

Lifevantage Corp  
Form SC TO-I/A  
December 30, 2011

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 2**

to

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934**

**LIFEVANTAGE CORPORATION**

*(Name of Subject Company (Issuer) and of Filing Person (Issuer))*

**Warrants to Purchase Common Stock**

*(Title of Classes of Securities)*

**53222K106**

*(CUSIP Number of Classes of Securities Underlying Common Stock)*

**Carrie E. McQueen**

**Chief Financial Officer, Secretary & Treasurer**

**LifeVantage Corporation**

**10813 S. River Front Parkway, Suite 500, South Jordan, UT 84095**

*(Name, address, and telephone numbers of person authorized to receive  
notices and communications on behalf of filing persons)*

*Copies to:*

**Kirt W Shuldberg, Esq.**

**Edwin Astudillo, Esq.**

**Sheppard, Mullin, Richter & Hampton LLP**

**12275 El Camino Real, Suite 200, San Diego, California 92130**

**Telephone: (858) 720-8900**

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Calculation of Filing Fee

**Transaction Valuation\***  
\$14,773,733

**Amount of Filing Fee\*\***  
\$1,694

- \* The transaction valuation is estimated solely for purposes of calculating the filing fee. The calculation assumes all warrants to purchase shares of the issuer's common stock subject of the offer, having an aggregate value of \$14,773,733 as of November 28, 2011, will be modified pursuant to the terms of the offer. The aggregate value of such warrants was calculated based on the Dilution Adjusted Black-Scholes pricing model.
- \*\* The filing fee was determined by multiplying the transaction value by the filing fee of \$114.60 per one million dollars of transaction value, in accordance with Rule 0-11.
- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,694 Form or Registration No.: Schedule TO-I (File No. 005-80096)  
Filing Party: LifeVantage Corporation Date Filed: November 29, 2011

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- .. Third-party offer subject to Rule 14d-1.  
x Issuer tender offer subject to Rule 13e-4.  
.. Going-private transactions subject to Rule 13e-3.  
.. Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: x

This Amendment No. 2 (this **Amendment No. 2** ) amends and supplements the Tender Offer Statement on Schedule TO filed by LifeVantage Corporation, a Colorado corporation (the **Company** ), with the Securities and Exchange Commission ( **SEC** ) on November 29, 2011, as amended and supplemented by Amendment No. 1 filed by the Company with the SEC on December 20, 2011 (the **Schedule TO** ), relating to the offer by the Company to modify, upon the terms and conditions described in the Offer to Modify and Consent Solicitation Statement in Respect of Warrants dated November 29, 2011, a copy of which was attached as Exhibit (a)(1)(i) to the Schedule TO (as it may be amended or supplemented from time to time, the **Offer to Modify** ) and in the Amendment to Warrant, a copy of which was attached as Exhibit (a)(1)(ii) to the Schedule TO (as the same may be amended or supplemented from time to time, the **Amendment** and, together with the Offer to Modify, the **Offer** ), certain of its outstanding warrants to (i) remove the down-round anti-dilution provision contained in those warrants and (ii) extend the period during which those warrants may be exercised by 30 days. The information set forth in the Offer to Modify, including all schedules thereto, and the Amendment are hereby expressly incorporated by reference in response to all items of this Amendment No. 2.

This Amendment No. 2 is being filed in satisfaction of the reporting requirements of Rule 13e-4(e)(4) promulgated under the Securities Exchange Act of 1934. This Amendment No. 2 is the final amendment to the Schedule TO and is made to report the results of the Offer. Except as amended or supplemented hereby, all terms of the Schedule TO and the Offer and all disclosure set forth in the Schedule TO and exhibits thereto remain unchanged. All defined terms used in this Amendment No. 2 without definition have the meanings ascribed to them in the Offer to Modify.

**Item 4. Terms of the Transaction.**

(a) Item 4(a) of the Schedule TO is hereby by supplemented with the following:  
The offer expired at 9:00 p.m., Eastern time, on December 29, 2011. We received signed amendments before such time from the Requisite Majority for each closing. Pursuant to the terms and conditions of the offer, the amendments validly delivered to us that constituted the Requisite Majority for each closing were deemed to have been accepted by us, and the warrant modifications as to the warrants subject to such amendments, became effective immediately following the expiration of the offer without any further action on the part of the warrant holders that delivered the signed amendments. Accordingly, the warrant modifications became effective as to all of the warrants immediately following the expiration of the offer.

**Item 12. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| (a)(1)(i)*         | Offer to Modify and Consent Solicitation Statement in Respect of Warrants, dated November 29, 2011. |
| (a)(1)(ii)*        | Form of Amendment to Warrant  |
| (b)                | None.   |
| (d)                | None.   |
| (g)                | None.   |
| (h)                | None.   |

\* Previously filed.

**SIGNATURES**

After due inquiry and to the best of its knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 30, 2011

**LIFEVANTAGE CORPORATION**

By: /s/ Carrie E. McQueen  
Name: Carrie E. McQueen  
Title: Chief Financial Officer, Secretary & Treasurer

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| (a)(1)(i)*         | Offer to Modify and Consent Solicitation Statement in Respect of Warrants, dated November 29, 2011. |
| (a)(1)(ii)*        | Form of Amendment to Warrant  |
| (b)                | None.   |
| (d)                | None.   |
| (g)                | None.   |
| (h)                | None.   |

\* Previously filed.