

Lifevantage Corp

Form S-8

April 22, 2009

As filed with the Securities and Exchange Commission on April 22, 2009

Registration No. 333-

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Lifevantage Corporation

(Exact name of registrant as specified in its charter)

Colorado
(State of Incorporation)

90-0224471
(I.R.S. Employer Identification No.)

**11545 W. Bernardo Court
Suite 301
San Diego, California 92127**
(Address of principal executive offices)

Lifevantage Corporation 2007 Long-Term Incentive Plan

(Full title of the plan)

**David Brown
Chief Executive Officer
Lifevantage Corporation
11545 W. Bernardo Court
Suite 301
San Diego, California 92127
(858) 312-8000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Jonathon Taylor, Esq.
Kendall, Koenig & Oelsner PC
999 Eighteenth Street
Suite 1825
Denver, Colorado 80202
(303) 672-0104**

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. (Check one):

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

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (3) |
|---|------------------------------------|--|--|---------------------------------------|
| Common Stock, par value \$.001 per share | 4,000,000 shares | \$0.755 | \$3,020,000 | \$168.52 |

(1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended. This Registration Statement shall also cover any additional shares of common stock that become issuable under the 2007 Long-Term Incentive Plan set forth herein by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of shares of the

Registrant's
outstanding
common stock.

- (2) The price of \$0.755 per share and the aggregate offering price are based on the average of the high and low prices of Registrant's common stock on April 20, 2009 as reported on the OTC Bulletin Board.
- (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended.

**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENT ON FORM S-8 NO. 333-144247**

Lifevantage Corporation is hereby registering 4,000,000 additional shares of its Common Stock for issuance under its 2007 Long Term Incentive Plan. The contents of Registration Statement on Form S-8 No. 333-144247 filed with the Securities and Exchange Commission on June 29, 2007 are incorporated by reference herein.

EXHIBITS

| Exhibit Number | Description |
|---------------------------|--|
| 5.1 | Opinion of Kendall, Koenig & Oelsner PC |
| 23.1 | Consent of Ehrhardt Keefe Steiner & Hottman PC |
| 23.2 | Consent of Gordon, Hughes & Banks, LLP |
| 23.3 | Consent of Kendall, Koenig & Oelsner PC is contained in Exhibit 5.1 to this Registration Statement |
| 24.01 | Power of Attorney is contained on the signature pages |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California on April 22, 2009.

Lifevantage Corporation

By: /s/ David W. Brown
 David W. Brown, President and Chief
 Executive Officer
 (Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David W. Brown and Bradford K. Amman and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|----------------|
| /s/ David W. Brown David W. Brown | President and Chief Executive Officer (Principal Executive Officer) | April 17, 2009 |
| /s/ Bradford K. Amman Bradford K. Amman | Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer) | April 15, 2009 |
| /s/ Jack R. Thompson Jack R. Thompson | Chairman of the Board of Directors and Director | April 15, 2009 |
| /s/ Dr. Joe McCord Dr. Joe McCord | Director | April 17, 2009 |
| /s/ Dr. James D. Crapo Dr. James D. Crapo | Director | April 17, 2009 |

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/s/ Richard D. Jones

Director

April 15, 2009

Richard D. Jones

/s/ Garry Mauro

Director

April 20, 2009

Garry Mauro

Page 3 of 4

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