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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material under §240.14a-12

USANA Health Sciences, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

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3838 West Parkway Boulevard
Salt Lake City, Utah 84120-6336
(801) 954-7100

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD APRIL 24, 2013

Dear Shareholder:

You are invited to attend the Annual Meeting of Shareholders of USANA Health Sciences, Inc. ("USANA" or the "Company"), to be held at its corporate headquarters, 3838 West Parkway Boulevard, Salt Lake City, Utah 84120 on April 24, 2013 at 11:00 a.m., Mountain Daylight Time, for the following purposes:

1. To elect five directors to serve for one year each, until the next Annual Meeting of Shareholders and until a successor is elected and shall qualify;

2. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accountant for the fiscal year 2013; and

3. To consider and act upon such other business as may properly come before the meeting or at any postponement or adjournment thereof.

Only USANA shareholders of record at the close of business on March 1, 2013, have the right to receive notice of, and to vote at, the Annual Meeting of Shareholders and any adjournment thereof. A list of shareholders entitled to receive notice and to vote at the meeting will be available for examination by a shareholder for any purpose that is germane to the meeting during ordinary business hours at the offices of USANA at 3838 West Parkway Boulevard, Salt Lake City, Utah, during the 10 days prior to the meeting.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, YOU ARE REQUESTED TO SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE IN THE ENCLOSED STAMPED ENVELOPE.

By Order of the Board of Directors,

James H. Bramble
Corporate Secretary

Salt Lake City, Utah
March 22, 2013

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on April 24, 2013: Our Annual Report to Shareholders and the accompanying Proxy Statement are available online at www.usanahealthsciences.com.

USANA HEALTH SCIENCES, INC.
ANNUAL MEETING OF SHAREHOLDERS
PROXY STATEMENT

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PROXY STATEMENT
FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD APRIL 24, 2013

The Board of Directors of USANA Health Sciences, Inc. ("We," "USANA," or the "Company") is soliciting proxies to be used at the 2013 Annual Meeting of Shareholders (the "Annual Meeting"). Distribution of this Proxy Statement and the accompanying proxy card is scheduled to begin on or about March 22, 2013. The mailing address of USANA's principal executive offices is 3838 West Parkway Boulevard, Salt Lake City, Utah 84120-6336. If you attend the Annual Meeting, you may withdraw any prior vote by voting in person on any matters that are brought properly before the meeting. USANA will pay all expenses of the meeting, including the cost of printing and mailing the proxy statement and related materials and the cost of the solicitation process.

QUESTIONS AND ANSWERS ABOUT THE MEETING

Why did I receive this proxy statement? *We have sent you the Notice of Annual Meeting of Shareholders, this Proxy Statement, and the enclosed proxy or voting instruction card because the USANA Board of Directors is soliciting your proxy to vote at USANA's Annual Meeting, which will be held on April 24, 2013 at 11:00 a.m., Mountain Daylight Time, at USANA's corporate headquarters at 3838 West Parkway Boulevard, Salt Lake City, Utah 84120. This Proxy Statement contains information about matters to be voted on at the Annual Meeting.*

Who is entitled to vote? *You may vote if you owned common stock as of the close of business on March 1, 2013. On March 1, 2013, there were 13,499,698 shares of our common stock that were outstanding and entitled to vote at the Annual Meeting.*

How many votes do I have? *Each share of common stock that you own at the close of business on March 1, 2013 entitles you to one vote.*

What am I voting on? *You will be voting on proposals to:*

- *Elect five directors to serve for one year each, until the next Annual Meeting of Shareholders or until a successor is elected and shall qualify;*
- *Ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accountant for the fiscal year 2013; and*
- *Consider and act upon such other business as may properly come before the meeting or at any postponement or adjournment thereof.*

How do I vote? *You can vote in the following ways:*

- ***By Mail:*** *If you are a holder of record, you can vote by marking, dating and signing your proxy card and returning it by mail in the enclosed postage-paid addressed envelope. If you hold your shares in the account or name of a broker or bank, or "street name", please complete and mail the voting instruction card that you will receive from your broker or bank.*
- ***At the Annual Meeting:*** *If you are planning to attend the Annual Meeting and wish to vote your shares in person, we will give you a ballot at the meeting. If your shares are held in street name, you need to bring an account statement or letter from your broker, bank or other nominee, indicating that*

you are the beneficial owner of the shares on March 1, 2013, the record date for voting. ***Even if you plan to be present at the meeting, we encourage you to complete and mail the enclosed card in advance of the meeting to vote your shares by proxy.***

What if I return my proxy or voting instruction card but do not mark it to show how I am voting? *Your shares will be voted according to the instructions you have indicated on your proxy or voting instruction card. You can specify whether your shares should be voted for all, some, or none of the nominees for director. You can also specify whether you approve, disapprove, or abstain from the other proposals. If no direction is indicated, your shares will be voted* ***FOR*** *the election of all of the nominees for director, and* ***FOR*** *the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accountant.*

May I revoke my proxy or change my vote after I return my proxy card or voting instruction card? *You may revoke your proxy or change your vote at any time before it is exercised in one of three ways:*

- *Notify our Corporate Secretary in writing before the Annual Meeting that you are revoking your proxy;*
- *Submit another proxy card (or voting instruction card if you hold your shares in street name) with a later date; or*
- *Vote in person on April 24, 2013, at the Annual Meeting.*

What does it mean if I receive more than one proxy or voting instruction card? *It means that you have multiple accounts at the transfer agent and/or with banks and stockbrokers. Please vote all of your shares by returning all proxy and voting instruction cards you receive.*

What constitutes a quorum? *A quorum must be present to properly convene the Annual Meeting. The presence, in person or by proxy, of the holders of a majority of the outstanding shares that are entitled to vote at the Annual Meeting constitutes a quorum. You will be considered part of the quorum if you return a signed and dated proxy or voting instruction card or if you attend the Annual Meeting. Abstentions and broker non-votes will be counted as shares present at the meeting for purposes of determining whether a quorum exists, but not as shares cast for any proposal. Because abstentions and broker non-votes are not treated as shares cast, they would have no impact on any of the proposals.*

What vote is required in order to approve each proposal? *The required vote is as follows:*

- ***Election of Directors:*** *The election of the nominees for director requires the affirmative vote of a plurality of the shares cast at the Annual Meeting. This means that the five nominees receiving the greatest number of votes in favor of their election will be elected, even if they receive less than a majority of votes cast at the meeting. If you do not want to vote your shares for a particular nominee, you may so indicate in the space provided on the proxy card or on the voting instruction card. In the unanticipated event that any of the nominees is unable or declines to serve, the proxy holder will have the discretion to vote the proxy for another person, as shall be designated by the Board of Directors to replace the nominee, or, in lieu thereof, the Board may reduce the number of directors.*
- ***Ratification of the Selection of Independent Registered Public Accountant:*** *Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accountant requires the affirmative vote of a majority of the shares cast at the Annual Meeting. If the shareholders do not ratify the appointment of PricewaterhouseCoopers LLP, the Audit Committee of the Board of Directors may, but is not required to, reconsider such appointment.*

How will voting on any other business be conducted? *We do not know of any business or proposals to be considered at the Annual Meeting other than those that are described in this Proxy Statement. If any other business is proposed and we decide to allow it to be presented at the Annual Meeting, the proxies that we receive from our shareholders give the proxy holders the authority to vote on that matter according to their best judgment.*

Who will count the votes? *Broadridge Investor Communications Services will tabulate the votes that are received prior to the Annual Meeting. Representatives of USANA will act as the inspectors of election and will tabulate the votes, if any, that are cast in person at the Annual Meeting.*

May my broker vote my shares in the broker's discretion if I do not provide guidance on how I wish to vote? *Pursuant to New York Stock Exchange ("NYSE") rules, your broker will not have discretion to vote your shares absent direction from you on the matters to be presented at the Annual Meeting because such matters are "non-routine" within the meaning of such rules.*

Who pays to prepare, mail, and solicit the proxies? *We will pay all of the costs of soliciting these proxies. We will ask banks, brokers, and other nominees and fiduciaries to forward the proxy materials to the beneficial owners of our common stock and to obtain the authority of executed proxies. We will reimburse them for their reasonable expenses. In addition to the use of the mail, proxies may be solicited by our officers, directors, and other employees by telephone or by personal solicitation. We will not pay additional compensation to these individuals.*

How do I submit a shareholder proposal for next year's Annual Meeting? *Any shareholder who intends to present a proposal at the 2014 Annual Meeting of Shareholders must deliver such proposal to the Corporate Secretary, c/o USANA Health Sciences, Inc., 3838 West Parkway Blvd., Salt Lake City, Utah 84120, not later than November 25, 2013, if the proposal is submitted for inclusion in our proxy materials for that meeting pursuant to Rule 14a-8 under the Securities Exchange Act of 1934.*

Who should I call if I have questions? *If you have questions about the proposals or the Annual Meeting, you may call Patrique Richards, USANA Investor Relations, at (801) 954-7100. You may also send an e-mail to investor.relations@us.usana.com.*

PROPOSAL #1—ELECTION OF DIRECTORS

Our Bylaws provide that the shareholders or the Board of Directors shall determine the number of directors from time to time, but that there shall be no less than three directors. The Board of Directors, by resolution, has set the number of directors at five. The Governance, Risk and Nominating Committee of the Board of Directors has nominated and recommends that our current five directors stand for re-election at the Annual Meeting. Each director who is elected at the Annual Meeting will hold office until the Company's Annual Meeting in 2014, until a successor is elected and qualified, or until the director resigns, is removed, or becomes disqualified. The Board of Directors has no reason to believe that any of the nominees for director will be unwilling or unable to serve, if elected. If due to unforeseen circumstances a nominee should become unavailable for election, the Board may either reduce the number of directors or may substitute another person for that nominee, in which event your shares will be voted for that other person.

Director Nominees

The nominees to the Board of Directors in 2013 are Robert Anciaux, Gilbert A. Fuller, Jerry G. McClain, Ronald S. Poelman, and Myron W. Wentz, Ph.D. All of these nominees currently serve as members of the Board of Directors. Messrs. Anciaux, McClain, Fuller, and Poelman are independent directors under the rules of the NYSE. The following information is furnished with respect to these nominees:

Robert Anciaux, 67, has served as a director of USANA since July 1996. Since 1990, he has been the Managing Director of S.E.I. s.a., a consulting and investment management firm in Brussels, Belgium. Additionally, since 1982, Mr. Anciaux has been self-employed as a venture capitalist in Europe, investing in various commercial, industrial, and real estate venture companies. In some of these privately held companies, Mr. Anciaux also serves as a director. Mr. Anciaux received an Ingenieur Commercial degree from Ecole de Commerce Solvay Universite Libre de Bruxelles. We believe Mr. Anciaux's qualifications to sit on our Board include his financial expertise and experience in providing consulting and strategic advisory services to complex organizations.

Gilbert A. Fuller, 72, has served as a director of USANA since September 2008. Prior to that, he served as our Executive Vice President, Chief Financial Officer, and Secretary since January 2006. Mr. Fuller joined USANA in May 1996 as the Vice President of Finance and served in this role until June 1999, when he was appointed as the Company's Senior Vice President. Before joining USANA, Mr. Fuller served in various executive positions for several different companies. Mr. Fuller served as Chief Administrative Officer and Treasurer of Melaleuca, Inc., a manufacturer and direct seller of personal care products. He was also the Vice President and Treasurer of Norton Company, a multinational manufacturer of ceramics and abrasives. He obtained his certified public accountant license in 1970 and kept it current until his career path developed into corporate finance. Mr. Fuller received a B.S. in Accounting and an M.B.A. from the University of Utah. In December 2012, Mr. Fuller was appointed as a director of Security National Financial Corporation, a NASDAQ-listed company. We believe Mr. Fuller's qualifications to sit on our Board include his 12 years of experience as an executive officer of USANA, his deep understanding of our business, people and products, his 15 years of experience as a financial officer in the direct selling industry, as well as his accounting, finance and corporate strategy expertise

Jerry G. McClain, 72, has served as a director of USANA since June 2001. Since January 2003, Mr. McClain has been self-employed, operating his own investment and real estate business in Salt Lake City, Utah and Santa Rosa, California. From August 2000 to December 2002, Mr. McClain was the Chief Financial Officer of Cerberian, Inc., a privately held company that was headquartered in Salt Lake City, Utah. From 1998 to 2000, Mr. McClain was the Chief Financial Officer and Sr. Vice President of Assentive Solutions, Inc., a company he also co-founded. From 1997 to 1998, Mr. McClain was the Chief Financial Officer for the Salt Lake Organizing Committee for the 2002 Winter Olympic Games. Before 1997, Mr. McClain served as a key financial advisor to many companies as an Audit Partner and a Managing Partner of Ernst & Young LLP for 35 years in several cities throughout the world. Mr. McClain is a former CPA and a graduate from the University of Southern Mississippi and Oklahoma State University, where he received a B.S. in Accounting and an M.S. in Accounting, respectively. We believe Mr. McClain's qualifications to sit on our Board include his extensive international experience with accounting and financial matters for public companies, his years of experience as the chief financial officer of various organizations, his corporate governance expertise and his years of experience providing independent audits and strategic advice to complex organizations.

Ronald S. Poelman, 59, has served as a director of USANA since 1995. Since 1994, he has been a partner in the Salt Lake City, Utah law firm of Jones, Waldo, Holbrook & McDonough, where he is head of the Corporate and Securities Practice Group. Mr. Poelman began his legal career in Silicon Valley in California, and has assisted in the organization and financing of numerous companies for over 30 years. Mr. Poelman is the Chairman of the Utah Chapter of the National Association of Corporate Directors and frequently lectures at the meetings of this and other organizations. Mr. Poelman received a B.A. in English from Brigham Young University and a J.D. from the University of California, Berkeley. We believe Mr. Poelman's qualifications to sit on our Board include his more than 30 years of experience as a corporate, finance and securities attorney, his long association with and service to the National Association of Corporate Directors ("NACD"), as well as his corporate governance and strategy expertise. Mr. Poelman is a 2011 NACD Governance Fellow, which is a demonstration of his commitment to boardroom excellence through completing NACD's comprehensive program of study for corporate directors.

Myron W. Wentz, Ph.D., 72, founded USANA in 1992 and served as the Chief Executive Officer and Chairman of the Board of USANA from the time of its inception to July 2008, when he retired as Chief Executive Officer. Dr. Wentz continues to serve as Chairman of the Board. In 1974, Dr. Wentz founded Gull Laboratories, Inc., which was a developer and manufacturer of medical diagnostic test kits and was the former parent corporation of USANA. Dr. Wentz served as Chairman of Gull from 1974 until 1998. In 1998, Dr. Wentz founded Sanoviv, S.A. de C.V. ("Sanoviv"), a health and wellness center that is located near Rosarito, Mexico. Joining a pathology group in Peoria, Illinois, from 1969 to 1973, Dr. Wentz served as infectious disease specialist and directed the microbiology and immunology laboratories for three hospitals in the Peoria area. He received a B.S. in Biology from North Central College, Naperville, Illinois, an M.S. in Microbiology from the University of North Dakota, and a Ph.D. in Microbiology and Immunology from the University of Utah. We believe Dr. Wentz's qualifications to sit on our Board include his vast education and professional experience as a microbiologist, immunologist, and pioneer in the development of human cell culture technology, as well as his service as our founder, Chairman and formerly as our Chief Executive Officer.

We will vote your shares as you specify in your proxy card. If you sign, date, and return your proxy card but do not specify how you want your shares voted, we will vote them FOR the election of each of the director nominees who are listed above.

RECOMMENDATION

The Board of Directors unanimously recommends a vote FOR each director nominee.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

The Board of Directors is elected by and is accountable to the shareholders of the Company. The Board establishes policy and provides strategic direction, oversight, and control of the Company. The Board met five (5) times during fiscal year 2012. All directors attended at least 75% of the meetings of the Board and the Board Committees of which they are members.

Board Leadership Structure

Our founder, Dr. Myron Wentz, is the Chairman of our Board of Directors and David A. Wentz is our Chief Executive Officer, or CEO. The Board has not adopted a specific policy on whether the same person should serve as both the CEO and chairman of the board or, if the roles are separate, whether the chairman should be selected from the non-employee directors or should be an employee. The Board believes it is most appropriate to retain the discretion and flexibility to make these determinations at any given point in time in the way that it believes best to provide appropriate leadership for the Company at that time.

We believe it is currently appropriate to separate the roles of CEO and Chairman of the Board as a result of the differences between the two roles. Our CEO is responsible for setting the strategic direction for the Company, with guidance from the Board. He is also responsible for the day-to-day leadership and performance of the Company, while the Chairman of the Board provides guidance to the CEO and sets the agenda for Board meetings and presides over meetings of the full Board. Although Dr. Wentz is not independent under the rules of the NYSE, the Board believes the experience, leadership and vision he provides as Chairman of the Board is essential to the short-and-long-term success of the Company.

The Board maintains a number of governance practices to ensure effective independent oversight of Board decisions, including (i) the appointment of strong, independent directors who constitute a majority of the Board and intimately understand the Company's business and industry; (ii) executive sessions of the independent directors in connection with every Board meeting; and (iii) annual evaluations of the performance of the Board, carried out by the independent directors. The independent members of the Board have not chosen one particular director to act as the lead independent director or to preside at all executive sessions of the Board.

Director Independence

NYSE rules and regulations generally require listed companies to have a board of directors with a majority of independent directors. A majority of the members of the Board of Directors are independent, as discussed below.

To assist the Board in making its determination regarding director independence, the Board has adopted independence standards that conform to the independence requirements of the NYSE. In addition to evaluating each director's independence, the Board considers all relevant facts and circumstances in making its independence determination. We assess director independence on an annual basis. The Board has determined, after careful review, that all of the current directors, other than Dr. Myron Wentz, who has also been nominated for election at the 2013 Annual Meeting, are independent based on the applicable rules of the NYSE and the applicable regulations of the Securities and Exchange Commission (the "SEC"). In particular, the Board noted that, other than their service as directors of the Company, Robert Anciaux, Jerry G. McClain, Ronald S. Poelman and Gilbert A. Fuller had no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) and determined that each of them is "independent" under NYSE listing standards.

Communications with Directors

Our shareholders or other interested parties wishing to communicate with the Board of Directors, the non-management directors as a group, or any individual director may do so in writing by addressing the correspondence to that individual or group, c/o James H. Bramble, Corporate Secretary, USANA Health Sciences, Inc., 3838 West Parkway Boulevard, Salt Lake City, Utah 84120. All such communications will be initially received and processed by our Corporate Secretary. Accounting, audit, internal accounting controls and other financial matters will be referred to our Audit Committee chair. Other matters will be referred to the Board of Directors, the non-management directors, or individual directors as appropriate.

Directors are encouraged by the Company to attend the Annual Meeting of Shareholders if their schedules permit. All directors, except Mr. Anciaux, were present at the Company's Annual Meeting of the Shareholders that was held in April 2012.

Committees of the Board of Directors

The Board of Directors has a separately-designated standing Audit Committee, Compensation Committee, and Governance, Risk and Nominating Committee. In 2012, the Board of Directors changed the name of the Governance and Nominating Committee to the Governance, Risk and Nominating Committee in light of the amount of time that the committee spends reviewing and evaluating risk management issues. Information about the composition and responsibilities of each committee is provided below.

G*overnance, Risk and Nominating Committee.* The Governance, Risk and Nominating Committee of the Board of Directors (the "Governance Committee") was established in February 2004. The Governance Committee met four (4) times during 2012, with all members of the committee participating in each meeting. Members of the Governance Committee during fiscal 2012 and at the date of this Proxy Statement are Gilbert A. Fuller, Chairman, Robert Anciaux, Jerry G. McClain, and Ronald S. Poelman. Each member of the Governance Committee meets the definition of "independent" set forth in the rules of the NYSE.

The Governance Committee's responsibilities include: (i) overseeing corporate governance matters, (ii) risk oversight and management, (iii) identifying and evaluating prospective nominees for director, (iv) nominating the director nominees for election at the annual meeting of shareholders, and (v) periodically reviewing the performance of the Board and its members and determining the number, function, and composition of the Board's committees. The Board has delegated much of its responsibility for risk oversight and management to the Governance Committee. The Governance Committee conducts these risk oversight and management functions as part of its corporate governance oversight and reports its findings with respect to risk oversight and management to the entire Board. More information about the Board of Directors and Governance Committee's risk oversight and management practices is provided below under the caption "Risk Oversight and Management".

The Governance Committee believes, among other things, that the Company's Board of Directors should be composed of directors with varied, complementary backgrounds, which reflect a diversity of viewpoints, backgrounds, experience and other factors. The Governance Committee also believes that directors should, at a minimum, (i) have expertise that may be useful to the Company, (ii) possess the highest personal and professional ethics, and (iii) be willing and able to devote the required amount of time to the Company's business. In light of these beliefs, the Governance Committee considers many factors in evaluating the suitability of candidates for Board membership, and also determining whether a director should be retained and stand for re-election, including: whether the candidate meets the requirements for independence; the candidate's background and experience, particularly in the Company's industry; the candidate's personal qualities, accomplishments, character and reputation in the business community; and the fit of the candidate's individual skills and personality with those of the Company's other directors.

The Governance Committee may from time to time consider qualified nominees who are recommended by shareholders. The Governance Committee does not have different standards for evaluating nominees based on whether they have been suggested by our shareholders or by our directors. Shareholders who wish to make such a recommendation may do so by sending a written notice, as described under the heading "How do I submit a shareholder proposal for next year's Annual Meeting?" in the section of this Proxy Statement titled "Questions and Answers about the Meeting."

Audit Committee. The Audit Committee of the Board of Directors (the "Audit Committee") is a standing committee of the Board, which has been established as required by Section 3(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules of the NYSE. The Audit Committee met four (4) times during 2012, with all members of the committee participating in each meeting. Members of the Audit Committee during fiscal 2012 and at the date of this Proxy Statement are Jerry G. McClain, Chairman, Ronald S. Poelman, and Robert Anciaux, each of whom meets the definition of "independent" set forth above. In February 2012, the Board also appointed Gilbert A. Fuller as a member of the Audit Committee and determined that Mr. Fuller also meets the definition of "independent" set forth above. The Board has also determined that both Mr. McClain and Mr. Fuller are "audit committee financial experts," as defined by the applicable regulations promulgated by the SEC under the Exchange Act. The Board also believes that each member of the Audit Committee meets the NYSE composition requirements, including the requirements regarding financial literacy. The Audit Committee's responsibilities include: (i) appointing the independent registered public accountant of the Company, (ii) reviewing, approving and monitoring the scope and cost of any proposed audit and non-audit services that are provided by, as well as the qualifications and independence of, the independent registered public accountant, (iii) reviewing and monitoring with the independent registered public accountant, and internal audit staff, the results of audits, any recommendations from the independent registered public accountant and the status of management's actions for implementing such recommendations, as well as the quality and adequacy of our internal financial controls and internal audit staff, and (iv) reviewing and monitoring the Company's annual and quarterly financial statements and the status of material pending litigation and regulatory proceedings.

Compensation Committee. The Compensation Committee of the Board of Directors (the "Compensation Committee") met four (4) times during 2012, with all members of the committee participating. Members of the Compensation Committee during fiscal 2012 and at the date of this Proxy Statement are Ronald S. Poelman, Chairman, Robert Anciaux, and Jerry G. McClain, each of whom meets the definition of "independent" set forth in the rules of the NYSE. In addition, all members of the Compensation Committee are outside directors as defined by Rule 162(m) of the Internal Revenue Code and are non-employee directors as defined by the applicable regulations promulgated by the SEC under the Exchange Act. The Compensation Committee's responsibilities include: (i) reviewing and recommending to the full Board of Directors the salaries, bonuses, and other forms of compensation and benefit plans for management and (ii) administering USANA's equity compensation plans. The duties of the Compensation Committee as the administrator of those plans include, but are not limited to, determining those persons who are eligible to receive awards, establishing terms of all awards, authorizing officers of the Company to execute grants of awards, and interpreting the provisions of the equity compensation plans and grants that are made under those plans. The Compensation Committee is also responsible for reviewing and approving the Compensation Discussion and Analysis included in this Proxy Statement.

Risk Oversight and Management

Our Board of Directors is actively involved in the oversight and management of the material risks that could affect the Company. Historically, our Board of Directors has carried out its risk oversight and management responsibilities by both monitoring risk directly as a full board and, where appropriate, through Board committees. The Board's direct role in our risk management process includes receiving regular reports from our executive officers and other members of senior management on areas of material risk to the Company, including operational, strategic, financial, legal and regulatory risks. Beginning in 2009, the Board delegated much of its direct risk oversight and management responsibility to the Governance Committee. The mandate of the Governance Committee with respect to risk management is to work with management to carry-out an efficient process for assessing and reporting material risk to the Governance Committee and, ultimately, the Board.

The Board has also historically delegated the oversight and management of certain risks to the Audit Committee and Compensation Committee. The Audit Committee is responsible for the oversight of Company risks relating to accounting matters, financial reporting and related party transactions. To satisfy these oversight responsibilities, the Audit Committee regularly meets with and receives reports from the Company's Chief Financial Officer, director of internal audit, the Company's independent registered public accountant, PricewaterhouseCoopers LLP, and the Company's in-house and outside legal counsel. The Audit Committee is also responsible for discussing with management, our independent registered public accountant and the chair of the Governance Committee, the areas of risk management overseen by the Governance Committee.

The Compensation Committee is responsible for the oversight of risk relating to the Company's compensation and benefits programs. To satisfy these oversight responsibilities, the Compensation Committee regularly meets with and receives reports from the Company's Chief Executive Officer and Chief Financial Officer to understand the financial, human resources and shareholder implications of compensation and benefits decisions.

Compensation Risk Analysis

Our Compensation Committee considers the risk to the Company associated with each component of our executive compensation program, namely base salary, and short-and-long term incentive compensation. In considering these risks, the Compensation Committee believes that the following factors, among others, reduce the likelihood of excessive risk taking in connection with executive compensation at USANA:

- Our compensation components provide a balanced mix of (i) cash and equity compensation, (ii) short-term and long-term incentive compensation, and (iii) financial and non-financial performance metrics;
- Our executives generally all participate in the same short-term incentive program with similar performance metrics;
- Maximum pay-out levels for short-term incentive compensation are generally capped at 100% of an executive's base salary;
- Our equity awards generally vest over five years and are only valuable if the Company performs well financially and our stock price increases over time;
- We maintain strict internal controls over the determination and pay-out of each component of executive compensation;
- We do not typically enter into employment, severance or other management agreements with any of our executive officers that contain post-termination or change-in-control payments; and
- We generally do not provide significant perquisites or personal benefits to our executive officers.

Based on the Compensation Committee's review of these factors and others, the Committee does not believe that the Company's executive compensation program creates risks that are reasonably likely to have a material adverse effect on the Company.

Board Committee Charters

A written charter has been adopted for each of the Audit Committee, Compensation Committee and Governance, Risk and Nominating Committee. Copies of the Audit Committee Charter, Compensation Committee Charter, and Governance, Risk and Nominating Committee Charter are available, free of charge, on the Company's website at *www.usanahealthsciences.com* under the "Corporate Governance" tab. The information contained on the website is not incorporated by reference in, or considered part of, this Proxy Statement.

Corporate Governance Guidelines

The Company has adopted Corporate Governance Guidelines that outline the Company's corporate governance policies and principles. The Company's Corporate Governance Guidelines are available, free of charge, on the Company's website at *www.usanahealthsciences.com* under the "Corporate Governance" tab. The information contained on the website is not incorporated by reference in, or considered part of, this Proxy Statement.

Code of Ethics

We have adopted a code of ethics that applies to all of our directors, officers (including our Chief Executive Officer and Chief Financial and Accounting Officer), and employees. We require that all of our directors, officers and employees certify on an annual basis that they are in compliance with the code. A copy of the code of ethics is available on the corporate governance section of our web site at *www.usanahealthsciences.com*. In the event the Company makes any amendments to, or grants any waivers of, a provision of its code of ethics that applies to the principal executive officer, principal financial officer or principal accounting officer of the Company that requires disclosure under applicable SEC rules, the Company intends to disclose such amendment or waiver and the reasons therefor on a Current Report on Form 8-K or on its next periodic report filed under the Exchange Act.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee during fiscal 2012 was composed of Ronald S. Poelman, Chairman, Robert Anciaux and Jerry G. McClain. All members of the Compensation Committee are independent directors. No member of the Company's Compensation Committee is a current or former officer or employee of the Company or any of its subsidiaries, or had any relationship requiring disclosure by Item 404 of Regulation S-K. Additionally, no director or executive officer of the Company is a director or executive officer of any other corporation that has a director or executive officer who is also a director of the Company.

EXECUTIVE OFFICERS

The executive officers of USANA at January 1, 2013, and as of the date of this Proxy Statement were

Name	Position
Myron W. Wentz, Ph.D.	Chairman of the Board
David A. Wentz	Chief Executive Officer
Paul A. Jones	Interim Chief Financial Officer
Kevin G. Guest	President of the Americas, Europe & South Pacific
Deborah Woo	President of Asia and Greater China
James H. Bramble	Chief Legal Officer
Jim Brown	Chief Production Officer
Daniel A. Macuga	Chief Communications Officer
Doug Braun	Chief Marketing Officer

Biographical information for Myron W. Wentz is included above with the other nominees for director. The following information is provided for each of our other executive officers.

David A. Wentz, 42, Chief Executive Officer. Mr. Wentz joined USANA as a part-time employee in 1992. He has been a full-time employee since March 1994. From 1993 until April 2004, he was a member of the Company's Board of Directors. Mr. Wentz was appointed Chief Executive Officer in July 2008. He served as President from July 2002 to July 2008 and previously served as the Company's Executive Vice President from October 2001 to July 2002. He served as the Company's Senior Vice President of Strategic Development from June 1999 to October 2001, and as the Company's Vice President of Strategic Development from August 1996 to June 1999. Mr. Wentz received a B.S. in Bioengineering from the University of California, San Diego. Mr. Wentz is the son of Dr. Wentz, who is the founder of the Company and Chairman of the Company's Board of Directors.

Paul A. Jones, 49, Interim Chief Financial Officer. Mr. Jones joined USANA in 2005 as Vice President of Human Resources and served in this role until June 2007, when he left to complete a three year service mission. Mr. Jones returned to USANA as Vice President of Human Resources in July 2010 and served in this role until December 2012, when he was appointed Interim Chief Financial Officer. Prior to joining USANA, Mr. Jones was employed as Vice President of Human Resources and later as Vice President of Operations for Associated Food Stores, Inc. Mr. Jones received a B.S. in finance from Utah State University and a master of arts in organizational management from the University of Phoenix. Mr. Jones is also a Certified Management Accountant.

Kevin G. Guest, 50, President of the Americas, Europe and South Pacific. Mr. Guest joined USANA on a part-time basis in April 2003, as Executive Director of Media and Events. Following the Company's acquisition of FMG Productions, a media, video, and event productions company that was founded by Mr. Guest, he became a full-time employee of the Company and was promoted to Vice President of Media and Events in February 2004. In January 2006, he was appointed as the Company's Executive Vice President of Marketing and served in that role until July 2008, when he was appointed Chief Marketing Officer. Mr. Guest served in this role until May 2011, when he was appointed as President of North America. In October 2012, he was appointed as President of the Americas, Europe and South Pacific. Prior to joining USANA full-time, from 1992 to February 2004, Mr. Guest served as the Managing Partner of FMG Productions. Mr. Guest has been part of the media production arena for more than 20 years and has received numerous awards for producing, directing, and writing. He has overseen USANA's audio, video, and event productions worldwide since the Company's inception. Mr. Guest earned a B.A. in Communications from Brigham Young University.

Deborah Woo, 59, President of Asia and Greater China. Mrs. Woo joined USANA as General Manager of USANA Hong Kong in 1999. Mrs. Woo served as the Company's General Manager of USANA Hong Kong from 1999 to 2003. In 2003, she was promoted to Regional General Manager and became responsible for the Hong Kong, Taiwan, and Singapore markets. Mrs. Woo was subsequently promoted to Vice President of Greater China and East Asia in 2005. As a result of USANA's strategic regional alignment in 2007, Mrs. Woo was appointed as Vice President of Greater China and North Asia. In 2008, Mrs. Woo was promoted to Executive Vice President of Asia. In February 2010, Mrs. Woo was promoted to Executive Vice President of Sales and served in this role until May 2011, when she was appointed President of Asia Pacific. In October 2012, she was appointed President of Asia and Greater China. Mrs. Woo entered the direct selling industry in 1990 as a Distributor Relations Manager for Amway Hong Kong. She later became Director of Sales for Caring International (Hong Kong) Limited in 1996 where she headed up multifunctional teams in operations, distributor relations, and marketing.

James H. Bramble, 43, Chief Legal Officer and Corporate Secretary. Mr. Bramble joined USANA in March 1998 to manage the Compliance and Legal Departments. In April 2006 he was appointed Vice President and General Counsel. In July 2008, Mr. Bramble was also appointed Corporate Secretary, and served in these roles until May 2011, when he was appointed Chief Legal Officer and Corporate Secretary. Prior to joining USANA, Mr. Bramble was employed with Novus Services. Mr. Bramble received a B.S. in political science with a minor in Spanish from the University of Utah in Salt Lake City, Utah. He received his J.D from the S.J. Quinney College of Law at the University of Utah.

Jim Brown, 44, Chief Production Officer. Mr. Brown joined USANA in 2006 as Vice President of Operations. In July 2011, he was appointed Vice President of Global Operations and served in that role until July 2012, when he was appointed Chief Production Officer. Prior to joining USANA, Mr. Brown was previously employed at Sonoco where he was responsible for safety, quality, finance, production, and maintenance. Mr. Brown received a bachelor's degree with a double major in computer science and math as well as an M.B.A. from Francis Marion University in Florence, South Carolina.

Daniel A. Macuga, Jr., 43, Chief Communications Officer. Mr. Macuga joined USANA in 2007 as Vice President of Network Development and Public Relations. In July 2008, he was appointed as Vice President of Marketing, Public Relations and Social Media and served in that role until December 2011, when he was appointed Chief Communications Officer. Prior to joining USANA, Mr. Macuga was employed at the Chrysler Corporation, where he spent 15 years working closely with independent dealership entrepreneurs to help them build their businesses, increase awareness for their products, and keep them focused on effective customer relationship management. Mr. Macuga received a B.A. in communications from the University of California, San Diego.

Doug Braun, 51, Chief Marketing Officer. Mr. Braun joined USANA as Vice President of Marketing in December 2011. He served in this capacity until March 2012, when he was appointed as Vice President of Marketing and Recognition and served in that role until July 2012, when he was appointed Chief Marketing Officer. Mr. Braun brings 20 years of direct selling experience to USANA. Prior to joining USANA, Mr. Braun was self-employed in 2011 and served as temporary chief executive officer of GrowLife, Inc. from May 2011 to September 2011. Prior to that he was president of Nikken International, Inc. from December 2008 to January 2011, vice president of sales & marketing of Nikken International, Inc. from July 2007 to November 2008 and vice president of marketing of Nikken International, Inc. from July 2005 to June 2007. Prior to that, he served as vice president of marketing of Fionda, LLC, and senior vice president of global marketing at Herbalife International, Inc. where Mr. Braun spent ten years. He has a BBA from the University of Cincinnati and an MBA from Xavier University.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The following Compensation Discussion and Analysis describes the material elements of the compensation and benefit programs for our executive officers who are identified in the Summary Compensation Table ("Named Executive Officers") of this Proxy Statement. Our Named Executive Officers are also referred to herein individually as an "Executive" and collectively as "Executives".

Executive Summary and Overview

Fiscal 2012 was an excellent year for USANA. From a financial perspective, we delivered our tenth consecutive year of record net sales, as well as the highest net earnings and earnings-per-share in the Company's history. Operationally, we achieved several strategic objectives, including the following:

- We officially launched our global personalization strategy, which focuses on personalizing our product offerings and customer experience around the world. Under this strategy, we, among other things: (i) introduced two proprietary health assessment applications called the True Health Assessment and True Health Companion for use by our customers and potential customers; and (ii) expanded the availability of our flagship MyHealthPak product to each of our international markets;

- We unveiled a fresh new look for USANA, which included new branding, new packaging and a new fundamental approach to our business, which is evident in our tagline: "Your Health; Your Life; Your Way";

- We made solid progress in executing our growth strategies in Greater China and North America; and

- We meaningfully improved our operating margin through a number of initiatives, including successfully managing our Associate incentives expense.

We believe that our Executives and employees, as well as the compensation programs that incent them, are key factors in driving our strong financial and operational performance. Our executive compensation program is designed to provide a competitive and internally equitable compensation and benefits package. We also strive to ensure that our executive compensation program reflects a pay-for-performance philosophy and promotes Executive motivation and retention.

Our executive compensation program includes base salary, short-term incentive compensation (in the form of a cash bonus), and long-term incentive compensation (in the form of equity awards). Short-term incentive compensation is performance-based and designed to motivate our Executives to achieve annual financial and non-financial performance objectives. To minimize potential risk, the potential for short-term incentive compensation is typically capped at 100% of an Executive's base salary. Long-term incentive compensation utilizes equity awards, which vest over several years. These awards reward the Executive for sustainable Company performance and align the financial interests of our Executives with those of our stockholders.

Other than as described above, we typically do not provide benefits to our Executives that are different from or in addition to those that are provided to our general employees. Additionally, we typically do not (i) enter into pre-arranged severance agreements or contracts with our Executives that contain post-termination or change-in-control payment provisions, or (ii) provide significant perquisites or personal benefits to our Executives.

Compensation Philosophy and Objectives

The Company's compensation philosophy, as approved by the Compensation Committee, is to establish and maintain executive compensation programs that are designed to accomplish the following objectives:

- To attract and retain, through a fair and competitive compensation plan, Executives who have the intelligence, education, and experience that is required to effectively administer the affairs of the Company;
- To motivate our Executives to achieve certain financial and non-financial performance objectives for the benefit of our shareholders by tying components of their total compensation to individual and Company performance; and
- To ensure that compensation practices do not impair USANA's financial strength or future success.

The Compensation Committee intends to meet these objectives by utilizing and maintaining a balance among three major components of compensation: base salary, short-term incentive compensation (cash bonus), and long-term incentive compensation (in the form of equity awards). The Committee believes that these three components provide the appropriate framework to attract, retain and motivate our Executives, and align a significant portion of executive compensation with short-and long-term performance objectives that drive shareholder value. As shown in the compensation tables following this report, our Executives do not currently receive retirement benefits, pre-determined severance arrangements, deferred compensation opportunities, or other perquisites that are commonly provided to executives of similarly sized companies.

Role of Compensation Committee

Our executive compensation philosophy and practice has been developed through a collaborative effort of the Compensation Committee, the Company's Chief Executive Officer, and the Vice President of Human Resources, who now serves as our Chief Financial Officer and remains responsible for this function. While these officers offer ideas, opinions, and proposals in Compensation Committee meetings, the Compensation Committee functions and votes independently from these officers. The Compensation Committee is responsible for all changes to the executive compensation philosophy and program. The Compensation Committee consists of three members of USANA's Board of Directors, all of whom are "independent" under the rules of the NYSE. These members are appointed to the Compensation Committee by the Board of Directors. The Compensation Committee acts under a written charter, which outlines the committee's authority and responsibilities.

Role of Corporate Leadership in Assisting Compensation Committee

The Compensation Committee has the primary authority to determine the Company's compensation philosophy and to establish compensation for the Company's Executives. It is responsible for ensuring that executive compensation decisions are thoroughly researched and implemented. All of the Company's Executives and employees participate in an annual performance review with their immediate supervisor, during which the Executive or employee receives input about his or her performance and contributions to the Company's results for the period being assessed. The Compensation Committee seeks input from the Company's Chief Executive Officer and Chief Financial Officer to identify key factors and to obtain information that is related to executive compensation. These key factors and information generally involve the individual Executive's level of responsibility, his or her years of experience, his or her current overall compensation level in relation to external market studies and internal equity analysis between executives, the impact of current compensation practices on the Company's financial statements, and the relationship between executive compensation and performance of the Company.

The Company's Chief Financial Officer takes direction from and makes suggestions to the Chairman of the Compensation Committee in establishing the quarterly committee meeting agenda and in preparing the materials to be presented to the Compensation Committee. These materials contain minutes from prior meetings, key items to be addressed, and background information to help the Compensation Committee in its decision-making process.

Compensation Consultants

During 2012, we did not engage or consult with a compensation consultant in connection with rendering decisions on Executive compensation. In the past, however, the Compensation Committee has engaged Frederic W. Cook & Co., Inc. ("FWC"), an independent executive compensation consulting firm, to advise and make recommendations regarding USANA's executive compensation program. During 2012, the Compensation Committee utilized the following materials, along with other resources and tools, to render compensation decisions for 2012: (i) surveys and reports of executive compensation paid by public companies, with characteristics similar to USANA, on a national basis; and (ii) surveys from Mercer, ERI, U.S. Direct Selling Association, and Western Management Group of executive compensation paid by certain of the Company's direct competitors, consisting of both public and private companies, on a local and national basis. These materials and resources help provide solid benchmarks for each component of our executive compensation as well as a general understanding of the total compensation offered by companies in our industry who are competing for top talent.

Components of Compensation

Base Salary

Base salary represents the fixed component of executive compensation. It is designed to compensate our Executives fairly and competitively at levels necessary to attract, retain and motivate qualified executives in our industry. Consistent with this philosophy, the Compensation Committee, on an annual basis, evaluates our Executives' base salaries. The Committee asks for input and recommendations from the CEO and CFO and then considers (i) the Executive's scope of responsibilities, maturity in role, demonstrated level of performance, accomplishments and contributions to the Company; (ii) the performance of USANA, both financially and operationally; (iii) current market data and salary levels for each Executive's particular position; and (iv) the total compensation paid to each Executive. The Committee then renders a decision for each Executive's base salary based on the total mix of the foregoing information.

As part of its 2012 Executive compensation evaluation, the Compensation Committee, after reviewing the information outlined above, approved the Executives' base salaries from July 2012 through June 2013 as follows:

Executive	Appointed Office	2011 - 2012 Base Salary ($)	2012 - 2013 Base Salary ($)
David A. Wentz	Chief Executive Officer	$ 618,000	$ 575,000*
Kevin G. Guest	President of North America	$ 566,500	$ 583,495
Deborah Woo	President of Asia Pacific	$ 543,068	$ 563,736
Paul Jones	Chief Financial Officer	$ 185,400	$ 220,000
James Bramble	Chief Legal Officer	$ 350,200	$ 360,706

* In 2012, Mr. Wentz recommended that the Compensation Committee reduce his base salary in an effort to further align the Executives of the Company and to promote internal equity among the Executives. The Compensation Committee, notwithstanding its determination that an increase in Mr. Wentz's base salary was warranted, agreed with Mr. Wentz's recommendation and reduced his base salary to the amount set out in the table above through 2013.

With respect to each of the other Executives identified in the table (other than Mr. Jones), the Compensation Committee determined, after reviewing the information described above, that an increase of approximately three to three-and-a -half percent (3% - 3.5%) to each Executive's base salary was appropriate to ensure that the respective Executive's compensation is fair and competitive with the market. With respect to Mr. Jones, the Compensation Committee adjusted his base salary when he was appointed as interim CFO in December 2012. At the conclusion of each quarter in which Mr. Jones serves as interim CFO, he will also receive a $25,000 payment in addition to his base salary. The committee will reevaluate Mr. Jones' base salary in connection with his service as CFO. The actual base salaries paid to our Executives during the year ended December 29, 2012 are reflected in column (c) of the Summary Compensation Table of this Proxy Statement.

Non-Equity Incentive Plan Compensation

We offer our Executives non-equity incentive plan compensation in the form of a cash bonus that is based on USANA's achievement of certain financial and non-financial performance objectives during the applicable year. Cash bonuses are based on a percentage of the Executive's base salary. Each year, the Compensation Committee sets the range of the cash bonus for which each Executive is eligible and sets the performance objectives on which cash bonuses for that year will be based.

2012 Non-Equity Incentive Plan

For 2012, the Compensation Committee approved the 2012 Executive Bonus Plan (the "2012 Bonus Plan"), which is based on one universal Company performance objective: growth in net sales and profitability. The Compensation Committee approved this single financial performance objective to: (i) focus the Company's Executives on growing net sales in 2012, without sacrificing profitability; (ii) align the bonus opportunity under the 2012 Bonus Plan for all Executives to promote internal equity; (iii) foster teamwork among markets and Executives; and (iv) also align the 2012 Bonus Plan offered to Executives with the profit sharing plan offered to all other employees of the Company.

Under the 2012 Bonus Plan, nine percent (9%) of the Company's adjusted operating profits, which exceed ten percent (10%) of net sales, are paid to Executives in the form of a cash bonus. "Adjusted operating profit" is calculated as (i) the Company's earnings from operations, plus (ii) positive adjustments to earnings from operations for Executive and employee bonus accruals and equity compensation expense. Payments under the 2012 Bonus Plan are distributed as an equal percent of the Executive's base salary. In comparison, the profit sharing plan offered to all other employees of the

Company pays a cash bonus of ten-and-a-half percent (10.5%) of the Company's adjusted operating profits, which exceed ten percent (10%) of net sales.

Under the 2012 Bonus Plan, Executives were eligible to receive a cash bonus of between zero and 100% of their base salary, depending on the performance of the Company under the criteria of the plan. Each Executive's target bonus percentage under the 2012 Bonus Plan was 50% of the Executive's base salary.

2012 Executive Bonus Plan Payout

Shortly after the end of fiscal 2012, the Compensation Committee reviewed the foregoing performance objectives and evaluated the actual performance delivered by the Company under the 2012 Bonus Plan. The Compensation Committee determined that the Company delivered excellent financial and operating performance in 2012 and, in particular, noted that the Company:

- Achieved 2012 net sales of $648.7 million, which is an 11.5% increase compared to fiscal 2011;
- Achieved 2012 earnings from operations of $98.2 million, which is a 27.1% increase compared to fiscal 2011;
- Achieved 2012 adjusted operating profit of $118.9 million; and
- Achieved 2012 adjusted operating profit in excess of 10% of net sales of $54 million.

Based on the Company's performance, and the criteria of the 2012 Bonus Plan, the Compensation Committee determined that each Executive had earned a cash bonus equal to 50.3% of the Executive's base salary under the 2012 Bonus Plan. Consequently, the committee awarded this bonus amount to each Executive. The actual cash bonuses paid to our Executives under the 2012 Bonus Plan are reflected in column (g) of the Summary Compensation Table of this Proxy Statement.

2013 Non-Equity Incentive Plan

For 2013, the Compensation Committee determined that the Company has a significant opportunity to continue the sales and earnings growth it delivered in 2012. Consequently, the Compensation Committee approved the 2013 Executive Bonus Plan (the "2013 Bonus Plan"), which is based on the same performance objective as the 2012 Bonus Plan: growth in net sales and profitability. As part of its determination to again utilize this bonus criteria and structure, the committee noted: (i) the successful alignment of the Company's Executives under the 2012 Bonus Plan, (ii) the internal equity among Executives that was created by the 2012 Bonus Plan; and (iii) the results delivered by the Executives and the Company in 2012.

Under the 2013 Bonus Plan, nine percent (9%) of the Company's adjusted operating profits, which exceed ten percent (10%) of net sales, will again be paid to Executives in the form of a cash bonus. Payments under the 2013 Bonus Plan will be distributed as an equal percent of the Executive's base salary. By comparison, the profit sharing plan offered to all other employees of the Company will, again, pay a cash bonus of ten and a half- percent (10.5%) of the Company's adjusted operating profits, which exceed ten percent (10%) of net sales.

Under the 2013 Bonus Plan, Executives will be eligible to receive a cash bonus of between zero and 100% of their base salary, depending on the performance of the Company under the criteria of the plan. Each Executive's target bonus percentage under the 2013 Bonus Plan is 50% of the Executive's base salary. Future estimated payouts under the 2013 Bonus Plan are reflected in the Grants of Plan-Based Awards table of this Proxy Statement.

Equity Compensation

Equity compensation is an integral part of USANA's compensation philosophy. We believe that equity grants that vest over a period of years tie a portion of our Executives' compensation to the

Company's long-term performance and, thereby, align the interests of our Executives with the interests of our shareholders. Our equity compensation program delivers compensation to Executives only when the Company performs and the value of the Company's stock increases. USANA provides equity-based compensation primarily through the issuance of Stock-Settled Stock Appreciation Rights ("SSARs"). Grants of equity awards are made for both Executives and other eligible employees at regular Compensation Committee meetings and at special meetings, as needed. The date for such grants is customarily the date of the Compensation Committee's meeting at which the particular grant is approved.

The Compensation Committee's philosophy has been to issue intermittent SSAR awards to Executives to drive long-term Company performance as well as individual Executive performance. In general SSAR awards are granted to Executives as they enter into a qualifying position and vest annually in equal installments over a 5-year period. Additional grants are awarded to Executives as seen necessary by the Compensation Committee to maintain sufficient long term incentive to accomplish the objectives outlined above. These additional grants customarily vest annually in equal installments over a five (5) year period. In addition to these customary grants, the Compensation Committee has also granted SSAR awards that do not vest in the first three years, but only at the end of years four and five, with such vesting to commence for a particular Executive when the vesting schedule of that Executive's customary SSAR award ends. The grant price for equity awards is the fair market value of the award as of the date of grant as determined by the closing price of the Company's common stock on the date of grant. Aside from a SSAR award to Mr. Jones upon his promotion to Interim Chief Financial Officer of the Company, the Compensation Committee did not award SSARs to our Executives during 2012.

Other Compensation

Other than as described above, USANA does not at this time provide benefits to its Executives that are different from or in addition to those that are provided to its general employees.

Retirement: Executives may participate in Company sponsored 401(k) retirement plans on the same terms and conditions, including Company matching provisions, as other employees. For the year ended December 29, 2012, the Company contributed matching funds totaling $999,899 to our 401(k) plan in which all eligible employee participants shared. During 2012, each of our eligible Executives participated in our 401(k) plan and shared matching funds totaling $77,034. Mrs. Woo is not eligible to participate in our 401(k) plan and the Company pays retirement compensation to her, as disclosed in the Summary Compensation Table, pursuant to Hong Kong law. Except as disclosed in this paragraph, we provide no other retirement benefits to our Executives.

Severance: USANA has no pre-arranged severance agreements or contracts with any of its Executives that contain post-termination or change-in-control payment provisions. USANA does, however, provide severance benefits to its Executives on a case-by-case basis. For example, Mr. Truett separated from the Company in December 2012 and received the severance compensation set out in the Summary Compensation Table.

Perquisites: It is our general practice not to provide significant perquisites or personal benefits to our Executives. The Compensation Committee, however, retains the discretion to consider and award reasonable perquisites or personal benefits to Executives as necessary to accomplish the objectives under our compensation philosophy. In this regard, it should be noted that we do not currently provide pension arrangements, post-retirement health coverage, or similar benefits for our Executives or employees. In 2012, we paid health, life, and disability insurance premiums on behalf of our Executives, all on the same terms as those that we provide to all of the Company's employees.

Insurance Plans and Other Benefits: We provide insurance plans and other benefits to our Executives that are similar to those plans and benefits that are customarily provided to general employees of the Company.

Indemnification: Article VI of our Amended and Restated Articles of Incorporation and Article 5 of our Bylaws provide for indemnification of our directors, officers, employees, and other agents to the extent and under the circumstances permitted by the Utah Business Corporation Act. We have entered into agreements with our directors and officers that will require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers to the fullest extent allowed. Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "Securities Act"), may be permitted to directors, officers, or persons controlling us under the foregoing provisions, the SEC has stated that such indemnification is against public policy, as expressed in the Securities Act, and, therefore, such indemnification provisions may be unenforceable.

Section 162(m) Treatment Regarding Performance-Based Equity Awards

Under Section 162(m) of the Internal Revenue Code of 1986, as amended ("Section 162(m)"), a public company is generally denied deductions for compensation paid to the chief executive officer and the next four most highly compensated executive officers to the extent the compensation for any such individual exceeds $1,000,000 for the taxable year. The Company's executive compensation programs are designed to preserve the deductibility of compensation payable to executive officers, although deductibility will be only one among a number of factors considered in determining appropriate levels or types of compensation.

Consideration of Shareholder Advisory Votes

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), required that we include in our proxy statement for the 2011 Annual Meeting of Shareholders (the "2011 Annual Meeting") a non-binding, advisory shareholder vote to approve the compensation of our Named Executive Officers for that meeting. At the 2011 Annual Meeting, our shareholders voted for approval of the compensation of our Named Executive Officers (94% of votes cast), and voted for approval of a triennial frequency for future advisory votes with respect to our named executive officer compensation (67% of votes cast). The Compensation Committee concurred with the shareholders' approval of the Company's determination to include a shareholder advisory vote on executive compensation in its future proxy materials once every three years. Additionally, the Compensation Committee has recommended to the Board that this advisory vote be held once every three years and the Board has approved the committee's recommendation. This will be the frequency of such advisory votes until the next required vote on the frequency of advisory votes on executive compensation, which will occur at the Company's Annual Meeting of shareholders in 2017, or until the Compensation Committee, or Board of Directors, otherwise determines a different frequency for such shareholder advisory votes.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee of the Board of Directors has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on this review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Respectfully submitted by the members of the Compensation Committee:

Ronald S. Poelman (Chair)
Jerry G. McClain
Robert Anciaux

SUMMARY COMPENSATION TABLE

The following table summarizes all compensation paid to our Named Executive Officers in each of the three most recently completed fiscal years.

(a) Name and Principal Position	(b) Year	(c) Salary ($)	(d) Bonus ($)	(e) Stock Awards ($)	(f) Option Awards ($)(1)	(g) Non-Equity Incentive Plan Compensation ($)(2)	(h) Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	(i) All Other Compensation ($)(3)	(j) Total ($)
Myron W. Wentz	2012	—	—	—	—	—	—	—	—
Chairman	2011	—	—	—	—	—	—	—	—
	2010	—	—	—	—	—	—	—	—
David A. Wentz	2012	$ 565,289	—	—	—	$ 284,275	—	$ 8,575	$ 858,139
Chief Executive Officer	2011	$ 574,108	$ 60,000	—	—	$ 115,000	—	$ 8,575	$ 757,683
	2010	$ 588,462	$ 100,000	—	$ 957,480	$ 311,885	—	$ 8,575	$ 1,966,402
Paul A. Jones Chief Financial Officer	2012	$ 189,697	—	—	$ 486,045	$ 95,396	—	$ 8,575	$ 779,713
Kevin G. Guest	2012	$ 574,671	—	—	—	$ 288,993	—	$ 8,575	$ 872,239
President of the Americas, Europe & South Pacific	2011	$ 547,089	$ 38,000	—	—	$ 162,000	—	$ 8,575	$ 755,664
Deborah Woo(4)	2012	$ 555,657	—	—	—	$ 279,266	—	$ 76,879	$ 911,802
President of Asia & Greater China	2011	$ 498,490	$ 74,495	—	—	$ 150,000	—	$ 90,571	$ 813,556
	2010	$ 430,073	$ 15,000	—	$ 1,021,312	$ 202,292	—	$ 104,457	$ 1,773,134
James H. Bramble Chief Legal Officer & Corporate Secretary	2012	$ 355,251	—	—	—	$ 178,650	—	$ 8,575	$ 542,476
G. Douglas Hekking	2012	$ 309,419	—	—	—	$ 104,279	—	$ 8,575	$ 422,273
Vice President of Financial Strategy	2011	$ 248,945	$ 60,000	—	$ 555,404	$ 50,000	—	$ 8,575	$ 922,924
Roy W. Truett(5)	2012	$ 405,769	—	—	—	—	—	$ 438,581	$ 844,350
Former COO	2011	$ 351,720	$ 39,000	—	—	$ 106,000	—	$ 8,575	$ 505,295

(1) Amounts in this column reflect the grant date fair value of stock-settled stock appreciation rights ("SSARs") computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. Mr. Jones received a SSAR award upon his promotion to CFO in December 2012. No other grants of SSARs or options were made in 2012 to our Named Executive Officers. In computing these amounts, the Company ignored the impact of the forfeiture rate relating to service based vesting conditions. These amounts do not represent the actual amounts paid to or realized by the Executive for these awards during the applicable fiscal year. Assumptions used in the calculation of these amounts are included in Note K to the Company's consolidated financial statements that are included in the Company's Annual Report on Form 10-K for the year ended December 29, 2012.

(2) Reflects amounts paid in fiscal 2013 for performance realized in fiscal year 2012, under the Company's short-term incentive plan (cash bonus) discussed in the Compensation Discussion and Analysis section of this Proxy Statement.

(3) Reflects employer's matching contribution to the Executive's 401(k) plan, except in the case of the compensation paid to Mrs. Woo and Mr. Truett, which is set out in note (4) & (5) below.

(4) Mrs. Woo is our President of Asia & Greater China and resides in Hong Kong. In connection with Mrs. Woo's overseas employment, column (i) reflects: (1) $76,363 paid by the Company to Mrs. Woo as retirement compensation pursuant to local law; and (2) $516 paid by the company for travel expenses.

(5) Column (i) reflects the following compensation paid to Mr. Truett: (1) $8,575 in employer's matching contribution to his 401(k) plan; (2) $34,006 in accrued vacation payout; (3) $206,000 as a severance payment; and (4) $190,000 in lieu of Mr. Truett's cash bonus under the Company's 2012 Executive Bonus Plan.

GRANTS OF PLAN-BASED AWARDS

The following table contains information regarding equity awards granted to the Named Executive Officers during the fiscal year ended December 29, 2012 and the estimated or targeted payouts under the 2013 Bonus Plan described in the Compensation Discussion and Analysis section of this Proxy Statement.

		Estimated future payouts under non-equity incentive plan awards(1)			Estimated future payouts under equity incentive plan awards						
(a) Name	(b) Grant Date	(c) Threshold ($)(1)	(d) Target ($)	(e) Maximum ($)	(f) Threshold ($)	(g) Target ($)	(h) Maximum ($)	(i) All other stock awards: Number of shares of stock or units (#)	(j) All other option awards: Number of securities underlying options (#)(2)	(k) Exercise or base price of option awards ($/Sh)(3)	(l) Grant date fair value of stock and option awards ($)
Myron W. Wentz		—	—	—	—	—	—	—	—	—	—
David A. Wentz	N/A	—	$ 287,500	$ 575,000	—	—	—	—	—	—	—
Paul A. Jones	17-Dec-12	—	$ 110,000	$ 220,000	—	—	—	—	35,000	$ 38.23	$ 486,045
Kevin G. Guest	N/A	—	$ 291,747	$ 583,495	—	—	—	—	—	—	—
Deborah Woo	N/A	—	$ 281,868	$ 563,736	—	—	—	—	—	—	—
James H. Bramble	N/A	—	$ 180,353	$ 360,706	—	—	—	—	—	—	—
G. Douglas Hekking	N/A	—	$ —	$ —	—	—	—	—	—	—	—
Roy W. Truett	N/A	—	$ —	$ —					—	—	—

(1) There is no guaranteed payment to our Executives under the 2013 Executive Bonus Plan. If the minimum performance objectives are not achieved, our Executives will receive no payout under the 2013 Executive Bonus Plan. The amounts shown in column (d) reflect the target payout, which is 50% of the Executive's base salary. The amounts shown in column (e) reflect 100% of the Executive's base salary, which is the maximum payout that can be obtained under the 2013 Executive Bonus Plan.

(2) All equity awards granted to Mr. Jones in 2012 were SSARs and granted under the 2006 Equity Incentive Award Plan.

(3) All Equity Awards granted to Mr. Jones were granted at the closing stock price on the date of grant.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table includes certain information with respect to the value of all equity awards previously granted to the Named Executive Officers at the end of the fiscal year ended December 29, 2012.

	Option awards(1)					Stock Awards			
(a) Name	(b) Number of securities underlying unexercised options (#) exercisable	(c) Number of securities underlying unexercised options (#) unexercisable	(d) Equity incentive plan awards: Number of securities underlying unexercised unearned options (#)	(e) Option exercise price ($)	(f) Option expiration date	(g) Number of shares or units of stock that have not vested (#)	(h) Market value of shares or units of stock that have not vested ($)	(i) Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested (#)	(j) Equity incentive plan awards: Market or payout value of unearned shares, units or other rights that have not vested ($)
Myron W. Wentz(2)	280,000	—	—	$ 39.18	5-Dec-15	—	—	—	—
	—	100,000	—	$ 26.06	21-Jan-14				
David A. Wentz(3)	44,000	36,000	—	$ 26.06	21-Jan-14	—	—	—	—
	—	60,000	—	$ 35.47	27-Oct-15				
Paul A. Jones	20,400	30,600	—	$ 39.40	26-Jan-16	—	—	—	—
	—	35,000	—	$ 38.23	17-Jun-18				
Kevin G. Guest(3)	—	30,000	—	$ 26.06	21-Jan-14	—	—	—	—
	—	50,500	—	$ 35.47	27-Oct-15				
Deborah Woo(3)	—	24,000	—	$ 26.06	21-Jan-14	—	—	—	—
	—	64,000	—	$ 35.47	27-Oct-15				
James H. Bramble(3)	—	16,500	—	$ 26.06	21-Jan-14	—	—	—	—
	—	30,000	—	$ 35.47	27-Oct-15				
G. Douglas Hekking	—	5,000	—	$ 26.06	21-Jan-14	—	—	—	—
	—	36,800	—	$ 28.16	27-Jan-17				
Roy W. Truett(4)	—	16,500	—	$ 26.06	21-Jan-14				

(1) All awards vest 20% annually, beginning on the first anniversary of the date of grant, except those grants which are described in notes (2) and (3) below.

(2) The SSAR grant to Dr. Wentz which expires on January 21, 2014, vests 20% annually beginning on April 1, 2008 instead of July 21, 2008.

(3) The SSAR grants to Mr. Wentz, Mr. Guest, Mrs. Woo, and Mr. Bramble which expire on October 27, 2015, vest 50% in April 2014 and 50% in April 2015.

(4) In connection with Mr. Truett's resignation in December 2012, he received an extension of the term and period to exercise the SSARs noted in Column (c) above.

OPTION EXERCISES AND STOCK VESTED

The following table summarizes certain information with respect to the awards exercised by the Named Executive Officers during the fiscal year ended December 29, 2012.

	Option awards		Stock awards	
(a) Name	(b) Number of shares acquired on exercise (#)	(c) Value realized on exercise ($)	(d) Number of shares acquired on vesting (#)	(e) Value realized on vesting ($)
Myron W. Wentz	169,537	7,674,772	—	—
David A. Wentz	47,386	2,198,350	—	—
Paul A. Jones	—	—	—	—
Kevin G. Guest	22,940	966,708	—	—
Deborah Woo	14,129	588,280	—	—
James H. Bramble	13,414	563,170	—	—
G. Douglas Hekking	8,010	344,488	—	—
Roy W. Truett	12,755	537,744		

COMPENSATION OF DIRECTORS

The table below summarizes the compensation paid by the Company to directors of the Company for the fiscal year ended December 29, 2012, other than Dr. Wentz, the Company's Chairman of the Board, whose compensation is included in the Summary Compensation Table and who received no compensation for his services as a director in 2012.

(a) Name	(b) Fees earned or paid in cash ($)(1)	(c) Stock awards ($)	(d) Option awards ($)	(e) Non-equity incentive plan compensation ($)	(f) Change in pension value and nonqualified compensation earnings ($)	(g) All other compensation ($)	(h) Total ($)
Robert Anciaux	$ 67,600	—	—	—	—	—	$ 67,600
Jerry G. McClain	$ 77,000	—	—	—	—	—	$ 77,000
Ronald S. Poelman	$ 89,700	—	—	—	—	—	$ 89,700
Gilbert A. Fuller	$ 72,300	—	—	—	—	—	$ 72,300

(1) Effective July 2012, each non-employee director receives an annual cash retainer of $68,400. The chair of the Company's Audit Committee, which is currently Mr. McClain, receives an additional annual cash retainer of $15,600. The chair of the Compensation Committee, which is currently Mr. Poelman, receives an annual cash retainer of $8,800 and the chair of the Governance, Risk and Nominating Committee, which is currently Mr. Fuller, receives an annual cash retainer of $4,800. The Board Secretary, which is currently Mr. Poelman, also receives an annual cash retainer of $13,600. The amounts in column (b) reflect a combination of the retainer fees for 2012. The Company also reimburses all directors for the out-of-pocket expenses that they incur in connection with their services as directors, which include travel, lodging, and related expenses from attending conferences to continue their education and expertise as directors, as well as participating in meetings of the shareholders, Board of Directors, and committees of the Board.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of our common stock, as of March 1, 2013, by (1) each person known to be the beneficial owner of more than 5% of the issued and outstanding common stock, (2) the Named Executive Officers and the directors of USANA individually, and (3) the Named Executive Officers and directors as a group. Except as indicated in the footnotes below, each of the persons listed below is believed to exercise sole voting and investment power over the shares of common stock that are listed for such individual or entity in this table.

Name and Address	Number of Shares(1)	Percent of Class(2)
Beneficial Owners of More Than 5%		
Gull Holdings, Ltd. 4 Finch Road Douglas, Isle of Man	6,637,167	49.2%
FMR LLC(3) 82 Devonshire Street Boston, MA 02109	1,470,111	10.9%
LSV Asset Management(4) 155 N. Wacker Drive, Suite 4600 Chicago, IL 60606	727,576	5.4%
Directors and Named Executive Officers		
Myron W. Wentz, Ph.D.(5) Chairman of the Board	6,957,588	50.3%
David A. Wentz,(6) Chief Executive Officer	501,936	3.7%
Paul A. Jones(7) Chief Financial Officer	2,025	*
Kevin G. Guest(8) President of the Americas, Europe and South Pacific	532	*
Deborah Woo President of Asia and Greater China	0	*
James H. Bramble(9) Chief Legal Officer	588	*
G. Douglas Hekking(10) Vice President of Financial Strategy	710	*
Roy W. Truett(11) Former COO	329	*
Robert Anciaux, Director(12)	6,947	*
Jerry G. McClain, Director(13)	7,745	*
Ronald S. Poelman, Director(14)	8,302	*
Gilbert A. Fuller, Director(15)	4,043	*
Directors and Officers as a group (12 persons)	7,490,745	54.0%

* Less than one percent.

(1) All entries exclude beneficial ownership of shares that are issuable pursuant to options or SSARs that have not vested or that are not otherwise exercisable as of the date hereof and which will not become vested or exercisable within 60 days of March 1, 2013.

(2) Percentages are rounded to nearest one-tenth of one percent. Percentages are based on 13,499,698 shares outstanding on March 1, 2013. Shares of common stock subjected to options and/or SSARs that are presently exercisable or exercisable within 60 days of March 1, 2013 are deemed to be beneficially owned by the person holding the options or SSARs for the purpose of computing the percentage ownership of that person, but are not treated as outstanding for the purpose of computing the percentage of any other person.

(3) Reflects the number of shares held at year-end, as reported on Form SC 13G/A filed on February 14, 2013.

(4) Reflects the number of shares held at year-end, as reported on Form SC 13G/A filed on February 13, 2013.

(5) Includes 6,637,167 shares held of record by Gull Holdings, Ltd., an Isle of Man company, which is 100% owned by Dr. Wentz and 320,421 shares that are issuable pursuant to options and SSARs which are presently exercisable or which become exercisable within 60 days of March 1, 2013. This share count assumes settlement of this individual's SSARs at the closing market price on March 1, 2013. Because of his control of Gull Holdings, Ltd, Dr. Wentz is deemed to be the beneficial owner of the shares that are owned of record by Gull Holdings, Ltd.

(6) Includes 17,786 shares that are issuable pursuant to options and/or SSARs, which are presently exercisable or which become exercisable within 60 days of March 1, 2013. This share count assumes settlement of this individual's SSARs at the closing market price on March 1, 2013. Also includes 10,195 shares that are held in the executive's 401(k) account and 473,955 shares that are held of record.

(7) Includes 2,025 shares that are issuable pursuant to SSARs, which are presently exercisable or which become exercisable within 60 days of March 1, 2013. This share count assumes settlement of this individual's SSARs at the closing market price on March 1, 2013.

(8) Includes 532 shares that are held in the executive's 401(k) account.

(9) Includes 588 shares that are held in the executive's 401(k) account.

(10) Includes 710 shares that are held in the executive's 401(k) account.

(11) Includes 329 shares that are held in the executive's 401(k) account.

(12) Includes 4,043 shares that are issuable pursuant to SSARs, which are presently exercisable or which become exercisable within 60 days of March 1, 2013. This share count assumes settlement of this individual's SSARs at the closing market price on March 1, 2013. Also includes 2,904 shares that are issuable pursuant to Deferred Stock Units ("DSUs"), which are presently vested or which become vested within 60 days of March 1, 2013.

(13) Includes 2,022 shares that are issuable pursuant to SSARs, which are presently exercisable or which become exercisable within 60 days of March 1, 2013. This share count assumes settlement of this individual's SSARs at the closing market price on March 1, 2013. Also includes 5,723 shares that are issuable pursuant to DSUs, which are presently vested or which become vested within 60 days of March 1, 2013.

(14) Includes 4,043 shares that are issuable pursuant to SSARs, which are presently exercisable or which become exercisable within 60 days of March 1, 2013. This share count assumes settlement of this individual's SSARs at the closing market price on March 1, 2013. Also includes 4,259 shares that are issuable pursuant to DSUs, which are presently vested or which become vested within 60 days of March 1, 2013.

(15) Includes 4,043 shares that are issuable pursuant to SSARs, which are presently exercisable or which become exercisable within 60 days of March 1, 2013. This share count assumes settlement of this individual's SSARs at the closing market price on March 1, 2013.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information regarding outstanding awards and shares reserved for future issuance under our equity compensation plans as of December 29, 2012.

Plan Category	Number of securities to be issued upon exercise of outstanding awards(1) (a)	Weighted-average exercise price of outstanding awards (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	2,701,878(2)	$ 34.43(3)	5,116,850
Equity compensation plans not approved by security holders	None	N/A	None
Total	2,701,878(2)	$ 34.43(3)	5,116,850

(1) Consists of shares of common stock issuable under the USANA 2006 Equity Incentive Award Plan and the 2002 USANA Health Sciences, Inc. Stock Plan.

(2) Includes 295,500 options, and 12,886 DSUs that will entitle each holder to the issuance of one share of common stock for each unit. Also, includes 2,393,492 SSARs. A SSAR is the right to receive the appreciation in fair market value of common stock between the exercise date and the date of grant in shares of common stock. Based on the closing stock price of $31.60 on the last trading day of fiscal 2012 and the exercise price of SSAR's that were in-the-money, 161,407 shares of common stock would be issued upon the exercise of these awards.

(3) Calculated without taking into account 12,886 shares of common stock subject to outstanding DSU's, which are issuable without any cash consideration or other payment required for such shares.

PROPOSAL #2—RATIFICATION OF SELECTION OF

INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

The Audit Committee of the Board of Directors has selected PricewaterhouseCoopers LLP as the independent registered public accountant to audit the financial statements of the Company and its subsidiaries for the fiscal year ending December 28, 2013. PricewaterhouseCoopers LLP has served as the Company's independent registered public accountant since the fiscal year ended December 29, 2007.

Policy on Pre-Approval of Audit and Permissible Non-Audit Services

The Audit Committee pre-approves any engagement of PricewaterhouseCoopers LLP and has the ultimate authority and responsibility to select, evaluate and where appropriate, replace the independent registered public accountant and nominate an independent registered public accounting firm for shareholder approval. While ratification of the selection of accountants by the shareholders is not required and is not binding upon the Audit Committee or the Company, in the event of a negative vote on such ratification, the Audit Committee might choose to reconsider its selection.

Prior to the performance of any services, the Audit Committee approves all audit and non-audit services to be provided by the Company's independent registered public accountant and the fees to be paid therefor. Although the Sarbanes-Oxley Act of 2002 permits the Audit Committee to pre-approve some types or categories of services to be provided by the independent registered public accountant, it is the current practice of the Audit Committee to specifically approve all services provided by the independent registered public accountant in advance, rather than to pre-approve any type of service. In connection with this practice, the Audit Committee has considered whether the provision of non-audit services is compatible with maintaining PricewaterhouseCoopers LLP's independence.

Independence

PricewaterhouseCoopers LLP has advised us that it has no direct or indirect financial interest in the Company or in any of its subsidiaries and that it has had, during the last three years, no connection with the Company or any of its subsidiaries, other than as independent auditors or in connection with certain other activities, as described below.

Financial Statements and Reports

The financial statements of the Company for the year ended December 29, 2012, and the report of the independent auditors will be presented at the Annual Meeting. PricewaterhouseCoopers LLP will have a representative present at the meeting who will have an opportunity to make a statement, if he or she so desires, and to respond to appropriate questions from shareholders.

Services

During fiscal years 2012 and 2011, PricewaterhouseCoopers LLP performed services consisting of the audit of the annual consolidated financial statements of the Company, review of the quarterly financial statements, stand-alone audits of subsidiaries, and accounting consultations, consents, and other services related to SEC filings by the Company and its subsidiaries. PricewaterhouseCoopers LLP did not perform any financial information systems design and implementation services for the Company for the fiscal years 2012 and 2011.

The following table summarizes the fees that were paid to PricewaterhouseCoopers LLP by the Company during fiscal years 2012 and 2011.

Type of Service and Fee	Fiscal 2012	Fiscal 2011
Audit Fees	$ 940,818	$ 965,089
Audit Related Fees	106,438	105,638
Tax Fees	267,157	138,030
All Other Fees	—	—
Total Fees	$ 1,314,414	$ 1,208,757

RECOMMENDATION

The Board of Directors unanimously recommends a vote FOR ratification of the appointment of PricewaterhouseCoopers LLP, as the Company's independent public accountants for the fiscal year 2013.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee is responsible for monitoring our financial auditing, accounting and financial reporting processes and our system of internal controls, and selecting the independent registered public accountant on behalf of the Board of Directors. Our management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls. Our independent registered public accountant, PricewaterhouseCoopers LLP is responsible for performing an independent audit of our consolidated financial statements and the effectiveness of our internal control over financial reporting in accordance with standards of the Public Company Accounting Oversight Board (United States) and issuing an opinion thereon. In this context, the Audit Committee met regularly and held discussions with management, our internal audit department and PricewaterhouseCoopers LLP. Management represented to the Audit Committee that the consolidated financial statements for the fiscal year 2012 were prepared in accordance with U.S. generally accepted accounting principles.

The Audit Committee hereby reports as follows:

- The Audit Committee has reviewed and discussed the audited consolidated financial statements and accompanying management's discussion and analysis of financial condition and results of operations with our management and PricewaterhouseCoopers LLP. This discussion included PricewaterhouseCoopers LLP's judgments about the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

- The Audit Committee also discussed with PricewaterhouseCoopers LLP the matters required to be discussed by the Statements on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

- PricewaterhouseCoopers LLP also provided to the Audit Committee the written disclosures and the letter required by the applicable requirements of the Public Accounting Oversight Board regarding PricewaterhouseCoopers LLP's communications with the Audit Committee concerning independence, and the Audit Committee has discussed with PricewaterhouseCoopers LLP the accounting firm's independence. The Audit Committee also considered whether non-audit services provided by PricewaterhouseCoopers LLP during the last fiscal year were compatible with maintaining the accounting firm's independence.

- Based on the review and discussions referred to above, the Audit Committee has recommended to the Board of Directors that the audited consolidated financial statements of the Company be included in the Company's Annual Report on Form 10-K for the year ended December 29, 2012, for filing with the Securities and Exchange Commission.

Respectfully submitted by the members of the Audit Committee:

Jerry G. McClain (Chair)
Robert Anciaux
Gilbert A. Fuller
Ronald S. Poelman

EMPLOYMENT CONTRACTS AND OTHER ARRANGEMENTS

The Company has no employment agreements with any of its executive officers.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires USANA's officers, directors, and persons who beneficially own more than 10% of USANA's common stock to file reports of ownership and changes in ownership with the SEC and with the NYSE. Officers, directors, and greater-than-ten-percent shareholders are also required by the SEC to furnish us with copies of all Section 16(a) forms that they file.

Based solely upon a review of these forms that were furnished to the Company, and based on representations made by certain persons who were subject to this obligation that such filings were not required to be made, the Company believes that all reports that are required to be filed by these individuals and persons under Section 16(a) were filed on time in fiscal year 2012, except that one transaction for each of Mr. David Wentz and Mr. Daniel Macuga was reported late on Form 4, and four transactions for Dr. Myron Wentz were reported late on Form 4.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Policies and Procedures Regarding Related Party Transactions

In the ordinary course of business, USANA may engage in transactions which have the potential to create actual or perceived conflicts of interest between USANA and its directors and officers or their immediate family members. The Audit Committee charter requires that the Audit Committee review and approve any related party transaction or, in the alternative, that it notify and request action on the related party transaction by the full board of directors. While USANA has not adopted formal written procedures for reviewing such transactions, in deciding whether to approve a related party transaction, the Audit Committee may consider, among other things, the following factors:

- information regarding the goods or services that are proposed to be provided, or that are being provided, by or to the related party;
- the nature of the transaction and the costs to be incurred by USANA;
- an analysis of the costs and benefits that are associated with the transaction and a comparison of alternative goods or services that are available to USANA from unrelated parties;
- an analysis of the significance of the transaction to USANA;
- whether the transaction would be in the ordinary course of USANA's business;
- whether the transaction is on terms that are comparable to those that could be obtained in an arm's-length dealing with an unrelated third party; and
- whether the transaction could result in an independent director no longer being considered to be independent under the NYSE rules.

After considering these and other relevant factors, the Audit Committee either (1) approves or disapproves the related party transaction, or (2) requests that the full Board of Directors consider the matter. The Audit Committee will not approve any related party transaction which is not on terms that it believes are both fair and reasonable to USANA.

Related Party Transaction

The Company's Founder and Chairman of the Board, Myron W. Wentz, PhD is the sole beneficial owner of Gull Holdings, Ltd., which is the largest shareholder of the Company. Gull Holdings, Ltd.

owned 48.1% of the Company's issued and outstanding shares as of January 1, 2013. Dr. Wentz devotes much of his personal time, expertise, and resources to a number of business and professional activities outside of USANA. The most significant of these is the Sanoviv Medical Institute, which is a unique, fully integrated health and wellness center located near Rosarito, Mexico that Dr. Wentz founded 1998. Dr. Wentz's private entity, Sanoviv S.A. DE C.V. ("Sanoviv"), contracts with Medicis, S.C. ("Medicis"), an entity that is owned and operated independently of Dr. Wentz, to conduct the operations of the Sanoviv Medical Institute. Sanoviv leases the medical building to Medicis and Medicis carries out all of the operations of the medical institute, which include employing all of the medical and healthcare professionals who provide services at the medical institute. The Medicis medical and healthcare professionals possess expertise in the fields of human health, digestive health, nutritional medicine, lifestyle medicine and other medical fields that are important to USANA.

In 2012, Medicis performed a variety of contract research services on behalf of USANA, which included: (i) research and development of novel product formulations for future development and production by USANA; and (ii) research and development of improvements in existing USANA product formulations. In addition to providing contract research services, Medicis provided physicians and other medical staff to speak at USANA Associate events during 2012. Finally, in 2012, Medicis performed heath assessments and physical examinations for the Company's Executives. In exchange for these services, USANA paid Medicis approximately $326,000 during 2012. The Company's agreements with Medicis were approved by the Audit Committee in advance of the Company's entry into the agreements. USANA's collaboration with Medicis is terminable at will by USANA at anytime, without any continuing commitment by USANA.

OTHER MATTERS

Shareholder Proposals. As of the date of this Proxy Statement, the Board of Directors does not intend to present, and has not been informed that any other person intends to present, any matter for action at the Annual Meeting, other than as set forth herein and in the Notice of Annual Meeting. If any other matter properly comes before the meeting, it is intended that the holders of proxies will act in accordance with their best judgment on these matters. Shareholders who intend to present proposals at the 2014 Annual Meeting under SEC Rule 14a-8 must ensure that such proposals are received by the Secretary of the Company not later than November 25, 2012. Such proposals must meet the requirements of the SEC to be eligible for inclusion in the Company's 2013 proxy materials.

Solicitation of Proxies. The accompanying proxy is solicited on behalf of the Board of Directors. In addition to the solicitation of proxies by mail, certain of the officers and employees of the Company, without extra compensation, may solicit proxies personally or by telephone and, if deemed necessary, third party solicitation agents may be engaged by the Company to solicit proxies by means of telephone, facsimile or telegram, although no such third party has been engaged by the Company, as of the date hereof.

"Householding" of Proxy Materials. The SEC permits companies and intermediaries (e.g. brokers) to satisfy the delivery requirements for proxy statements (and related documents) with respect to two or more shareholders sharing the same address by delivering a single proxy statement (and related documents) addressed to those shareholders. This process, which is commonly referred to as "householding," potentially means extra convenience for shareholders and cost savings to companies.

A number of brokers with account holders who are shareholders will be "householding" our proxy materials. As indicated in the notice previously provided by these brokers to shareholders, a single proxy statement (and related documents) will be delivered to multiple shareholders sharing an address unless contrary instructions have been received from an affected shareholder or shareholders. Once you have received notice from your broker or USANA that they will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until USANA or USANA's transfer agent receives contrary instructions from an affected shareholder or shareholders.

Shareholders who currently receive multiple copies of this Proxy Statement (and related documents) at their address and would like to request "householding" of their communications should contact their broker or, if a shareholder is a registered holder of shares of common stock, he or she should submit a written request to American Stock Transfer & Trust Company, our transfer agent, at 6201 Fifteenth Ave, 3rd Floor, Brooklyn, New York 11219. Shareholders who are now "householding" their communications, but who wish to receive separate Proxy Statements (and related documents) in the future may also notify American Stock Transfer & Trust Company. We will promptly deliver, upon written or oral request, a separate copy of the Proxy Statement (and related documents) at a shared address to which a single copy was delivered.

ANNUAL REPORT

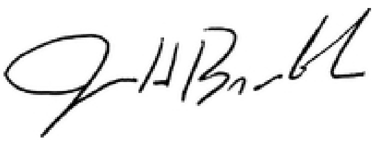
We will mail a copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2012, as filed with the SEC, to each shareholder of record at March 1, 2013. The report on Form 10-K is not deemed a part of the proxy soliciting material for the Annual Meeting.

Notwithstanding any general language that may be to the contrary in any document filed with the SEC, the information in this Proxy Statement under the captions "Audit Committee Report" and "Compensation Committee Report" shall not be incorporated by reference into any document filed with the SEC.

FURTHER INFORMATION

Additional copies of the Company's Annual Report on Form 10-K for the year ended December 29, 2012 (including financial statements and financial statement schedules) that has been filed with the SEC may be obtained without charge by writing to USANA, Attention: Investor Relations, 3838 West Parkway Blvd., Salt Lake City, Utah 84120-6336. The reports and other filings of USANA, including this Proxy Statement, also may be obtained from the SEC's on-line database, located at www.sec.gov.

By Order of the Board of Directors,



James H. Bramble, *Corporate Secretary*

Date: March 22, 2013

USANA HEALTH SCIENCES, INC.
ATTN: Joshua Foukas
3838 W. PARKWAY BLVD.
WEST VALLEY CITY, UT 84120

VOTE BY INTERNET - www.proxyvote.com
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

Electronic Delivery of Future PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

The Board of Directors recommends you vote FOR the following:

	For All	Withhold All	For All Except
1. Election of Directors **Nominees**	☐	☐	☐

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

01 Robert Anciaux 02 Gilbert A. Fuller 03 Jerry G. McClain 04 Ronald S. Poelman 05 Myron W. Wentz, Ph.D.

The Board of Directors recommends you vote FOR the following proposal:

	For	Against	Abstain
2 To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accountant for the fiscal year 2013.	☐	☐	☐

NOTE: To consider and act upon such other business as may properly come before the meeting or at any postponement or adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Annual Report, Notice & Proxy Statement is/are available at www.proxyvote.com .

USANA HEALTH SCIENCES, INC.
Annual Meeting of Shareholders
April 24, 2013 11:00 AM
This proxy is solicited by the Board of Directors

The shareholder executing and delivering this Proxy hereby appoints David A. Wentz and Paul A. Jones and each of them as Proxies, with full power of substitution, and hereby authorizes them to represent and vote, as designated below, all shares of common stock of the Company held of record by the undersigned as of March 1, 2013, at the Annual Meeting of Shareholders of USANA Health Sciences, Inc., to be held at the Corporate headquarters, 3838 West Parkway Blvd., Salt Lake City, Utah 84120, on Wednesday, April 24, 2013, at 11:00 a.m., Mountain Daylight Time, or at any adjournment thereof. This Proxy is given in accordance with the instructions indicated and carries discretionary authority related to any and all other matters that may come before the meeting and any adjournments thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted **in accordance with the Board of Directors' recommendations.**

PLEASE SIGN EXACTLY AS THE SHARES ARE ISSUED. WHEN CO-TENANTS HOLD SHARES, BOTH SHOULD SIGN. WHEN SIGNING AS ATTORNEY, AS EXECUTOR, ADMINISTRATOR, TRUSTEE OR GUARDIAN, PLEASE GIVE FULL TITLE AS SUCH. IF A CORPORATION, PLEASE SIGN IN FULL CORPORATE NAME BY PRESIDENT OR OTHER AUTHORIZED OFFICER. IF A PARTNERSHIP, PLEASE SIGN IN PARTNERSHIP NAME BY AUTHORIZED PERSON. PLEASE DATE, SIGN AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

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Continued and to be signed on reverse side