

Lifevantage Corp
Form 10-K/A
October 28, 2009

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

**FORM 10-K/A
Amendment No. 1**

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended June 30, 2009

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from

to

Commission file number: 000-30489

LIFEVANTAGE CORPORATION

(Exact name of registrant as specified in its charter)

Colorado

(State or other jurisdiction of
incorporation or organization)

90-0224471

(IRS Employer
Identification No.)

11545 W. Bernardo Court, Suite 301

San Diego, California

(Address of principal executive offices)

92127

(Zip Code)

Registrant's telephone number: **(858) 312-8000**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 par value per share

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the

Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No
The aggregate market value of voting and non-voting Common Stock (par value \$0.001) held by non-affiliates as of the end of Company's second fiscal quarter, December 31, 2008, was \$3.9 million. Shares of the registrant's common stock held by each current executive officer and director and by each shareholder who is known by the registrant to own 10% or more of the outstanding common stock have been excluded from this computation in that such persons may be deemed to be affiliates of the registrant. Share ownership information of certain persons known by the registrant to own greater than 10% of the outstanding common stock for purposes of the preceding calculation is based solely on information on Schedules 13D and 13G, if any, filed with the Commission. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of Common Stock (par value \$0.001) outstanding as of August 31, 2009, was 56,716,139 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for the 2010 Annual Meeting of Shareholders, to be filed within 120 days after the end of the registrant's fiscal year ended June 30, 2009, are incorporated by reference into Part III of this Annual Report on Form 10-K, to the extent stated therein.

Note: This Amendment No. 1 on Form 10-K/A amends the registrant's Annual Report on Form 10-K for the year ended June 30, 2009, as filed by the registrant on September 28, 2009, and is being filed solely to include certain exhibits inadvertently omitted from the Annual Report. Except as otherwise stated herein, no other information contained in the Annual Report has been updated by this Amendment No. 1.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LifeVantage Corporation.
a Colorado corporation

By: /s/ David W. Brown

David W. Brown
Its: Chief Executive Officer
Date: October 28, 2009

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Date | Title |
|---|------------------|--|
| /s/ David W. Brown | October 28, 2009 | Chief Executive Officer; Director (Principal Executive Officer) |
| David W. Brown /s/ Carrie E. Carlander | October 28, 2009 | Chief Financial Officer (Principal Financial Officer) |
| Carrie E. Carlander * | October 28, 2009 | Chairman of the Board and Chairman of the Audit Committee |
| Jack R. Thompson * | October 28, 2009 | Director |
| James D. Crapo * | October 28, 2009 | Director |
| Joe M. McCord * | October 28, 2009 | Director |
| Richard D. Jones * | October 28, 2009 | Director |
| Garry Mauro | | |

*By: /s/ David W. Brown

David W. Brown, Attorney-in-fact

EXHIBIT INDEX

| Exhibit Number | Title |
|---------------------------|--|
| 2.1 | Agreement and Plan of Reorganization between Lifeline Nutraceuticals Corporation and Yaak River Resources, Inc. dated September 21, 2004 ⁽¹⁾ |
| 2.2 | Settlement and Release Agreement and Plan of Reorganization dated March 10, 2005, among Lifeline Therapeutics, Inc., Lifeline Nutraceuticals Corporation and Michael Barber ⁽²⁾ |
| 3.1 | Amended and Restated Articles of Incorporation ⁽⁹⁾ |
| 3.2 | Amended and Restated Bylaws ⁽⁹⁾ |
| 4.01 | Form of Warrant ⁽⁶⁾ |
| 4.02 | Form of Convertible Debenture ⁽⁶⁾ |
| 4.03 | Forms of 2009 Private Placement Warrant* |
| 4.04 | Forms of 2009 Unit Subscription Agreement* |
| 10.1 | Form of Unit Warrant Certificate ⁽³⁾ |
| 10.2 | Form of Bridge Warrant Certificate ⁽³⁾ |
| 10.3 | Form of Placement Agent Warrant Certificate ⁽³⁾ |
| 10.4 | Form of Placement Agent Warrant Certificate ⁽⁵⁾ |
| 10.5 | Lifevantage Corporation 2007 Long-Term Incentive Plan ⁽⁸⁾ # |
| 10.19 | Lease dated July 1, 2008 between Bernardo Regency, L.L.C. and LifeVantage Corporation ⁽¹⁰⁾ |
| 10.20 | Sublease dated March 1, 2009 between Broadweave Networks Inc. and LifeVantage Corporation * |
| 10.21 | Agreement between Cornerstone Research and Development and LifeVantage Corporation * |
| 10.22 | Confidential Termination Agreement and General Release of Claims dated February 14, 2007 between Gerald J. Houston and the Company ⁽⁷⁾ |
| 10.23 | Letter Agreement dated June 1, 2007 between Aspenwood Capital and Lifevantage Corporation ⁽⁶⁾ |
| 10.24 | Letter Agreement dated September 28, 2007 between Bolder Venture Partners and Lifevantage Corporation ⁽⁶⁾ |
| 10.25 | Purchase Agreement between General Nutrition Distribution, LP and Lifevantage Corporation, dated June 21, 2006 ⁽³⁾ |

- 10.26 Employment Agreement, dated January 10, 2008, between Lifevantage Corporation and David W. Brown
(11)#
- 10.27 Lifevantage compensation plan *
- 21.1 List of subsidiaries (4)
- 23.1 Consent of Ehrhardt Keefe Steiner & Hottman PC (12)

| Exhibit Number | Title |
|---------------------------|---|
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 * |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 * |
| 32.1 | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (12) |
| 32.2 | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (12) |
| (1) | Filed as an exhibit to Yaak River Resources, Inc.'s Current Report on Form 8-K (File No. 000-30489), filed on September 28, 2004, and incorporated herein by reference. |
| (2) | Filed as an exhibit to LifeVantage Corporation's Current Report on Form 8-K (File No. 000-30489), filed on March 14, 2005, and incorporated herein by reference. |
| (3) | Filed as an exhibit to LifeVantage Corporation's Registration Statement on Form SB-2 (File No. 333-126288), filed on June 30, 2005, and incorporated herein by |

reference.

- (4) Filed as an exhibit to LifeVantage Corporation's Annual Report on Form 10-KSB (File No. 000-30489), filed on October 13, 2005, and incorporated herein by reference.
- (5) Filed as an exhibit to LifeVantage Corporation's Registration Statement on Form SB-2/A (File No. 333-126288), filed on February 6, 2006, and incorporated herein by reference.
- (6) Filed as an exhibit to Lifevantage Corporation's Registration Statement on Form SB-2 (File No. 333-148119), filed December 17, 2007, and incorporated herein by reference.
- (7) Filed as an exhibit to Lifevantage Corporation's Quarterly Report on Form 10-QSB (file No. 000-30489), filed on May 14,

2007, and
incorporated
herein by
reference.

- (8) Filed with the LifeVantage Proxy on Form 14-A (File No. 000-30489) dated October 20, 2006, and incorporated herein by reference.
- (9) Filed as an exhibit to LifeVantage Corporation's Annual Report on Form 10-KSB (file No. 000-30489), filed on September 28, 2006, and incorporated herein by reference.
- (10) Filed as an exhibit to LifeVantage Corporation's Annual Report on Form 10-KSB (file No. 000-30489), filed on September 23, 2008, and incorporated herein by reference.
- (11) Filed as an exhibit to LifeVantage Corporation's Current Report on Form 8-K (File No. 000-30489), filed on January 16, 2008, and incorporated

herein by
reference.

(12) Filed as an exhibit
to LifeVantage
Corporation's
Annual Report on
Form 10-K (File
No. 000-30489),
filed on
September 28,
2009, and
incorporated
herein by
reference.

Indicates a
management
contract or
compensatory
plan or
arrangement
required to be
filed as an exhibit
pursuant to Item
15(b) of this
report.

* Filed herewith.