

# LIFEVANTAGE CORP

## **FORM 8-K** (Current report filing)

Filed 01/08/18 for the Period Ending 01/08/18

Address	9785 S. MONROE STREET SUITE 300 SANDY, UT, 84070
Telephone	801-432-9000
CIK	0000849146
Symbol	LFVN
SIC Code	2834 - Pharmaceutical Preparations
Industry	Food Processing
Sector	Consumer Non-Cyclicals
Fiscal Year	06/30

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): January 8, 2018**

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**LIFEVANTAGE CORPORATION**

(Exact name of registrant as specified in its charter)

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**Colorado**

(State or other Jurisdiction of Incorporation)

**001-35647**

(Commission File Number)

**90-0224471**

(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**

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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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**Item 8.01 Other Events**

On January 8, 2018, LifeVantage Corporation (the “Company”) issued a press release providing notice of plaintiffs’ proposed voluntary dismissal of shareholder derivative actions. A copy of the Company’s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit No.      Description**

99.1 [Press Release issued January 8, 2018](#)

**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

By: /s/ Steven R. Fife

Name: Steven R. Fife

Title: Chief Financial Officer

Date: January 8, 2018



## **NOTICE OF PLAINTIFFS' PROPOSED VOLUNTARY DISMISSAL OF SHAREHOLDER DERIVATIVE ACTIONS**

**Salt Lake City, UT, January 8, 2018** - This notice relates to a proposed voluntary dismissal by the plaintiffs in each of four pending shareholder derivative actions, and is being given pursuant to an order of The United States District Court for the District of Utah. The purpose of the notice is to advise LifeVantage shareholders that plaintiffs in the below-referenced actions wish to voluntarily dismiss their cases. Additional information on the actions and right to intervene may be found below.

### **THE SECURITIES CLASS ACTION**

As previously reported, on September 15, 2016, a purported securities class action was filed in the United States District Court for the District of Utah, entitled *Zhang v. LifeVantage Corp.*, Case No. 2:16-cv-00965-BCW (D. Utah filed Sept. 15, 2016). In this action (later recaptioned as *In re LifeVantage Corp. Securities Litigation*), plaintiff alleged that the Company, its Chief Executive Officer and former Chief Financial Officer violated Sections 10(b) and/or 20(a) of the Securities Exchange Act of 1934, 15 U.S.C. §§ 78j(b), 78t(a), and Rule 10b-5, 17 C.F.R. § 240.10b-5, promulgated thereunder. On June 15, 2017, the Court granted defendants' motion to dismiss the amended complaint, without prejudice, and permitted lead plaintiffs to file a motion for leave to file a second amended complaint. On September 18, 2017, the Court denied lead plaintiffs' motion for leave to amend and entered final judgment in favor of LifeVantage and the other defendants and dismissing the case with prejudice. On October 17, 2017, the parties executed a stipulation whereby lead plaintiffs agreed not to take an appeal from the final judgment of dismissal in favor of defendants in exchange for mutual releases, without payment of any consideration by or on behalf of defendants. This case is now concluded.

### **THE SHAREHOLDER DERIVATIVE ACTIONS**

Also, as previously reported, on October 11, 2016, two purported shareholder derivative actions were filed in the Third District Court of the State of Utah, Salt Lake County, entitled *Johnson v. Jensen*, Case No. 160906320 MI (Utah Dist. filed Oct. 11, 2016), and *Rupp v. Jensen*, Case No. 160906321 MI (Utah Dist. filed Oct. 11, 2016). In these actions (which are substantively identical), plaintiffs, purportedly on behalf of the Company, alleged that the Company's Chief Executive Officer, former Chief Financial Officer and members of the board of directors breached their fiduciary duties owed to the Company in connection with the matters alleged in the securities class action lawsuit noted above. On October 19, 2016, the Court entered an order consolidating the two actions under the *Johnson* case number, with the new caption *In re LifeVantage Corp. Derivative Litigation*. On January 10, 2017, the Court approved a stipulation between the parties providing that this action would be deferred (*i.e.*, stayed) pending a ruling on defendants' then-anticipated motion to dismiss the amended complaint in the securities class action lawsuit noted above.

On January 30, 2017, another purported shareholder derivative action was filed in the United States District Court for the District of Utah, entitled *Hansen v. Jensen*, Case No. 2:17 cv-00075-DN (D. Utah filed Jan. 30, 2017). In this action, plaintiff, purportedly on behalf of the Company, alleged that the Company's Chief Executive Officer, former Chief Financial Officer and members of the board of directors violated Section 14(a) of the Securities Exchange Act of 1934, 15 U.S.C. § 78n(a), and breached their fiduciary duties owed to the Company in connection with the matters alleged in the securities class action lawsuit noted

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above. On March 30, 2017, the parties entered into a stipulation providing that this action would be stayed pending a ruling on defendants' motion to dismiss the amended complaint in the securities class action lawsuit noted above. On February 27, 2017, another purported shareholder derivative action was filed in the United States District Court for the District of Utah, entitled *Baker v. Jensen*, Case No. 2:17-cv-00141-PMW (D. Utah filed Feb. 27, 2017). Also, on April 24, 2017, another purported shareholder derivative action was filed in the United States District Court for the District of Utah, entitled *Inforzato v. Jensen*, Case No. 2:17-cv-00317-JNP (D. Utah filed Apr. 24, 2017). In these actions, plaintiffs, also purportedly on behalf of the Company, made similar allegations as the plaintiff in *Hansen v. Jensen*, described above. The parties in *Baker* and *Inforzato* similarly agreed to stays of those actions pending a ruling on defendants' motion to dismiss in the securities class action lawsuit noted above.

### **VOLUNTARY DISMISSAL OF THE SHAREHOLDER DERIVATIVE ACTIONS**

Following and in light of the dismissal with prejudice of the securities class action lawsuit noted above, the Company requested that the plaintiffs in the shareholder derivative actions agree to dismiss their lawsuits voluntarily and without payment of any consideration by or on behalf of defendants or the Company. Thus, on October 31, 2017, the plaintiffs in *In re LifeVantage Corp. Derivative Litigation* stipulated to voluntary dismissal of their consolidated action without payment of any consideration by or on behalf of defendants or the Company. On November 17, 2017, the parties in *Inforzato*, *Hansen* and *Baker* stipulated to voluntary dismissal of those actions without payment of any consideration by or on behalf of defendants or the Company.

On November 27, 2017, the Court in *Inforzato* ordered, pursuant to Rule 23.1(c) of the Federal Rules of Civil Procedure, that the parties give notice to shareholders of the voluntary dismissal without prejudice of the *Inforzato* action before the *Inforzato* action could be dismissed. The Company also is providing notice herein of the voluntary dismissal without prejudice of *In re LifeVantage Corp. Derivative Litigation*, the *Baker* action and the *Hansen* action.

### **THE RIGHT TO INTERVENE IN THE INFORZATO ACTION**

Any LifeVantage shareholder may seek to intervene as a plaintiff in the *Inforzato* action if he, she, or it (1) owns shares in LifeVantage and (2) wishes to pursue the claims in *Inforzato* or has any reason why any of the aforementioned actions should not be voluntarily dismissed without prejudice. All motions to intervene must be filed with the clerk of the court within thirty (30) days hereof. Every motion to intervene must contain: (1) the caption of the *Inforzato* action; (2) the intervenor's name, address and phone number; (3) proof or certification of the date the intervenor purchased LifeVantage stock; and (4) any supporting papers, including all documents and writings that the intervenor desires the Court to consider.

Any motions to intervene must be filed with the District Court at:

Clerk of Court  
United States District Court for the District of Utah  
351 South West Temple, Rm. 1.100  
Salt Lake City, Utah 84101

A copy of any motion to intervene must also be mailed to :

**Milo Steven Marsden**  
Dorsey & Whitney LLP  
111 South Main Street, Suite 2100  
Salt Lake City, UT 84111-2176

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**John P. Stigi III**

Sheppard, Mullin, Richter & Hampton, LLP  
1901 Avenue of the Stars, Suite 1600  
Los Angeles, CA 90067-6017

*Attorneys for Defendants Darren Jensen, David S. Manovich, Dave Toole, Garry Mauro, George E. Metzger, Michael A. Beindorff, Richard Okumoto, Mark Jaggi, Raymond B. Greer, Vinayak R. Hegde and Darwin K. Lewis, and Nominal Defendant LifeVantage Corporation*

**Nelson Abbott**

Abbott Law Firm  
3651 North 100 East, Ste. 350  
Provo, Utah 84604

*Attorney for Plaintiff Michael Inforzato*

**About LifeVantage Corporation**

LifeVantage Corporation is a science-based health, wellness and anti-aging company dedicated to helping people transform themselves internally and externally at a cellular level. Its scientifically-validated product lines include Protandim® Nrf2 and NRF1 Synergizers, TrueScience® Anti-Aging Skin Care Regimen, Petandim®, AXIO® Smart Energy and the PhysIQ™ Smart Weight Management System. LifeVantage (Nasdaq:LFVN) was founded in 2003 and is headquartered in Salt Lake City, Utah. For more information, visit [www.lifevantage.com](http://www.lifevantage.com).