

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):
January 22, 2009

USANA HEALTH SCIENCES, INC.

(Exact name of registrant as specified in its charter)

Utah

(State or other jurisdiction of incorporation)

0-21116

(Commission File No.)

87-0500306

(IRS Employer Identification
Number)

3838 West Parkway Boulevard
Salt Lake City, Utah 84120
(Address of principal executive offices, Zip Code)

Registrant's telephone number, including area code: (801) 954-7100

Former name or former address, if changed since last report: Not Applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On January 22, 2009, USANA Health Sciences, Inc. issued a press release disclosing material nonpublic information regarding its preliminary financial results for its fourth quarter ending January 3, 2009. The release also announced that executives of the company would discuss these results with investors on a conference call broadcast over the World Wide Web and by telephone and provided access information, date and time for the conference call. A copy of the press release is furnished herewith as Exhibit 99 to this Current Report on Form 8-K and is incorporated herein by reference. The company will also post this document on its corporate website, www.usanahealthsciences.com.

The information in this Current Report is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended. The furnishing of the information in this Current Report is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information this Current Report contains is material investor information that is not otherwise publicly available.

Item 8.01 Other Events.

On January 19, 2009, USANA Health Sciences, Inc. announced that it has commenced operations in the Philippines, the 14th market where independent Associates sell the company’s products. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K. The company will also post this document on its corporate website, www.usanahealthsciences.com.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99 Press release issued by USANA Health Sciences, Inc. dated January 22, 2009 (furnished herewith).

Exhibit 99.1 Press release issued by USANA Health Sciences, Inc. dated January 19, 2009 (furnished herewith).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

USANA HEALTH SCIENCES, INC.

By:/s/ Jeffrey Yates
Jeffrey Yates, Chief Financial Officer

Date: January 22, 2009

USANA Health Sciences Announces Preliminary Fourth Quarter and Full Year 2008 Financial Results***- Conference Call Scheduled Today at 11:00 a.m. EST -***

SALT LAKE CITY--(BUSINESS WIRE)--January 22, 2009--USANA Health Sciences, Inc. (NASDAQ: USNA) today provided preliminary financial results for its fourth quarter and year ended January 3, 2009. For the fourth quarter of 2008, the company expects net sales to be approximately \$111 million and earnings per share, before one-time adjustments, to be approximately \$0.56. After one-time adjustments, the company anticipates earnings per share for the quarter of approximately \$0.16. For the full-year of 2008, the company expects net sales to be approximately \$429 million, its sixth consecutive year of record sales. Earnings per share for 2008 are expected to be approximately \$1.72, including one-time adjustments.

Dramatic changes in currencies during the fourth quarter, driven by the strengthening US dollar, reduced net sales by roughly \$9 million. Excluding these currency changes, net sales would have been approximately \$120 million, which is at the top-end of USANA's previously issued guidance and also in-line with management's expectations.

In the fourth quarter the company had significant growth in the number of active Associates, increasing to 198,000 or 12.5% from one year ago and 7.6% from the third quarter of 2008.

Dave Wentz, chief executive officer of USANA Health Sciences said, "We are pleased to see record net sales in the fourth quarter, particularly in light of the current economic climate. The fundamental drivers of our business continue to gain traction. We believe the increase in Associates is a clear indicator that our 2008 compensation plan enhancements are indeed working. Additionally, we are encouraged by the enthusiastic response of our Associates to the opening of operations in the Philippines. We remain focused on our key business drivers for long-term success."

The effect of a much stronger US dollar lowered earnings per share in the fourth quarter of 2008. Earnings per share were also reduced by \$0.40 due to the following one-time adjustments:

- An unanticipated arbitration award against the Company for approximately \$7 million for wrongful termination of a former USANA distributor; and
- Tax adjustments of approximately \$1.8 million, resulting from an Internal Revenue Service (“IRS”) audit of the years 2003 through 2006. The impact on cash due to these potential tax adjustments is estimated to be \$10 million.

The company and its Audit Committee are performing a comprehensive review of the effect of these tax adjustments on the current and prior year periods. In consultation with external advisors, the Audit Committee is evaluating the appropriate accounting treatment of these adjustments, including the potential amendment of the company’s previously filed Forms 10-K and 10-Q and related financial statements. The company believes that these potential adjustments would not materially affect historical net income or earnings per share, but may materially affect the balance sheet. The preliminary financial results provided in this release are based on the information that is currently available to the company and are reasonable estimates of what the company believes will be its final operating results for the periods indicated, including the potential amendment noted above.

Jeff Yates, vice president and chief financial officer of USANA Health Sciences said, “We are disappointed with both the arbitration award against the Company and the adverse tax adjustment resulting from the IRS audit. We are evaluating all available legal options and will proceed in the manner that is in the best interest of our business and our stakeholders.”

USANA management has scheduled a conference call today at 11:00 a.m. EST to discuss this announcement. You can access the call by dialing 800-866-5043. The call will also be broadcast live via Webcast and can be accessed directly from our Web site: www.usanahealthsciences.com. A replay will be available shortly following the call.

About USANA

USANA develops and manufactures high quality nutritionals, personal care, and weight management products that are sold directly to Preferred Customers and Associates throughout the United States, Canada, Australia, New Zealand, Hong Kong, Japan, Taiwan, South Korea, Singapore, Mexico, Malaysia, Philippines, the Netherlands, and the United Kingdom. More information on USANA can be found at <http://www.usanahealthsciences.com>.

Safe Harbor

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act. Actual results could differ materially from those projected in these forward-looking statements, which involve a number of risks and uncertainties, including reliance upon our network of independent Associates, the governmental regulation of our products, manufacturing and marketing risks, and risks associated with our international expansion. The contents of this release should be considered in conjunction with the risk factors, warnings, and cautionary statements that are contained in our most recent filings with the Securities and Exchange Commission.

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or

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USANA Health Sciences Opens in the Philippines

SALT LAKE CITY--(BUSINESS WIRE)--January 19, 2009--USANA Health Sciences, Inc. (NASDAQ: USNA) today began operations in the Philippines, the 14th market where independent Associates sell USANA's high quality nutritional supplements.

According to the Direct Selling Association of the Philippines, annual direct selling revenues in the country total about \$500 million. As one of the 25 largest markets globally for direct sales, the Philippines offers USANA a significant direct selling opportunity.

"During these tough economic times, USANA is fortunate to be able to continue its international growth," said USANA CEO Dave Wentz. "We believe the Philippines will be another strong market for our company. For many USANA Associates, entering the Philippines provides them with a great opportunity to build their business in a market where they already have strong ties."

For more information about USANA's products and opportunity, visit www.usana.com.

About USANA

USANA Health Sciences develops and manufactures high-quality nutritionals, personal care, and weight management products that are sold directly to Preferred Customers and Associates throughout the United States, Canada, Australia, New Zealand, Hong Kong, Japan, Taiwan, South Korea, Singapore, Malaysia, the Philippines, Mexico, the Netherlands and the United Kingdom.

CONTACT:

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