

Lifevantage Corp
Form 4
January 04, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Goodwin Ryan

(Last) (First) (Middle)

9785 SOUTH MONROE STREET,
SUITE 300

(Street)

SANDY, UT 84070

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Lifevantage Corp [LFVN]

3. Date of Earliest Transaction
(Month/Day/Year)

01/04/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Chief Marketing Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/04/2016		A	(A) or (D) Amount 17,143 (1)	\$ 0 17,143	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Performance Stock Units	(2)	01/04/2016		A	15,333	(2) 12/31/2016	Common Stock	15,333
Performance Stock Units	(3)	01/04/2016		A	15,333	(3) 12/31/2017	Common Stock	15,333
Performance Stock Units	(4)	01/04/2016		A	15,334	(4) 12/31/2018	Common Stock	15,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodwin Ryan 9785 SOUTH MONROE STREET, SUITE 300 SANDY, UT 84070			Chief Marketing Officer	

Signatures

/s/ Ryan
Goodwin 01/04/2016

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) These shares were acquired pursuant to a restricted stock award granted effective January 4, 2016, which vests in three equal annual installments on each of October 19, 2016, October 19, 2017, and October 19, 2018, subject to continued service with the Company.

- (2) Subject generally to the reporting person's continued service with the issuer, each Performance Stock Unit represents a contingent right for the reporting person to receive, within thirty days after the end of the Performance Period, a distribution of common shares of the issuer equal to 0% to 200% of the reported target number of Performance Stock Units. The actual number of shares distributed will be based on the issuer's total stockholder return (TSR) performance during the performance period of 1/1/2016 through the earlier of 12/31/2016 or a change in control of the issuer ("Performance Period"). The vesting for 50% of the target Performance Stock Units is based upon the issuer's absolute TSR for the Performance Period as compared to a matrix of fixed numeric values and the vesting for the other 50% of the target Performance Stock Units is based upon a relative comparison of the issuer's TSR to the Vanguard Russell 2000 exchange traded fund TSR for the Performance Period.

- (3) The vesting and distribution conditions for the reported target Performance Stock Units are the same as described under footnote (1), except that the Performance Period is 1/1/2017 through the earlier of 12/31/2017 or a change in control of the issuer.

- (4)

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The vesting and distribution conditions for the reported target Performance Stock Units are the same as described under footnote (1), except that the Performance Period is 1/1/2018 through the earlier of 12/31/2018 or a change in control of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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