlands, Germany, Austria and Taiwan. The Company also sells its products in a number of countries to customers for personal consumption only. In addition, the Company sells its products in China through an e-commerce business model.

The Company engages in the identification, research, development and distribution of advanced nutraceutical dietary supplements and skin and hair care products, including Protandim<sup>®</sup>, its line of scientifically-validated dietary supplements, TrueScience<sup>®</sup>, its line of Nrf2-infused skin and hair care products, Petandim<sup>™</sup> For Dogs, its companion pet supplement formulated to combat oxidative stress in dogs, Axio<sup>®</sup>, its Smart Energy Drink mixes, PhysIQ<sup>™</sup>, its Smart Weight Management System, and Omega+, its sustainable fish oil supplement.

On March 9, 2018, following approval by the Company's stockholders and its 2018 Annual Meeting of Stockholders, the Company changed its state of incorporation from the State of Colorado to the State of Delaware pursuant to a plan of conversion. All outstanding shares of common stock, options and share units of the Colorado corporation were converted into an equivalent share, option or share unit of the Delaware corporation and the par value of the Company's common stock was adjusted to \$0.0001. All directors and officers of the Colorado corporation held the same position within the Delaware corporation on the date of reincorporation.

The condensed consolidated financial statements included herein have been prepared by the Company's management, without audit, pursuant to the rules and regulations of the SEC. In the opinion of the Company's management, these interim financial statements include all adjustments that are considered necessary for a fair presentation of its financial position as of December 31, 2018, and the results of operations for the three and six months ended December 31, 2018 and 2017, and the cash flows for the six months ended December 31, 2018 and 2017. Interim results are not necessarily indicative of results for a full year or for any future period. Certain amounts in the prior year financial statements have been reclassified for comparative purposes in order to conform with current year presentation.

The condensed consolidated financial statements and notes included herein are presented as required by Form 10-Q, and do not contain certain information included in the Company's audited financial statements and notes for the fiscal year ended June 30, 2018, pursuant to the rules and regulations of the SEC. For further information, refer to the financial statements and notes thereto as of and for the year ended June 30, 2018, and included in the annual report on Form 10-K on file with the SEC.

Note 2 — Summary of Significant Accounting Policies

Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions are eliminated in consolidation.

Use of Estimates

The Company prepares the condensed consolidated financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America (GAAP). In preparing these statements, the Company is required to use estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates and

assumptions. On an ongoing basis, the Company reviews its estimates, including those related to inventory valuation and obsolescence, sales returns, income taxes and tax valuation reserves, transfer pricing methodology and positions, impairment of receivables, share-based compensation, and loss contingencies.

#### Foreign Currency Translation

A portion of the Company's business operations occurs outside the United States. The local currency of each of the Company's subsidiaries is generally its functional currency. All assets and liabilities are translated into U.S. dollars at exchange rates existing at the balance sheet dates, revenue and expenses are translated at weighted-average exchange rates and stockholders' equity is recorded at historical exchange rates. The resulting foreign currency translation adjustments are recorded as a separate component of stockholders' equity in the condensed consolidated balance sheets and as a component of comprehensive income. Transaction gains and losses are included in other expense, net in the condensed consolidated statements of operations and comprehensive income. For the three months ended December 31, 2018 and 2017, net foreign currency losses of \$0.1 million and \$0.1 million, respectively, are recorded in other expense, net. For the six months ended December 31, 2018 and 2017, net foreign currency losses of \$0.1 million and \$8,000, respectively, are recorded in other expense, net.

#### Derivative Instruments and Hedging Activities

The Company's subsidiaries enter into transactions with each other which may not be denominated in the respective subsidiaries' functional currencies. The Company seeks to reduce its exposure to fluctuations in foreign exchange rates through the use of derivatives. The Company does not use such derivative financial instruments for trading or speculative purposes.

To hedge risks associated with the foreign-currency-denominated intercompany transactions, the Company entered into forward foreign exchange contracts which were all settled by the end of December 2018 and were not designated for hedge accounting. For the three months ended December 31, 2018 and 2017, realized losses of \$25,000 and \$0.1 million, respectively, related to forward contracts, are recorded in other expense, net. For the six months ended December 31, 2018 and 2017, realized losses of \$0.1 million and \$0.1 million, respectively, related to forward contracts, are recorded in other expense, net. The Company did not hold any derivative instruments at December 31, 2018.

#### Cash and Cash Equivalents

The Company considers only its monetary liquid assets with original maturities of three months or less as cash and cash equivalents.

#### Concentration of Credit Risk

Accounting guidance for financial instruments requires disclosure of significant concentrations of credit risk regardless of the degree of such risk. Financial instruments with significant credit risk include cash and investments. At December 31, 2018, the Company had \$13.4 million in cash accounts at one financial institution and \$5.6 million in accounts at other financial institutions. As of December 31, 2018 and June 30, 2018, and during the periods then ended, the Company's cash balances exceeded federally insured limits.

#### Accounts Receivable

The Company's accounts receivable as of December 31, 2018 and June 30, 2018 consist primarily of credit card receivables. Based on the Company's verification process for customer credit cards and historical information available, management has determined that an allowance for doubtful accounts on credit card sales related to its customer sales as of December 31, 2018 is not necessary. No bad debt expense has been recorded for the three and six months ended December 31, 2018 and 2017.

#### Inventory

As of December 31, 2018 and June 30, 2018, inventory consisted of (in thousands):

	December 31, 2018	June 30, 2018
Finished goods \$	9,364	\$7,859
Raw materials	3,937	5,768
Total inventory \$	13,301	\$13,627

Inventories are carried and depicted above at the lower of cost or market, using the first-in, first-out method, which includes a reduction in inventory values of \$1.4 million and \$1.4 million at December 31, 2018 and June 30, 2018, respectively, related to obsolete and slow-moving inventory.

#### Convertible Note Receivable



The Company entered into a convertible promissory note agreement with Gig Economy Group, Inc. ("GEG") pursuant to which the Company agreed to loan to GEG up to an aggregate of \$2.0 million in a series of loan installments, evidenced by a convertible promissory note having a maturity date of May 31, 2019. Interest shall accrue at a rate of 8% per annum, compounded annually. The principal and unpaid accrued interest of the note will either be repaid in cash or converted into shares of equity securities of GEG. As of December 31, 2018, the note receivable balance was \$2.0 million, which is included in prepaid expenses and other on the condensed consolidated balance sheet.

#### Revenue Recognition

The Company ships the majority of its product directly to the consumer and receives substantially all payment for these sales in the form of credit card receipts. Revenue from direct product sales to customers is recognized upon shipment, which is when passage of title and risk of loss occurs. Estimated returns are recorded when product is shipped. Subject to some exceptions based on local regulations, the Company's return policy is to provide a full refund for product returned within 30 days if the returned product is unopened or defective. After 30 days, the Company generally does not issue refunds to customers for returned product. The Company allows terminating independent distributors to return up to 30% of unopened, unexpired product that they have purchased within the prior twelve months for a full refund, less a 10% restocking fee.

#### Shipping and Handling

Shipping and handling costs associated with inbound freight and freight out to customers, including independent distributors, are included in cost of sales. Shipping and handling fees charged to customers are included in sales.

#### Research and Development Costs

The Company expenses all costs related to research and development activities, as incurred. Research and development expenses for the three months ended December 31, 2018 and 2017 were \$0.5 million and \$0.3 million, respectively. Research and development expenses for the six months ended December 31, 2018 and 2017 were \$0.9 million and \$0.5 million, respectively.

#### Stock-Based Compensation

The Company recognizes stock-based compensation by measuring the cost of services to be rendered based on the grant date fair value of the equity award. The Company recognizes stock-based compensation, net of any estimated forfeitures, over the period an employee is required to provide service in exchange for the award, generally referred to as the requisite service period. For awards with market-based performance conditions, the cost of the awards is recognized as the requisite service is rendered by employees, regardless of when, if ever, the market-based performance conditions are satisfied.

The Black-Scholes option pricing model is used to estimate the fair value of stock options. The determination of the fair value of stock options is affected by the Company's stock price and a number of assumptions, including expected volatility, expected life, risk-free interest rate and expected dividends. The Company uses historical volatility as the expected volatility assumption required in the Black-Scholes model. The Company uses historical data for estimating the expected life of stock options. The risk-free interest rate assumption is based on observed interest rates appropriate for the expected terms of the stock options.

The fair value of restricted stock grants is based on the closing market price of the Company's stock on the date of grant less the Company's expected dividend yield. The fair value of performance restricted stock units that include market-based performance conditions is based on the closing market price of the Company's stock on the date of grant less the Company's expected dividend yield, with further adjustments made to reflect the market conditions that must be satisfied in order for the units to vest by using a Monte-Carlo simulation model. Key assumptions for the Monte-Carlo simulation model include the risk-free rate, expected volatility, expected dividends and the correlation coefficient. The fair value of cash-settled performance-based awards, accounted for as liabilities, is remeasured at the end of each reporting period and is based on the closing market price of the Company's stock on the last day of the reporting period. The Company recognizes compensation costs for awards with performance conditions when it concludes it is probable that the performance conditions will be achieved. The Company reassesses the probability of vesting at each balance sheet date and adjusts compensation costs accordingly.

#### Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using statutory tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled, updated for new corporate tax rates. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in income in the period that includes the effective date of the change. The Company

recognizes tax liabilities or benefits from an uncertain position only if it is more likely than not that the position will be sustained upon examination by taxing authorities based on the technical merits of the issue. The amount recognized would be the largest liability or benefit that the Company believes has greater than a 50% likelihood of being realized upon settlement.

For the six months ended December 31, 2018 and 2017, the Company recognized an income tax benefit of \$0.2 million and income tax expense of \$2.2 million, respectively, which is reflective of the Company's current estimated federal, state and foreign effective tax rate. Realization of deferred tax assets is dependent upon future earnings in specific tax jurisdictions, the timing and amount of which are uncertain.

#### Income Per Share

Basic income per common share is computed by dividing the net income by the weighted-average number of common shares outstanding during the period, less unvested restricted stock awards. Diluted income per common share is computed by dividing net income by the weighted-average common shares and potentially dilutive common share equivalents using the treasury stock method.

For the three months ended December 31, 2018 and 2017, the effects of approximately 0.1 million and 0.1 million common shares, respectively, issuable upon exercise of options and non-vested shares of restricted stock are not included in computations as their effect was anti-dilutive. For the six months ended December 31, 2018 and 2017, the effects of approximately 0.2 million and 0.3 million common shares, respectively, issuable upon exercise of options and non-vested shares of restricted stock are not included in computations as their effect was anti-dilutive.

The following is a reconciliation of net income per share and the weighted-average common shares outstanding for purposes of computing basic and diluted net income per share (in thousands except per share amounts):

	Three Months Ended December 31, 2018		Six Months Ended December 31, 2018	
	2018	2017	2018	2017
Numerator:				
Net income	\$829	\$317	\$1,740	\$1,134
Denominator:				
Basic weighted-average common shares outstanding	13,944	13,956	13,996	13,959
Effect of dilutive securities:				
Stock awards and options	1,019	197	1,000	158
Diluted weighted-average common shares outstanding	14,963	14,153	14,996	14,117
Net income per share, basic	\$0.06	\$0.02	\$0.12	\$0.08
Net income per share, diluted	\$0.06	\$0.02	\$0.12	\$0.08

#### Segment Information

The Company operates in a single operating segment by selling products to an international network of independent distributors that operates in an integrated manner from market to market. Commissions and incentives expenses are the Company's largest expense comprised of the commissions paid to its independent distributors. The Company manages its business primarily by managing its international network of independent distributors. The Company does not use profitability reports on a regional or divisional basis for making business decisions. However, the Company does disaggregate revenue in two geographic regions: the Americas region and the Asia/Pacific & Europe region. See disaggregated revenue in Note 3.

The following table presents the Company's long-lived assets for its most significant geographic markets:

	December 31, June 30, 2018	
	2018	2018
United States	\$ 8,060	\$ 9,778
Japan	\$ 949	\$ 921
Effect of New Accounting Pronouncements		



In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606), and has subsequently issued ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, ASU 2016-08, Revenue from Contracts with Customers

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(Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net), ASU 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing, ASU 2016-11, Revenue Recognition (Topic 605) and Derivatives and Hedging (Topic 815), ASU 2016-12, Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients, and ASU 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers (collectively, Topic 606). Topic 606 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of Topic 606 is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration it expects to receive in exchange for those goods or services. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to fulfill a contract. This guidance was effective for the Company beginning on July 1, 2018 with the option to adopt using either a full retrospective or a modified retrospective approach. The Company adopted Topic 606 using the modified retrospective approach, under which the cumulative effect of initially applying Topic 606 was recognized as an immaterial adjustment to the opening balance of retained earnings during the first quarter of fiscal 2019.

The Company evaluated each of its revenue streams and identified similar performance obligations under Topic 606 as compared to previous revenue recognition guidance. During its evaluation, the Company reviewed its loyalty points program and, based on the new guidance, changed the method of accounting from a cost provision method to a deferred revenue method, which resulted in immaterial adjustments to beginning balances upon adoption. As of December 31, 2018, the Company discontinued its loyalty points program, which resulted in an increase in revenue of approximately \$0.5 million from the recognition of deferred revenue related to accrued loyalty points.

There are also considerations related to internal control over financial reporting associated with implementing Topic 606. The Company evaluated its control framework for revenue recognition and identified no material changes needed in response to the new guidance. The Company also evaluated the expanded disclosure requirements under Topic 606 and designed and implemented the appropriate controls over gathering and reporting the information required under Topic 606. See Note 3.

In February 2016, FASB issued ASU No. 2016-02, Leases (Topic 842). For lessees, this ASU requires that for all leases not considered to be short term, a company recognize both a right-of-use asset and lease liability on its balance sheet, representing the obligation to make payments and the right to use or control the use of a specified asset for the lease term. This ASU is effective for annual periods beginning after December 15, 2018 and interim periods within those annual periods. The Company is currently evaluating the impact of the ASU on the Company's outstanding leases and its consolidated financial statements. The Company expects the adoption will result in a material increase to the assets and liabilities on the consolidated balance sheet, but does not expect a material impact on the consolidated statements of operations and comprehensive income or consolidated statements of cash flows.

In May 2017, FASB issued ASU No. 2017-09, Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting. The ASU provides guidance about which changes to the terms or conditions of a share-based award require an entity to apply modification accounting in Topic 718. An entity should account for the effects of a modification unless all the following are met: (1) The fair value of the modified award is the same as the fair value of the original award immediately before the original award is modified, (2) The vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the original award is modified, (3) The classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the original award is modified. This ASU became effective for the Company on July 1, 2018 and will be applied to an award modified on or after July 1, 2018.

#### Note 3 — Revenue

Revenues are recognized when control of the promised goods or services are transferred to the customer, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. Sales, value add, and other taxes the Company collects concurrent with revenue-producing activities are excluded from revenue.

The Company generates the majority of its revenues through product sales to customers. These products include the Protandim<sup>®</sup> product line, the TrueScience<sup>®</sup> line of Nrf2-infused skin and hair care products, Petandim<sup>™</sup> For Dogs, Axio<sup>®</sup> Smart Energy Drink mixes, PhysIQ<sup>™</sup> Smart Weight Management System and the Omega+ sustainable fish oil. The Company ships most of its product directly to the consumer and receives substantially all payment for product sales in the form of credit card receipts. Revenue from direct product sales to customers is recognized upon shipment, which is when passage of title and risk of loss occurs. For items sold in packs and bundles, the Company determines the standalone selling price at contract inception for each distinct good, and then allocates the transaction price on a relative standalone selling price basis. Any discounts are

accounted for as a direct reduction to the transaction price. Shipping and handling revenue is recognized upon shipment when the performance obligation is completed.

The Company also charges amounts to independent distributors to attend events held by the Company. Tickets to events are sold as standalone items or included within packs sold to independent distributors. For event tickets sold in packs, the Company allocates a portion of the transaction price to the ticket on a relative standalone selling price basis. Any discounts are accounted for as a direct reduction to the transaction price. Fee revenue associated with ticket sales is recorded in the month that the event is held, which is when the Company has performed its obligations under the contract.

#### Deferred Revenue

The Company records deferred revenue when cash payments are received or due in advance of performance, including amounts which are refundable. Deferred revenue is included in accrued expenses in the condensed consolidated balance sheets and includes pre-sell tickets to events and obligations related to the Company's loyalty points program. The Company pre-sells tickets to its events. When cash payments are received in advance of events, the cash received is recorded to deferred revenue until the event is held, at which time the Company has performed its obligations under the contract and the revenue is recognized.

Historically, the Company has offered a loyalty points program for its customers that allows the customers to earn points from ongoing purchases that can be redeemed for products. As of December 31, 2018, the Company discontinued its loyalty points program and all revenues previously deferred under the program have been recognized. The Company accounted for these points prior to the discontinuance of the program as a reduction to the transaction price based on estimated usage.

#### Sales Returns and Allowances

Estimated returns are recorded when product is shipped. Subject to some exceptions based on local regulations, the Company's return policy is to provide a full refund for product returned within 30 days, if the returned product is unopened or defective. After 30 days, the Company generally does not issue refunds to direct sales customers for returned product. The Company allows terminating independent distributors to return up to 30% of unopened, unexpired product that they have purchased within the prior twelve months for a full refund, less a 10% restocking fee. The Company establishes a refund liability reserve and an asset reserve for its right to recover products based on historical experience. The returns asset reserve and returns liability reserve are evaluated on a quarterly basis. As of December 31, 2018 and June 30, 2018, the returns liability reserve, net was \$0.3 million and \$0.4 million, respectively.

#### Geographic Information

The Company reports revenue in two geographic regions: the Americas region and the Asia/Pacific & Europe region. The following table presents the Company's revenues disaggregated by these two geographic regions (in thousands):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2018	2017	2018	2017
Americas	\$42,440	\$36,903	\$83,519	\$73,066
Asia/Pacific & Europe	15,727	12,579	30,257	25,543
Total revenues	\$58,167	\$49,482	\$113,776	\$98,609

Additional information as to the Company's revenue from operations in the most significant geographical areas is set forth below (in thousands):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2018	2017	2018	2017
United States	\$39,633	\$34,914	\$77,948	\$68,929
Japan	\$10,028	\$10,383	\$20,085	\$21,240

Note 4 — Long-Term Debt

On March 30, 2016, the Company entered into a loan agreement (the “2016 Loan Agreement”) to refinance its outstanding debt. In connection with the 2016 Loan Agreement and on the same date, the Company entered into a security agreement (the “Security Agreement”). The 2016 Loan Agreement provides for a term loan in an aggregate principal amount of \$10.0 million (the “2016 Term Loan”) and a revolving loan facility in an aggregate principal amount not to exceed \$2.0 million

(the “2016 Revolving Loan,” and collectively with the 2016 Term Loan, the 2016 Loan Agreement and the Security Agreement, the “2016 Credit Facility”).

The principal amount of the 2016 Term Loan is payable in consecutive quarterly installments in the amount of \$0.5 million plus accrued interest beginning with the fiscal quarter ended June 30, 2016. If the Company borrows under the 2016 Revolving Loan, interest will be payable quarterly in arrears on the last day of each fiscal quarter.

On May 4, 2018, the Company entered into a loan modification agreement, which amended the 2016 Credit Facility (“Amendment No. 1”). Amendment No. 1 revised the maturity date from March 30, 2019 to March 31, 2021 (the “Maturity Date”) and increased the fixed interest rate for the term loan from 4.93% to 5.68%. Amendment No. 1 also revised certain financial covenants. The minimum fixed charge coverage ratio (as defined in Amendment No. 1) was revised from a minimum of 1.50 to 1.00 to 1.25 to 1.00, measured on a trailing twelve-month basis, at the end of each fiscal quarter. The minimum working capital was increased from \$5.0 million to \$8.0 million. The funded debt to EBITDA ratio was replaced with the total liabilities to tangible net worth ratio (as defined in Amendment No. 1) of not greater than 3.00 to 1.00 at the end of each quarter. The minimum tangible net worth measure was removed from the financial covenants.

The Company’s obligations under the 2016 Credit Facility, as amended, are secured by a security interest in substantially all of the Company’s assets. Loans outstanding under the 2016 Credit Facility, as amended, may be prepaid in whole or in part at any time without premium or penalty. In addition, if, at any time, the aggregate principal amount outstanding under the 2016 Revolving Loan exceeds \$2.0 million, the Company must prepay an amount equal to such excess. Any principal amount of the 2016 Term Loan which is prepaid or repaid may not be re-borrowed.

The 2016 Credit Facility, as amended, contains customary covenants, including affirmative and negative covenants that, among other things, restrict the Company’s ability to create certain types of liens, incur additional indebtedness, declare or pay dividends on or redeem capital stock, make other payments to holders of equity interests in the Company, make certain investments, purchase or otherwise acquire all or substantially all the assets or equity interests of other companies, sell assets or enter into consolidations, mergers or transfers of all or any substantial part of the Company’s assets. The 2016 Credit Facility, as amended, also contains various financial covenants that require the Company to maintain certain consolidated working capital amounts, total liabilities to tangible net worth ratios and fixed charge coverage ratios. Additionally, the 2016 Credit Facility, as amended, contains cross-default provisions, whereby a default under the terms of certain indebtedness or an uncured default of a payment or other material obligation of the Company under a material contract of the Company will cause a default on the remaining indebtedness under the 2016 Credit Facility, as amended. As of December 31, 2018, the Company was in compliance with all applicable covenants under the 2016 Credit Facility, as amended.

The Company’s book value for the 2016 Credit Facility, as amended, approximates the fair value. Aggregate future principal payments required in accordance with the terms of the 2016 Credit Facility, as amended, are as follows (in thousands):

Fiscal Year Ending June 30,	Amount
2019 (remaining six months ending June 30, 2019)	\$ 1,000
2020	2,000
2021	1,500
	\$ 4,500

On February 1, 2019, the Company made a principal payment of \$2.0 million under the 2016 Term Loan and amended the 2016 Credit Facility to increase the revolving loan facility from \$2.0 million to \$5.0 million. This amendment also included decreases in the required minimum working capital and fixed charge coverage ratio covenants.

#### Note 5 — Stockholders’ Equity

During the three and six months ended December 31, 2018, the Company issued 2,000 and 37,000 shares, respectively, of common stock upon the exercise of options. During the three and six months ended December 31, 2018, 0.2 million and 0.2 million shares, respectively, of restricted stock were canceled or surrendered as payment of tax withholding upon vesting.

On November 27, 2017, the Company announced a share repurchase program authorizing it to repurchase up to \$5 million in shares of the Company's common stock. The repurchase program permits the Company to purchase shares through a variety of methods, including in the open market, through privately negotiated transactions or other means as determined by the Company's management. As part of the repurchase program, the Company may enter into a pre-arranged stock repurchase plan which will operate in accordance with guidelines specified under Rule 10b5-1 of the Securities Exchange Act. Accordingly,

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transactions, if any, would be completed in accordance with the terms of the stock repurchase plan, including specified price, volume and timing conditions. The authorization may be suspended or discontinued at any time and expires on November 27, 2020. During the six months ended December 31, 2018, 0.1 million shares of common stock were purchased by the Company under this repurchase program. At December 31, 2018, there is \$2.0 million remaining under this repurchase program. On February 1, 2019, the Board of Directors approved an amendment to the share repurchase program to increase the authorized share repurchase amount from \$5 million to \$15 million. The Company's Certificate of Incorporation authorizes the issuance of preferred shares. However, as of December 31, 2018, none have been issued and no rights or preferences have been assigned to the preferred shares by the Company's board of directors.

#### Note 6 — Stock-Based Compensation

##### Long-Term Incentive Plans

##### Equity-Settled Plans

The Company adopted, and the stockholders approved, the 2007 Long-Term Incentive Plan (the "2007 Plan"), effective November 21, 2006, to provide incentives to eligible employees, directors and consultants. A maximum of 1.4 million shares of the Company's common stock can be issued under the 2007 Plan in connection with the grant of awards. Awards to purchase common stock have been granted pursuant to the 2007 Plan and are outstanding to various employees, officers, directors, Scientific Advisory Board members and independent distributors at prices between \$1.47 and \$10.50 per share, with initial vesting periods of one to three years. Awards expire in accordance with the terms of each award and the shares subject to the award are added back to the 2007 Plan upon expiration of the award. The contractual term of stock options granted is generally ten years. Effective November 21, 2016, no new awards can be granted under the 2007 Plan.

The Company adopted, and the stockholders approved, the 2010 Long-Term Incentive Plan (the "2010 Plan"), effective September 27, 2010, as amended on August 21, 2014, to provide incentives to certain employees, directors and consultants. A maximum of 1.0 million shares of the Company's common stock can be issued under the 2010 Plan in connection with the grant of awards. Awards to purchase common stock have been granted pursuant to the 2010 Plan and are outstanding to various employees, officers and directors. Outstanding stock options awarded under the 2010 Plan have exercise prices between \$5.60 and \$20.09 per share, and vest over one to four year vesting periods. Awards expire in accordance with the terms of each award and, upon expiration of the award, the shares subject to the award will be added to the 2017 Plan pool as described below. The contractual term of stock options granted is generally ten years. No new awards will be granted under the 2010 Plan and forfeited or terminated shares will be added to the 2017 Plan pool as described below.

The Company adopted, and the stockholders approved, the 2017 Long-Term Incentive Plan (the "2017 Plan"), effective February 16, 2017, to provide incentives to eligible employees, directors and consultants. On November 15, 2018 and February 2, 2018, the stockholders approved amendments to the 2017 Plan to increase by 715,000 shares and 425,000 shares, respectively, the number of shares of the Company's common stock that are available for issuance under the 2017 Plan. The maximum number of shares that can be issued under the 2017 Plan is not to exceed 2,265,000 shares, calculated as the sum of (i) 1,790,000 shares and (ii) up to 475,000 shares previously reserved for issuance under the 2010 Plan, including shares returned upon cancellation, termination or forfeiture of awards that were previously granted under that plan. As of December 31, 2018, a maximum of 2.3 million shares of the Company's common stock can be issued under the 2017 Plan in connection with the grant of awards. Outstanding stock options awarded under the 2017 Plan have exercise prices of \$4.44 per share, and vest over a three year vesting period. Awards expire in accordance with the terms of each award and the shares subject to the award are added back to the 2017 Plan upon expiration of the award. The contractual term of stock options granted are substantially the same as described above for the 2007 Plan and 2010 Plan. As of December 31, 2018, there were stock option awards outstanding, net of awards expired, for an aggregate of 0.5 million shares of the Company's common stock.

##### Cash-Settled Plans

The Company adopted a performance incentive plan effective July 1, 2015 (the "Fiscal 2016 Performance Plan"). The Fiscal 2016 Performance Plan is intended to provide selected employees an opportunity to earn performance-based cash bonuses whose value is based upon the Company's stock value and to encourage such employees to provide



services to the Company and to attract new individuals with outstanding qualifications. The Fiscal 2016 Performance Plan seeks to achieve this purpose by providing for awards in the form of performance share units (the “Units”). No shares will be issued under the Fiscal 2016 Performance Plan. Awards may be settled only with cash and will be paid subsequent to award vesting. The fair value of share-based compensation awards, that include performance shares, are accounted for as liabilities. Vesting for the Units is subject to achievement of both service-based and performance-based vesting requirements. Performance-based vesting occurs in three installments if the Company meets certain performance criteria generally set for each year of a three-year

performance period. The service-based vesting criteria occurs in a single installment at the end of the third fiscal year after the awards are granted if the participant has continuously remained in service from the date of award through the end of the third fiscal year. The fair value of these awards is based on the trading price of the Company's common stock and is remeasured at each reporting period date until settlement. The Company adopted separate performance incentive plans effective July 1, 2016 (the "Fiscal 2017 Performance Plan") and July 1, 2017 (the "Fiscal 2018 Performance Plan"). The Fiscal 2017 Performance Plan and Fiscal 2018 Performance Plan include performance-based and service-based vesting requirements and payment terms that are substantially the same as described above for the Fiscal 2016 Performance Plan.

#### Employee Stock Purchase Plan

The Employee Stock Purchase Plan ("ESPP") was adopted on September 20, 2018, and subsequently approved by the shareholders on November 15, 2019. The purpose of the ESPP is to provide the Company's employees with the ability to acquire shares of the Company's common stock at a discount to the purchase date fair market value through payroll deductions. During the three and six months ended December 31, 2018, no payroll deductions were made and no shares of common stock were purchased under the ESPP. The first six-month offering period will begin in March 2019.

#### Stock-Based Compensation

In accordance with accounting guidance for stock-based compensation, payments in equity instruments for goods or services are accounted for by the fair value method. For the three and six months ended December 31, 2018, stock-based compensation of \$1.0 million and \$1.6 million, respectively, was reflected as an increase to additional paid-in capital and an increase of \$0.7 million and \$1.4 million, respectively, was included in other accrued expenses, all of which was employee related. For the three and six months ended December 31, 2017, stock-based compensation of \$0.6 million and \$1.0 million, respectively, was reflected as an increase to additional paid-in capital and an increase of \$0.2 million and \$0.4 million, respectively, was included in other accrued expenses, all of which was employee related.

#### Note 7 — Commitments and Contingencies

##### Contingencies

The Company accounts for contingent liabilities in accordance with Accounting Standards Codification ("ASC") Topic 450, Contingencies. This guidance requires management to assess potential contingent liabilities that may exist as of the date of the financial statements to determine the probability and amount of loss that may have occurred, which inherently involves an exercise of judgment. If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed. For loss contingencies considered remote, no accrual or disclosures are generally made. Management has assessed potential contingent liabilities as of December 31, 2018, and based on the assessment, there are no probable loss contingencies requiring accrual or disclosures within its financial statements.

##### Legal Accruals

In addition to commitments and obligations in the ordinary course of business, from time to time, the Company is subject to various claims, pending and potential legal actions, investigations relating to governmental laws and regulations and other matters arising out of the normal conduct of its business. Management assesses contingencies to determine the degree of probability and range of possible loss for potential accrual in the consolidated financial statements. An estimated loss contingency is accrued in the consolidated financial statements if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Because evaluating legal claims and litigation results are inherently unpredictable and unfavorable results could occur, assessing contingencies is highly subjective and requires judgments about future events. When evaluating contingencies, management may be unable to provide a meaningful estimate due to a number of factors, including the procedural status of the matter in question, the presence of complex or novel legal theories, and/or the ongoing discovery and development of information important to the matters. In addition, damage amounts claimed or asserted against the Company may be

unsupported, exaggerated or unrelated to possible outcomes, and as such are not meaningful indicators of a potential liability. Management regularly reviews contingencies to determine the adequacy of financial statement accruals and related disclosures. The amount of ultimate loss may differ from these estimates. It is possible that cash flows or results of operations could be materially affected in any particular period by the unfavorable resolution of one or more of these contingencies. Whether any losses finally determined in any claim, action, investigation or proceeding could reasonably have a material effect on the Company's business, financial condition, results of operations or cash flows will depend on a number of variables, including: the timing and amount of such losses; the structure and type of any remedies; the significance of the

impact any such losses, damages or remedies may have on the consolidated financial statements; and the unique facts and circumstances of the particular matter that may give rise to additional factors.

**Class Action Lawsuit (Smith v. LifeVantage Corp.):** On January 24, 2018, a purported class action was filed in the United States District Court for the District of Connecticut, entitled *Smith v. LifeVantage Corp.*, Case No. 3:18-cv-a35 (D. Connecticut filed Jan. 24, 2018). In this action, plaintiff alleged that the Company, its Chief Executive Officer, Chief Sales Officer and Chief Marketing Officer operated a pyramid scheme in violation of a variety of federal and state statutes, including RICO and the Connecticut Unfair Trade Practices Act. On April 16, 2018, the Company filed motions with the court to dismiss the complaint against LifeVantage, dismiss the complaint against the Company's executives, transfer the venue of the case from the State of Connecticut to the State of Utah, and contest class certification. On July 23, 2018, the parties filed a stipulation with the Court agreeing to transfer the case to the Federal District Court for Utah. On September 20, 2018, Plaintiffs filed an amended complaint in Utah. As per the parties stipulated agreement, plaintiff's amended complaint dropped the RICO and Connecticut state law claims and removed the Company's Chief Sales Officer and Chief Marketing Officer as individual defendants (the Chief Executive Officer remains a defendant in the case). However, the amended complaint adds a new antitrust claim, alleging that the Company fraudulently obtained patents for its products and is attempting to use those patents in an anti-competitive manner. LifeVantage filed a Motion to Dismiss the amended complaint on November 5, 2018, Plaintiffs filed a response to LifeVantage's Motion to Dismiss on December 17, 2018, and LifeVantage filed a reply brief on January 10, 2019. With the matter now being fully briefed for the Court, the Court can issue a ruling based on the briefs submitted by the parties or schedule a hearing for oral argument before entering a decision on the motion. The Company has not established a loss contingency accrual for this lawsuit as it believes liability is not probable or estimable, and the Company plans to vigorously defend against this lawsuit. Nonetheless, an unfavorable resolution of this matter could have a material adverse effect on the Company's business, results of operations or financial condition.

**Other Matters.** In addition to the matters described above, the Company also may become involved in other litigation and regulatory matters incidental to its business and the matters disclosed in this quarterly report on Form 10-Q, including, but not limited to, product liability claims, regulatory actions, employment matters and commercial disputes. The Company intends to defend itself in any such matters and does not currently believe that the outcome of any such matters will have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

#### Note 8 — Related Party Transactions

The Company contracted with GEG for outsourced software application development services pursuant to an agreement entered into between the Company and GEG, which included a convertible note. For discussion related to the convertible note between the Company and GEG, see Note 2. David Toole, who served as a member of the Company's board of directors until February 2, 2018, is a majority owner and an officer of GEG.

#### Note 9 — Subsequent Events

As previously disclosed in Note 4, on February 1, 2019, the Company made a principal payment of \$2.0 million under the 2016 Term Loan and amended the 2016 Credit Facility to increase the revolving loan facility from \$2.0 million to \$5.0 million. This amendment also included decreases in the required minimum working capital and fixed charge coverage ratio covenants.

As previously disclosed in Note 5, on February 1, 2019, the Board of Directors approved an amendment to the share repurchase program to increase the authorized share repurchase amount from \$5 million to \$15 million.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Overview

We are a company focused on biohacking the aging code through nutrigenomics, the study of how nutrition and naturally occurring compounds affect our genes. We are dedicated to helping people achieve their health, wellness and financial goals. We provide quality, scientifically-validated products and a financially rewarding direct sales business opportunity to customers and independent distributors. We engage in the identification, research, development and distribution of advanced nutraceutical dietary supplements and personal care products. We currently sell our products to customers and independent distributors in two geographic regions that we have classified as the Americas region

and the Asia/Pacific & Europe region.

Our revenue depends on the number and productivity of our independent distributors and the number of our customers. When we are successful in attracting and retaining independent distributors and customers, it is largely because of:

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Our scientifically-validated products, including our Protandim® product line, the TrueScience® line of Nrf2-infused skin and hair care products, Petandim™ for Dogs, Axio® Smart Energy Drink mixes, PhysIQ™ Smart Weight Management System, and Omega+ sustainable fish oil supplement;

- Our compensation plan and other sales initiatives; and

• Our delivery of superior customer service.

As a result, it is vital to our success that we leverage our product development resources to develop and introduce compelling and innovative products and provide opportunities for our independent distributors to sell these products in a variety of markets. We sell our products in the United States, Japan, Hong Kong, Australia, Canada, Mexico, Thailand, the United Kingdom, the Netherlands, Germany, Austria and Taiwan. We also sell our products in a number of countries to customers for personal consumption only. In addition, we sell our products in China through our e-commerce business model. Entering a new market requires a considerable amount of time, resources and continued support. If we are unable to properly support an existing or new market, our revenue growth may be negatively impacted.

#### Our Products

Our products are the Protandim® product line, the TrueScience® line of Nrf2-infused skin and hair care products, Axio® Smart Energy Drink mixes, PhysIQ™ Smart Weight Management System, Petandim™ for Dogs, and Omega+, our sustainable fish oil supplement. The Protandim® product line includes Protandim® NRF1 and Nrf2 Synergizers™. The Protandim® NRF1 Synergizer is formulated to increase cellular energy and performance by boosting mitochondria production to improve cellular repair and slow cellular aging. The Protandim® Nrf2 Synergizer™ contains a proprietary blend of ingredients and has been shown to combat oxidative stress and enhance energy production by increasing the body's natural antioxidant protection at the genetic level, inducing the production of naturally-occurring protective antioxidant enzymes including superoxide dismutase, catalase, and glutathione synthase. Our TrueScience® anti-aging skin care line includes TrueScience® Facial Cleanser, TrueScience® Perfecting Lotion, TrueScience® Eye Serum, TrueScience® Anti-Aging Cream, TrueScience® Micro-Lift Serum and TrueScience® Hand Cream. Our TrueScience® hair care line includes Shampoo, Conditioner and Scalp Serum. Axio® is our line of Smart Energy Drink mixes formulated to promote alertness and support mental performance. PhysIQ™ is our Smart Weight Management System which includes PhysIQ™ Fat Burn, PhysIQ™ ProBio, PhysIQ™ Cleanse and PhysIQ™ Protein Shake mix, all formulated to aid in weight management. Petandim™ for Dogs is a supplement specially formulated to combat oxidative stress in dogs through Nrf2 activation. Omega+ is a dietary supplement that combines DHA and EPA Omega-3 fatty acids, Omega-7 fatty acids, and Vitamin D3 to support cognitive health, cardiovascular health, skin health, and the immune system.

A stack consists of multiple products bundled together that are designed to achieve a specific result. The Vitality Stack includes four of our nutrigenomics products - Protandim® NRF1 and Nrf2 Synergizers™, Omega+ and PhysIQ™ ProBio. It was designed to provide a foundation for wellness, supporting healthy organs, including the brain, heart, eyes, and other vitals. Vitality Stack is our premier product bundle and we also offer stacks for our PhysIQ™ and TrueScience® product lines.

We currently have additional products in development. Any delays or difficulties in introducing compelling products or attractive initiatives or tools into our markets may have a negative impact on our revenue and our ability to attract new independent distributors and customers.

#### Members

Because we utilize a direct selling model for the distribution of a majority of our products, the success and growth of our business is primarily based on the effectiveness of our independent distributors in selling our products and on our ability to attract new and retain existing independent distributors. Changes in our product sales typically are the result of variations in product sales volume relating to fluctuations in the number of active independent distributors and customers purchasing our products. The number of active independent distributors and customers is, therefore, used by management as a key non-financial measure.



The following tables summarize the changes in our active customer base by geographic region. These numbers have been rounded to the nearest thousand as of the dates indicated. For purposes of this report, we only count as active members those independent distributors and customers who have purchased from us at any time during the most recent three-month period, either for personal use or for resale.

## Active Customers By Region

As of December 31,

	2018		2017		Change	
		%		%	from Prior Year	Percent Change
Americas	95,000	80.5 %	86,000	79.6 %	9,000	10.5 %
Asia/Pacific & Europe	23,000	19.5 %	22,000	20.4 %	1,000	4.5 %
	118,000	100.0 %	108,000	100.0 %	10,000	9.3 %

## Active Independent Distributors

By Region

As of December 31,

	2018		2017		Change	
		%		%	from Prior Year	Percent Change
Americas	45,000	68.2 %	44,000	71.0 %	1,000	2.3 %
Asia/Pacific & Europe	21,000	31.8 %	18,000	29.0 %	3,000	16.7 %
	66,000	100.0 %	62,000	100.0 %	4,000	6.5 %

## Results of Operations

Three and Six Months Ended December 31, 2018 compared to the Three and Six Months Ended December 31, 2017 Revenue. We generated net revenue of \$58.2 million and \$49.5 million during the three months ended December 31, 2018 and 2017, respectively. We generated net revenue of \$113.8 million and \$98.6 million during the six months ended December 31, 2018 and 2017, respectively. Foreign currency fluctuations negatively impacted our revenue \$0.3 million or 0.6% and \$0.6 million or 0.6% during the three and six months ended December 31, 2018, respectively. Americas. The following table sets forth revenue for the three and six months ended December 31, 2018 and 2017 for the Americas region (in thousands):

	Three Months Ended December 31,			Six Months Ended December 31,		
	2018	2017	% Change	2018	2017	% Change
United States	\$39,652	\$34,814	13.9 %	\$77,976	\$68,929	13.1 %
Other	2,788	2,089	33.5 %	5,543	4,137	34.0 %
Americas Total	\$42,440	\$36,903	15.0 %	\$83,519	\$73,066	14.3 %

Revenue in the Americas region for the three and six months ended December 31, 2018 increased \$5.5 million or 15.0% and \$10.5 million or 14.3%, respectively, from the prior year same periods. Revenue in the United States increased due to our continued investment in our red carpet program, the introduction of our new TrueScience® hair care product line and an overall increase in active members during the current year period. Revenues in Canada and Mexico continue to grow due to increased active member count and further expansion of our product lines in those markets.

Asia/Pacific & Europe. The following table sets forth revenue for the three and six months ended December 31, 2018 and 2017 for the Asia/Pacific & Europe region and its principal markets (in thousands):

	Three Months Ended December	Six Months Ended December
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	31,			31,		
	2018	2017	% Change	2018	2017	% Change
Japan	\$10,028	\$10,383	(3.4 )%	\$20,085	\$21,240	(5.4 )%
Other	5,699	2,196	159.5 %	10,172	4,303	136.4 %
Asia/Pacific & Europe Total	\$15,727	\$12,579	25.0 %	\$30,257	\$25,543	18.5 %

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Revenue in the Asia/Pacific & Europe region increased \$3.1 million or 25.0% and \$4.7 million or 18.5% for the three and six months ended December 31, 2018, respectively, as compared to the prior year period. The year over year increase in this region was mainly due to increased revenues in our recently launched Taiwan market and substantial increases in our Europe and Australia markets as we continue to focus on growth in these regions. Revenue in the Asia/Pacific & Europe region was negatively impacted approximately \$0.2 million or 1.4% and \$0.3 million or 1.3% during the three and six months ended December 31, 2018, respectively, as compared to the prior year periods, by foreign currency exchange rate fluctuations. Foreign currency fluctuations had a minimal impact on our Japan market during the quarter. On a constant currency basis, revenue in Japan decreased 3.6% and 5.2% for the three and six months ended December 31, 2018, respectively, as compared to the prior year periods. Revenue in Japan decreased mainly due to an overall decrease in active members.

Globally, we continue to focus on strengthening our core business through our fiscal 2019 initiatives, which include continued investment in our red carpet program, expanding our global footprint, including the roll out of our product lines to international markets, and the continued development and enhancement of compelling distributor training tools and technologies that will help our independent distributors grow their businesses. During the six months ended December 31, 2018, we completed our first two full fiscal quarters of operations in Taiwan, opened full on-the-ground business operations in Austria, further expanded our product offerings with the introduction of our TrueScience® hair care product line and held large events for our independent distributors in the U.S. and Japan, including Global Convention that was held during the second quarter of fiscal 2019. We continue working on refining our mainland China e-commerce business model and remain committed to pursuing growth in each of our markets and operating our business in accordance with our strengthened business practices.

Gross Margin. Our gross profit percentage for the three months ended December 31, 2018 and 2017 was 83.2% and 81.6%, respectively. Our gross profit percentage for the six months ended December 31, 2018 and 2017 was 83.3% and 81.9%, respectively.

As a percentage of total revenues, cost of sales for the three months ended December 31, 2018 decreased to 16.8% compared to 18.4% for the three months ended December 31, 2017. As a percentage of total revenues, cost of sales for the six months ended December 31, 2018 decreased to 16.7% compared to 18.1% for the six months ended December 31, 2017. The decrease in cost of sales as a percentage of revenue is primarily due to benefits of a price increase and changes to our product sales mix.

Commissions and Incentives. Commissions and incentives expenses during the three months ended December 31, 2018 were \$28.2 million or 48.4% of revenues as compared to commissions and incentives expenses of \$23.4 million or 47.3% of revenues for the three months ended December 31, 2017. Commissions and incentives expenses during the six months ended December 31, 2018 were \$56.0 million or 49.2% of revenues as compared to commissions and incentives expenses of \$46.8 million or 47.5% of revenues for the six months ended December 31, 2017.

The increase in commissions and incentives expenses as a percentage of revenues for the three and six months ended December 31, 2018 as compared to the prior year period is due to the continued investment in our red carpet program and other promotional programs and incentives designed to increase revenues. We also held several incentive events during the first half of fiscal 2019 which contributed to the increased percentage. Distributor commissions as a percentage of commissionable revenues generated remained consistent during the comparable periods.

We expect commissions and incentives expenses for the remainder of fiscal 2019 to decrease slightly as a percentage of revenue as we continue to refine our investments in our incentive and promotional activities. We anticipate that there will continue to be fluctuations from quarter to quarter caused by the timing and magnitude of compensation, incentive and promotional programs.

Selling, General and Administrative. Selling, general and administrative expenses during the three months ended December 31, 2018 were \$19.6 million as compared to selling, general and administrative expenses of \$14.6 million for the three months ended December 31, 2017. Selling, general and administrative expenses during the six months ended December 31, 2018 were \$36.9 million as compared to selling, general and administrative expenses of \$30.2 million for the six months ended December 31, 2017.

The increase in selling, general and administrative expenses during the three and six months ended December 31, 2018 compared to the prior year same period primarily was due to expenses associated with Global Convention and

other events, including both our U.S. Elite Academy and our Japan convention held during the first half of fiscal 2019. Expenses associated with stock and other employee incentive compensation programs increased as a result of improved revenue performance and increases in our share price as compared to the prior year period. We expect selling, general and administrative expenses, as a percent of revenue, to decrease for the remainder of the fiscal year due to decreased event spending and as we leverage current spending and execute on our strategic investments and

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initiatives designed to increase revenue. We also anticipate that there will be fluctuations from period to period due to the timing of product and market launches and other planned events.

Total Other Expense. During the three and six months ended December 31, 2018, we recognized net other expenses of \$0.2 million and \$0.3 million, respectively, as compared to net other expenses of \$0.3 million and \$0.4 million, respectively, for the three and six months ended December 31, 2017. Total other expense for the three and six months ended December 31, 2018 consisted primarily of interest expense and foreign currency gains and losses.

The following table sets forth interest expense for the three and six months ended December 31, 2018 and 2017 (in thousands):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2018	2017	2018	2017
Contractual interest expense:				
2016 Term Loan	\$73	\$88	\$153	\$183
Amortization of deferred financing fees:				
2016 Term Loan	1	3	2	6
Amortization of debt discount:				
2016 Term Loan	5	5	13	10
Other	21	7	41	66
Total interest expense	\$100	\$103	\$209	\$265

Income Tax Benefit (Expense). We recognized an income tax benefit of \$0.4 million and \$0.2 million, respectively, for the three and six months ended December 31, 2018 as compared to income tax expense of \$1.7 million and \$2.2 million, respectively, for the three and six months ended December 31, 2017.

The effective tax rate was (10.5)% of pre-tax income during the six months ended December 31, 2018, compared to 65.8% for the same prior year period. The tax rate for the second quarter of fiscal 2019 was favorably benefited by discrete book to tax differences resulting from the vesting of performance restricted stock units that occurred during the quarter. In addition, the effective tax rate was benefited by the federal tax reform legislation enacted during December 2017 that reduced the corporate tax rate from 35% to 21%.

We expect that our effective tax rate will increase during the remainder of fiscal 2019 as the impact of the discrete benefit mentioned above is diluted as our pre-tax income increases; however, our tax rate can be significantly impacted by various book to tax differences and fluctuations in our stock price that occur during the year which are difficult to forecast.

#### Liquidity and Capital Resources

##### Liquidity

Our primary liquidity and capital resource requirements are to service our debt and finance the cost of our planned operating expenses and working capital (principally inventory purchases), as well as capital expenditures. We have generally relied on cash flow from operations to fund operating activities and we have, at times, incurred long-term debt in order to fund stock repurchases and strategic transactions.

As of December 31, 2018, our available liquidity was \$19.0 million, which consisted of available cash and cash equivalents. This represents an increase of \$2.3 million from the \$16.7 million in cash and cash equivalents as of June 30, 2018.

During the six months ended December 31, 2018, our net cash provided by operating activities was \$6.9 million as compared to net cash provided by operating activities of \$4.7 million during the six months ended December 31, 2017.

During the six months ended December 31, 2018, our net cash used in investing activities was \$2.3 million, as a result of investments in a convertible note receivable and the purchase of fixed assets. During the six months ended December 31, 2017, our net cash used in investing activities was \$2.1 million, as a result of the purchase of fixed

assets.

Cash used in financing activities during the six months ended December 31, 2018 was \$2.3 million as a result of our quarterly principal payments on the 2016 Term Loan and repurchase of company stock, partially offset by proceeds from stock

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option exercises. Cash used in financing activities during the six months ended December 31, 2017 was \$1.3 million as a result of our quarterly principal payments on the 2016 Term Loan and repurchase of company stock.

At December 31, 2018 and June 30, 2018, the total amount of our foreign subsidiary cash was \$5.9 million and \$4.3 million, respectively. The December 2017 tax reform previously mentioned enacted a 100% dividend deduction for > 10% owned foreign corporations. Therefore, in the future, if needed, we can repatriate cash from foreign subsidiaries without paying additional U.S. taxes.

At December 31, 2018, we had working capital (current assets minus current liabilities) of \$14.9 million, compared to working capital of \$15.1 million at June 30, 2018. We believe that our cash and cash equivalents balances and our ongoing cash flow from operations will be sufficient to satisfy our cash requirements for at least the next 12 months. The majority of our historical expenses have been variable in nature and as such, a potential reduction in the level of revenue would reduce our cash flow needs. In the event that our current cash balances and future cash flow from operations are not sufficient to meet our obligations or strategic needs, we would consider raising additional funds, which may not be available on terms that are acceptable to us, or at all. Our credit facility, however, contains covenants that restrict our ability to raise additional funds in the debt markets and repurchase our equity securities without prior approval from the lender. Additionally, our credit facility provides for a revolving loan facility in an aggregate principal amount up to \$5.0 million, as amended on February 1, 2019. We would also consider realigning our strategic plans including a reduction in capital spending and expenses.

#### Capital Resources

On March 30, 2016, we entered into a Loan Agreement (the “2016 Loan Agreement”) to refinance our outstanding debt. In connection with the 2016 Loan Agreement and on the same date, we entered into a security agreement (the “Security Agreement”). The 2016 Loan Agreement provides for a term loan in an aggregate principal amount of \$10.0 million (the “2016 Term Loan”) and a revolving loan facility in an aggregate principal amount not to exceed \$2.0 million (the “2016 Revolving Loan,” and collectively with the 2016 Term Loan, the 2016 Loan Agreement and the Security Agreement, the “2016 Credit Facility”).

The principal amount of the 2016 Term Loan is payable in consecutive quarterly installments in the amount of \$0.5 million plus accrued interest beginning with the fiscal quarter ended June 30, 2016. If we borrow under the 2016 Revolving Loan, interest will be payable quarterly in arrears on the last day of each fiscal quarter.

On May 4, 2018, the Company entered into a loan modification agreement, which amended its 2016 Credit Facility (“Amendment No. 1”). Amendment No. 1 revised the maturity date from March 30, 2019 to March 31, 2021 (the “Maturity Date”) and increased the fixed interest rate for the term loan from 4.93% to 5.68%. Amendment No. 1 also revised certain financial covenants. The minimum fixed charge coverage ratio (as defined in Amendment No. 1) was revised from a minimum of 1.50 to 1.00 to 1.25 to 1.00, measured on a trailing twelve-month basis, at the end of each fiscal quarter. The minimum working capital was increased from \$5.0 million to \$8.0 million. The funded debt to EBITDA ratio was replaced with the total liabilities to tangible net worth ratio (as defined in Amendment No. 1) of not greater than 3.00 to 1.00 at the end of each quarter. The minimum tangible net worth measure was removed from the financial covenants.

The 2016 Credit Facility, as amended, contains customary covenants, including affirmative and negative covenants that, among other things, restrict our ability to create certain types of liens, incur additional indebtedness, declare or pay dividends on or redeem capital stock, make other payments to holders of our equity interests, make certain investments, purchase or otherwise acquire all or substantially all the assets or equity interests of other companies, sell assets or enter into consolidations, mergers or transfers of all or any substantial part of our assets. As of December 31, 2018, we were in compliance with all applicable non-financial and restrictive covenants under the 2016 Credit Facility, as amended.

The 2016 Credit Facility, as amended, also contains various financial covenants that require us to maintain certain consolidated working capital amounts, total liabilities to tangible net worth ratios and fixed charge coverage ratios. Specifically, we must:

- Maintain a minimum fixed charge coverage ratio (as defined in the 2016 Loan Agreement, as amended) of at least 1.25 to 1.00 at the end of each fiscal quarter, measured on a trailing twelve month basis;

Maintain minimum consolidated working capital (as defined in the 2016 Loan Agreement, as amended) at the end of each fiscal quarter of at least \$8.0 million; and

• Maintain a ratio of total liabilities to tangible net worth (as defined in the 2016 Loan Agreement, as amended) of not greater than 3.00 to 1.00 at the end of each quarter, measured on a trailing twelve month basis.

As of December 31, 2018, we were in compliance with all applicable financial covenants under the 2016 Credit Facility, as amended. Additionally, management anticipates that in the normal course of operations we will be in compliance with the financial covenants during the ensuing year.

#### Commitments and Obligations

The following table summarizes our contractual payment obligations and commitments as of December 31, 2018 (in thousands):

Contractual Obligations	Total	Payments due by period			
		Less than 1 year	1-3 years	3-5 years	Thereafter
Long-term debt obligations	\$4,500	\$2,000	\$2,500	\$ —	\$ —
Interest on long-term debt obligations	326	216	110	—	—
Operating lease obligations	9,627	2,847	5,093	1,687	—
Other operating obligations <sup>(1)</sup>	24,654	12,429	9,134	3,091	—
Total	\$39,107	\$17,492	\$16,837	\$4,778	\$ —

(1) Other operating obligations represent non-cancelable contractual obligations primarily related to marketing and sponsorship commitments and purchases of inventory.

#### Off-Balance Sheet Arrangements

As of December 31, 2018, we did not have any off-balance sheet arrangements.

#### Critical Accounting Policies

We prepare our financial statements in conformity with accounting principles generally accepted in the United States of America. As such, we are required to make certain estimates, judgments, and assumptions that we believe are reasonable based upon the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. Actual results could differ from these estimates. Our significant accounting policies are described in Note 2 to our unaudited condensed consolidated financial statements. Certain of these significant accounting policies require us to make difficult, subjective, or complex judgments or estimates. We consider an accounting estimate to be critical if (1) the accounting estimate requires us to make assumptions about matters that were highly uncertain at the time the accounting estimate was made, and (2) changes in the estimate that are reasonably likely to occur from period to period, or use of different estimates that we reasonably could have used in the current period, would have a material impact on our financial condition or results of operations.

There are other items within our financial statements that require estimation, but are not deemed critical as defined above. Changes in estimates used in these and other items could have a material impact on our financial statements. Management has discussed the development and selection of these critical accounting estimates with our board of directors, and the audit committee has reviewed the disclosures noted below.

#### Allowances for Product Returns

We record allowances for product returns at the time we ship the product based on estimated return rates. Subject to some exceptions based on local regulations, customers may return unopened product to us within 30 days of purchase for a refund of the purchase price less shipping and handling. As of December 31, 2018, our shipments of products sold totaling approximately \$18.4 million were subject to the return policy. In addition, we allow terminating independent distributors to return up to 30% of unopened, unexpired product they purchased within the prior twelve months.

We monitor our product returns estimate on an ongoing basis and revise the allowances to reflect our experience. Our allowance for product returns was \$0.3 million at December 31, 2018, compared with \$0.4 million at June 30, 2018. To date, product expiration dates have not played any role in product returns, and we do not expect that they will in the future as it is unlikely that we will ship product with an expiration date earlier than the latest allowable product return date.

#### Inventory Valuation

We value our inventory at the lower of cost or net realizable value on a first-in first-out basis. Accordingly, we reduce our inventories for the diminution of value resulting from product obsolescence, damage or other issues affecting



marketability equal to the difference between the cost of the inventory and its estimated market value. Factors utilized in the determination of

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estimated market value include (i) current sales data and historical return rates, (ii) estimates of future demand, (iii) competitive pricing pressures, (iv) new production introductions, (v) product expiration dates, and (vi) component and packaging obsolescence.

During the three months ended December 31, 2018 and 2017, we recognized expenses of \$0.3 million and \$0.5 million, respectively, related to obsolete and slow-moving inventory.

#### Revenue Recognition

We ship the majority of our product directly to the consumer and receive substantially all payment for these sales in the form of credit card receipts. Revenue from direct product sales to customers is recognized upon shipment, which is when passage of title and risk of loss occurs.

#### Stock-Based Compensation

We use the fair value approach to account for stock-based compensation in accordance with current accounting guidance. We recognize compensation costs for awards with performance conditions when we conclude it is probable that the performance conditions will be achieved. We reassess the probability of vesting at each balance sheet date and adjust compensation costs based on our probability assessment. For awards with market-based performance conditions, the cost of the awards is recognized as the requisite service is rendered by the employees, regardless of when, if ever, the market-based performance conditions are satisfied.

#### Research and Development Costs

We expense all of our payments related to research and development activities as incurred.

#### Legal Accruals

We are occasionally involved in lawsuits and disputes arising in the normal course of business. Management regularly reviews all pending litigation matters in which we are involved and establishes accruals as we deem appropriate for these litigation matters when a probable loss estimate can be made. Estimated accruals require management judgment about future events. The results of lawsuits are inherently unpredictable and unfavorable resolutions could occur. As such, the amount of loss may differ from management estimates.

#### Recently Issued Accounting Standards

See Note 2 to our unaudited condensed consolidated financial statements for a discussion of recently issued accounting standards.

#### Item 3. Quantitative and Qualitative Disclosures About Market Risk

We conduct business in several countries and intend to continue to grow our international operations. Net revenue, operating income and net income are affected by fluctuations in currency exchange rates and other uncertainties in doing business and selling products in more than one currency. In addition, our operations are exposed to risks associated with changes in social, political and economic conditions inherent in international operations, including changes in the laws and policies that govern international investment in countries where we have operations, as well as, to a lesser extent, changes in U.S. laws and regulations relating to international trade and investment.

#### Foreign Currency Risk

During the six months ended December 31, 2018, approximately 31.5% of our net revenue was realized outside of the United States. The local currency of each international subsidiary is generally the functional currency. All revenues and expenses are translated at weighted-average exchange rates for the periods reported. Therefore, our reported revenue and earnings will be positively impacted by a weakening of the U.S. dollar and will be negatively impacted by a strengthening of the U.S. dollar. Currency fluctuations, however, have the opposite effect on our expenses incurred outside the United States. Given the large portion of our business derived from Japan, any weakening of the Japanese yen will negatively impact our reported revenue and profits, whereas a strengthening of the Japanese yen will positively impact our reported revenue and profits. Because of the uncertainty of exchange rate fluctuations, it is difficult to predict the effect of these fluctuations on our future business, product pricing and results of operations or financial condition. Changes in various currency exchange rates affect the relative prices at which we sell our products. We regularly monitor our foreign currency risks and periodically take measures to reduce the risk of foreign exchange rate fluctuations on our operating results. Additionally, we may seek to reduce our exposure to fluctuations in foreign currency exchange rates through the use of foreign currency exchange contracts. We do



not use derivative financial instruments for trading or speculative purposes. At December 31, 2018, we did not have any derivative instruments. A 10% strengthening of the U.S. dollar compared to all of the foreign currencies in which we transact business would have resulted in a 2.8% decrease of our six months ended December 31, 2018 revenue, in the amount of \$3.2 million.

#### Item 4. Controls and Procedures

##### Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) that are designed to ensure that the information required to be disclosed in the reports we file or submit under the Exchange Act is (a) recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and (b) accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. As of the end of the period covered by this quarterly report on Form 10-Q, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness and design and operation of such disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as amended. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were designed and operating effectively as of December 31, 2018.

##### Changes in Internal Control over Financial Reporting

There were no changes in our internal controls over financial reporting during the quarter ended December 31, 2018 that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting. An evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 of the Exchange Act was also performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of any change in our internal control over financial reporting that occurred during our last fiscal quarter. That evaluation did not identify any changes in our internal control over financial reporting during the three months ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

##### Inherent Limitations of Internal Control Over Financial Reporting

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## PART II. Other Information

#### Item 1. Legal Proceedings

See Note 7 to our unaudited condensed consolidated financial statements contained within this quarterly report on Form 10-Q for a discussion of our legal proceedings.

#### Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in “Part I. Item 1A — Risk Factors” in our annual report on Form 10-K for the fiscal year ended June 30, 2018, filed on August 15, 2018. The risks and uncertainties described in such risk factors and elsewhere in this report have the potential to materially affect our business, financial condition, results of operations, cash flows, projected results and future prospects. We do not believe that there have been any material changes to the risk factors previously disclosed in our recent SEC filings, including our most recently filed Form 10-K, as referenced above.

#### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On November 27, 2017, our Board of Directors approved a stock repurchase plan. Under the plan, which became effective on November 27, 2017, we are authorized to repurchase up to \$5.0 million of our outstanding shares through November 27, 2020. The repurchase program permits us 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 our management, in accordance with applicable securities laws. As part of the repurchase program, we may enter into a

pre-arranged stock

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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. The authorization may be suspended or discontinued at any time and expires on November 27, 2020. During the three months ended December 31, 2018, we repurchased 128,541 shares of our common stock on the open market at an aggregate purchase price of \$1.5 million under this repurchase program.

The following table provides information with respect to all purchases made by the Company during the three months ended December 31, 2018. All purchases listed below were made in the open market at prevailing market prices and pursuant to trading plans adopted by us pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 - October 31	—	\$—	—	\$—
November 1 - November 30	128,541	\$ 11.67	128,541	\$2,000,000
December 1 - December 31	—	\$—	—	\$—
Total	128,541		128,541	

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Document Description	Filed Herewith or Incorporate by Reference From
2.1	<u>Plan of Conversion, dated March 9, 2018</u>	Exhibit 2.1 to the Current Report on Form 8-K filed on March 13, 2018.
3.1	<u>Certificate of Incorporation, as filed with the Delaware Secretary of State on March 9, 2018</u>	Exhibit 3.1 to the Current Report on Form 8-K filed on March 13, 2018.
3.2	<u>Bylaws, effective March 9, 2018</u>	Exhibit 3.2 to the Current Report on Form 8-K filed on March 13, 2018.
3.3	<u>Certificate of Conversion as filed with the Delaware Secretary of State on March 9, 2018</u>	Exhibit 3.3 to the Current Report on Form 8-K filed on March 13, 2018.
3.4	<u>Statement of Conversion as filed with the Colorado Secretary of State on March 9, 2018</u>	Exhibit 3.4 to the Current Report on Form 8-K filed on March 13, 2018.
10.1#	<u>LifeVantage Corporation 2017 Long-Term Incentive Plan, as amended</u>	Exhibit 10.1 to Current Report on Form 8-K filed on November 19, 2018.
10.2#	<u>LifeVantage Corporation 2019 Employee Stock Purchase Plan</u>	Exhibit 10.2 to Current Report on Form 8-K filed on November 19, 2018.

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10.3#	<u>Amended and Restated LifeVantage Corporation 2019 Employee Stock Purchase Plan</u>	Filed herewith
10.4#	<u>Amended and Restated Employment Agreement, dated January 8, 2019, by and between Darren Jensen and LifeVantage Corporation</u>	Filed herewith
31.1	<u>Certification of principal executive officer pursuant to Rule 13a-14(a)/15d-14(a)</u>	Filed herewith
31.2	<u>Certification of principal financial officer pursuant to Rule 13a-14(a)/15d-14(a)</u>	Filed herewith
32.1*	<u>Certification of principal executive officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>	Furnished herewith
32.2*	<u>Certification of principal financial officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>	Furnished herewith

101	The following financial information from the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2018 formatted in XBRL (extensible Business Reporting Language): (i) Unaudited Condensed Consolidated Balance Sheets at December 31, 2018 and June 30, 2018; (ii) Unaudited Condensed Consolidated Statements of Operations and Other Comprehensive Income for the three and six months ended December 31, 2018 and 2017; (iii) Unaudited Condensed Consolidated Statement of Stockholders' Equity for the six months ended December 31, 2018; (iv) Unaudited Condensed Consolidated Statements of Cash Flows for the six months ended December 31, 2018 and 2017; and (v) Notes to Unaudited Condensed Consolidated Financial Statements, tagged as blocks of text	Filed herewith
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This certification is being furnished solely to accompany this report pursuant to 18 U.S.C. 1350, and is not being filed for purposes of Section 18 of the Exchange Act and is not to be incorporated by reference into any filing of the registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing

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Management contract or compensatory plan.

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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.

LIFEVANTAGE CORPORATION

Date: February 4, 2019 /s/ Darren Jensen

Darren Jensen  
Chief Executive Officer  
(Principal Executive Officer)

Date: February 4, 2019 /s/ Steven R. Fife

Steven R. Fife  
Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)