Lifevantage Corp Form 4 March 30, 2016

FORM 4

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

OMB

OMB APPROVAL

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

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Urban Robert M.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

03/28/2016

Lifevantage Corp [LFVN]

(Check all applicable)

(First)

(Street)

(Middle)

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

Director 10% Owner X_ Officer (give title

Other (specify below)

9785 SOUTH MONROE STREET.

SUITE 300

(Last)

below)

Chief Operating Officer

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

(Instr. 8)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Person

SANDY, UT 84070

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

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

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of **Transaction**Derivative Code Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Am Underlying Sec (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A on N
Performance Stock Units	<u>(1)</u>	03/28/2016		D(2)		15,333	<u>(1)</u>	12/31/2016	Common Stock	1
Performance Stock Units	<u>(1)</u>	03/28/2016		D(2)		15,333	<u>(1)</u>	12/31/2017	Common Stock	1
Performance Stock Units	<u>(1)</u>	03/28/2016		D(2)		15,334	<u>(1)</u>	12/31/2018	Common Stock	1
Performance Stock Units	<u>(3)</u>	03/28/2016		A(2)	46,000		(3)	12/31/2018	Common Stock	4

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Urban Robert M. 9785 SOUTH MONROE STREET, SUITE 300 SANDY, UT 84070

Chief Operating Officer

Signatures

Reporting Person

/s/ Robert M.
Urban

**Signature of 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).

The cancelled Performance Stock Units were subject to three one-year performance periods: 1/1/2016 through 12/31/2016, 1/1/2017 through 12/31/2017, and 1/1/2018 through 12/31/2018, in each case, subject to earlier expiration of the relevant performance period upon a change in control of the issuer (each, a "One Year Performance Period"). The actual number of shares distributed was to have been

- (1) based on the issuer's total stockholder return (TSR) performance during the relevant One Year Performance Period. Subject generally to the reporting person's continued service with the issuer, the cancelled Performance Stock Units represented a contingent right for the reporting person to receive, within 30 days after the end of the relevant One Year Performance Period, a distribution of common shares of the issuer equal to 0% to 200% of the target number of Performance Stock Units.
- (2) The reported transactions involved an amendment to the outstanding Performance Stock Units, resulting in the deemed cancellation of the "old" Performance Stock Units that were granted effective January 4, 2016, and the grant of replacement Performance Stock Units.
- (3) The replacement Performance Stock Units ("PSUs") are subject to a three-year performance period of 1/1/2016 through 12/31/2018, subject to earlier expiration upon a change in control of the issuer ("Performance Period"). Subject generally to the reporting person's continued service with the issuer, each replacement PSU represents a contingent right for such person to receive, within 30 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 PSUs. The actual number of shares distributed will be based on the issuer's TSR performance during the Performance Period. Vesting for 50% of the target PSUs 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 PSUs is based upon a relative comparison of the issuer's TSR to the Vanguard Russell

Reporting Owners 2

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2000 exchange traded fund TSR for such period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.