

Lifevantage Corp
Form 8-K
March 27, 2009

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): March 26, 2009

Lifevantage Corporation

(Exact name of registrant as specified in its charter)

Colorado

(State or other Jurisdiction of
Incorporation)

000-30489

(Commission File Number)

90-0224471

(IRS Employer Identification No.)

11545 W. Bernardo Court, Suite 301, San Diego,

California

(Address of Principal Executive Offices)

92127

(Zip Code)

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

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02 Unregistered Sales of Equity Securities

On March 26, 2009, Lifevantage Corporation (the “Company”) held the second closing of an offering to accredited investors of shares of common stock and warrants to purchase common stock (the “Offering”). The Company sold 13,040,000 shares of Common Stock of the Company at a purchase price of \$0.20 per share and issued warrants exercisable for 13,040,000 shares of Common Stock of the Company in the second closing of the Offering, for aggregate gross proceeds of \$2,608,000. The warrants sold in the Offering have an exercise price of \$0.50 per share and may be exercised at any time following issuance during the three year exercise period.

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

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 26, 2009

LIFEVANTAGE CORPORATION

By: /s/ Bradford K. Amman

Bradford K. Amman
Chief Financial Officer