





Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

In conjunction with the fiscal 2018 annual meeting of shareholders held on February 2, 2018 (the “Annual Meeting”) of LifeVantage Corporation (the “Company”), the Company’s stockholders approved an amendment to the 2017 Long-Term Incentive Plan (the “Plan”) to (i) increase the number of shares of the Company’s common stock available for issuance under the Plan by 425,000 shares, (ii) provide that no awards granted under the Amended Plan on or after July 1, 2018 may vest, become exercisable or be settled prior to the first anniversary of the grant date of the award and (iii) make certain other changes, as described in the Company’s proxy statement for the Annual Meeting and other soliciting materials filed with the Securities and Exchange Commission, (the “Amended Plan”).

The foregoing summary of the Amended Plan is not complete and is qualified in its entirety by reference to the full text of the Amended Plan, a copy of which is filed as Exhibit 10.1 to this report and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held the Annual Meeting on February 2, 2018. Of the 14,233,644 shares of the Company’s common stock outstanding as of the record date, 12,169,076 shares, or 85.49%, were represented at the Annual Meeting either in person or by proxy. The following proposals were submitted to a vote of the Company’s shareholders at the Annual Meeting:

1. To elect the following six director nominees to the Company’s board of directors to hold office until the Company’s fiscal 2019 annual meeting of shareholders or until their respective successors are elected and qualified:

Mr. Darren Jensen	Mr. Vinayak R. Hegde
Mr. Michael A. Beindorff	Mr. Darwin K. Lewis
Mr. Raymond B. Greer	Mr. Garry Mauro

2. To approve an amendment to the 2017 Long-Term Incentive Plan (the “Plan”) to increase the number of shares available for issuance under the Plan;

3. To ratify the selection of WSRP, LLC as the Company’s independent registered public accounting firm for the Company’s fiscal year ending June 30, 2018; and

4. To approve the reincorporation of the Company from the State of Colorado to the State of Delaware.

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 (the “SEC”) on December 20, 2017, as supplemented and filed with the SEC on January 23, 2018.

The final voting results of each proposal were as follows:

Proposal 1 - Election of Directors: The Company’s shareholders elected each of the six director nominees listed above to the Company’s board of directors to serve until the Company’s fiscal 2018 annual meeting of shareholders or until their respective successors are elected and qualified. Votes cast were as follows:

	For	Withhold	Broker Non-Votes
Mr. Darren Jensen	7,221,826	556,882	4,390,368
Mr. Michael A. Beindorff	7,095,007	683,701	4,390,368
Mr. Raymond B. Greer	7,153,617	625,091	4,390,368
Mr. Vinayak R. Hegde	7,156,292	622,416	4,390,368
Mr. Darwin K. Lewis	7,151,824	626,884	4,390,368
Mr. Garry Mauro	6,607,458	1,171,250	4,390,368

Proposal 2 - Amendment to the 2017 Long-Term Incentive Plan to increase the Number of Shares Available for Issuance under the Plan: The Company’s shareholders approved the amendment to the 2017 Long-Term Incentive Plan. Votes cast were as follows:

For	Against	Abstain	Broker Non-Votes
5,889,978	1,642,124	246,606	4,390,368

Edgar Filing: Lifevantage Corp - Form 8-K

Proposal 3 - Ratification of Selection of Independent Registered Public Accounting Firm: The Company's shareholders ratified the selection of WSRP, LLC as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2018. Votes cast were as follows:

For	Against	Abstain
11,876,901	234,257	57,918

Proposal 4 - Approval of the Reincorporation of the Company from the State of Colorado to the State of Delaware: A majority of the votes entitled to vote at the Annual Meeting voted "FOR" this proposal and therefore, the Company's shareholders approved the reincorporation of the Company from the State of Colorado to the State of Delaware. Votes cast were as follows:

For	Against	Abstain	Broker Non-Votes
7,553,920	172,672	52,116	4,390,368

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
-------------	-------------

10.1	<u>LifeVantage Corporation 2017 Long-Term Incentive Plan, as amended.</u>
------	---

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: February 7, 2018 By: /s/ Steven R. Fife  
Name: Steven R. Fife  
Title: Chief Financial Officer