

Lifevantage Corp
Form 4
January 04, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(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)
12/31/2015

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 Operating 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/31/2015		M	7,466 A \$ 40,750		D	
Common Stock	12/31/2015		F(2)	3,196 D \$ 9.52 37,554		D	

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

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SEC 1474 (9-02)

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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 (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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Stock Units	(1)	12/31/2015		M	7,466	(1) 12/31/2015	Common Stock
Performance Stock Units	(3)	01/04/2016		A	15,333	(3) 12/31/2016	Common Stock
Performance Stock Units	(4)	01/04/2016		A	15,333	(4) 12/31/2017	Common Stock
Performance Stock Units	(5)	01/04/2016		A	15,334	(5) 12/31/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Chief Operating Officer

Signatures

/s/ Robert M. Urban 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).

Each Performance Stock Unit represented a contingent right for the reporting person to receive a distribution of common shares of the issuer equal to 0% to 200% of a target number of Performance Stock Units equal to 66,667. The actual number of shares distributed has been determined based on the issuer's total stockholder return (TSR) performance during the performance period of 1/1/2015 through

(1) 12/31/2015 (the "Completed Performance Period"). The vesting for 50% of the target Performance Stock Units was determined based upon the issuer's absolute TSR for the Completed Performance Period as compared to a matrix of fixed numeric values and the vesting for the other 50% of the target Performance Stock Units was determined based upon a relative comparison of the issuer's TSR to the Vanguard Russell 2000 exchange traded fund TSR for the Completed Performance Period.

(2) These shares were withheld to satisfy tax withholding obligations in connection with the vesting of Performance Stock Units described in Footnote (1).

(3)

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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.

- (4) 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.
- (5) 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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