

Lifevantage Corp
Form 8-K
October 16, 2015

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): October 15, 2015

LIFEVANTAGE CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Colorado | 001-35647 | 90-0224471 |
| (State or other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

9785 S. Monroe Street, Suite 300, Sandy, UT 84070
(Address of Principal Executive Offices and Zip Code)

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

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))
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4. To ratify the appointment of EKS&H LLLP as the Company's independent registered public accounting firm for the Company's fiscal year ending June 30, 2016.

The proposals submitted to a vote of the Company's shareholders at the Annual Meeting are more fully described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on September 11, 2015.

The final voting results of each proposal were as follows:

Proposal 1 – Election of Directors: The Company's shareholders elected each of the five director nominees listed above to the Company's board of directors to serve until the Company's fiscal 2017 annual meeting of shareholders or until their respective successors are elected and qualified. Votes cast were as follows:

| | For | Withhold | Broker Non-Votes |
|--------------------------|------------|-----------|------------------|
| Mr. Michael A. Beindorff | 33,508,889 | 2,396,033 | 38,547,874 |
| Mr. David S. Manovich | 33,128,131 | 2,776,791 | 38,547,874 |
| Mr. Garry Mauro | 32,608,526 | 3,296,396 | 38,547,874 |
| Mr. George E. Metzger | 33,048,655 | 2,856,267 | 38,547,874 |
| Mr. Richard Okumoto | 33,655,006 | 2,249,916 | 38,547,874 |

Proposal 2 – Approval of a non-binding resolution on the Company's compensation of its named executive officers: The Company's shareholders approved the non-binding resolution on the Company's compensation of its named executive officers. Votes cast were as follows:

| For | Against | Abstain |
|------------|-----------|-----------|
| 25,061,488 | 9,715,217 | 1,128,217 |

Proposal 3 – Approval of an amendment to the Company's amended and restated articles of incorporation: The Company's shareholders approved the amendment to the Company's amended and restated articles of incorporation to authorize a reverse stock split of the Company's common stock, at a ratio that is not less than 3:1 nor greater than 8:1, with the final ratio to be selected by the Company's board of directors in its discretion following shareholder approval. Votes cast were as follows:

| For | Against | Abstain |
|------------|-----------|---------|
| 65,801,757 | 7,653,932 | 997,107 |

Proposal 4 – Ratification of the Appointment of Independent Registered Public Accounting Firm: The Company's shareholders ratified the appointment of EKS&H LLLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2016. Votes cast were as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 73,149,301 | 627,691 | 675,804 |

Item 8.01. Other Events.

On October 16, 2015, the Company issued a press release relating to the Reverse Stock Split and reiterating fiscal year 2016 guidance. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.1 Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company, effective 12:01 a.m. Mountain Daylight Time, October 19, 2015.

99.1 Press Release issued by the Company on October 16, 2015.

SIGNATURE

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

LIFEVANTAGE CORPORATION

Date: October 16, 2015

By: /s/ Beatryx Washington
Name: Beatryx Washington
Title: Vice President Legal Affairs