

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8/A-1  
POST EFFECTIVE AMENDMENT NO. 1 TO  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

USANA, INC.  
(Exact name of registrant as specified in its charter)

Utah  
(State or other jurisdiction of incorporation or organization)

87-0500306  
(I.R.S. Employer Identification No.)

4550 South Main Street  
Salt Lake City, Utah 84107  
(Address of Principal Executive Offices)(Zip Code)

USANA, INC. 1995 Directors' Stock Option Plan  
(Full title of the plan)

Kevin R. Pinegar, Esq.  
DURHAM, EVANS, JONES & PINEGAR  
Suite 850 Key Bank Tower  
50 South Main Street  
Salt Lake City, Utah 84144  
(Name and address of agent for service)

(801) 538-2424  
(Telephone number, including area code, of agent for service)

<TABLE>  
<CAPTION>

Calculation of Registration Fee

Title of securities to be registered	Proposed maximum amount to be registered	Proposed maximum offering price per unit (1)	Proposed aggregate offering price	Amount of registration fee
<S> Common Stock, par value \$.001	<C> 300,000 shares	<C> \$9.75	<C> \$2,925,000	<C> \$1,008.63

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- (1) Computed pursuant to Rule 457(h)(1) upon the basis of the exercise price of the options granted pursuant to the plan for the purchase of the Company's common stock as determined in accordance with paragraph (c) of Rule 457.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The Registrant hereby incorporates by reference and makes a part of this Registration Statement the following documents, which constitute the "prospectus" required by Section 10(a) of the Securities Act of 1933, as amended (the "Act"), and Rule 428(b)(1) promulgated under the Act, as provided in Rule 428(a)(1) under the Act:

- (a) The Registrant's annual report on Form 10-KSB for the year ended December 31, 1994;
- (b) The Registrant's Information Statement, dated November 1995, in connection with the Annual Meeting of Shareholders held December 14, 1995;

- (c) The Registrant's quarterly reports on Form 10-QSB for the quarters ended March 31, 1995, June 30, 1995, and September 30, 1995;
- (d) The description of the Registrant's Common Stock contained in a Registration Statement on Form 10, effective in April 1993.

Item 8. Exhibits

The following exhibits are filed as required by Item 601 of Regulation S-B:

- 5.1 Opinion of Durham, Evans, Jones & Pinegar, P.C.
- 24.1 Independent Auditor's Consent (previously filed)
- 24.2 Consent of Durham, Evans, Jones & Pinegar, P.C. (included in its opinion filed as Exhibit 5.1 to this Registration Statement)
- 25.1 Power of Attorney (included on page 3 of the Registration Statement) (previously filed)

Item 9. Undertakings

- (a) The Registrant hereby undertakes to:
  - (1) File, during any period in which it offers or sells securities, a post-effective amendment to this Registration Statement to reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the Registration Statement.
  - (2) For determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering.
  - (3) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Salt Lake City, State of Utah, on July 18, 1996.

USANA, INC.

/s/ KEVIN R. PINEGAR

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By: Kevin R. Pinegar, Attorney in fact

DURHAM, EVANS, JONES & PINEGAR, P.C.  
50 South Main Street, Suite 850  
Salt Lake City, Utah 84144

March 19, 1996

USANA, Inc.  
4550 South Main Street  
Salt Lake City, Utah 84107

Re: Registration Statement on Form S-8 relating to USANA, Inc.  
1995 Director's Stock Option Plan (the "Plan")

Dear Sirs:

We have acted as counsel for USANA, Inc., a Utah corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of an aggregate of 300,000 shares of the Company's Common Stock, par value \$.001 (the "Shares"), to be issued in accordance with the terms of the Plan.

In connection with the foregoing, we have examined originals or copies, certified or otherwise authenticated to our satisfaction, of such corporate records of the Company and other instruments and documents as we have deemed necessary to require as a basis for the opinion hereinafter expressed.

Based upon the foregoing and in reliance thereon, it is our opinion that the Shares described in the above-referenced Registration Statement, when issued pursuant to the terms of the Plan, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Registration statement and the prospectus to be delivered thereunder. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Sincerely,

DURHAM, EVANS, JONES & PINEGAR, P.C.

/s/ DURHAM, EVANS, JONES & PINEGAR  
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