

**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):  
July 27, 2010

**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

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))
-

**Item 2.02 Results of Operations and Financial Condition.**

On July 27, 2010, USANA Health Sciences, Inc. issued a press release announcing its financial results for the second quarter and six months ended July 3, 2010. 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](http://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 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99 Press release issued by USANA Health Sciences, Inc. dated July 27, 2010 (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 A. Yates  
Jeffrey A. Yates, Chief Financial Officer

Date: July 27, 2010

## USANA Health Sciences Announces Record Second Quarter 2010 Financial Results

- *Net sales increased by 12.4% to a record \$126.0 million*
- *Earnings per share increased by 21.1% to a record \$0.69*
- *Company raises outlook for 2010*

SALT LAKE CITY--(BUSINESS WIRE)--July 27, 2010--USANA Health Sciences, Inc. (NASDAQ: USNA) today announced record financial results for its fiscal second quarter ended July 3, 2010.

### Financial Performance

Net sales in the second quarter of 2010 improved 12.4% to \$126.0 million, compared with \$112.1 million in the second quarter of the prior year. This increase was due to an overall increase in product sales, driven primarily by a 5% increase in the number of active Associates, which is the result of continued growth in the Asia Pacific region. Additionally, favorable changes in currency exchange rates accounted for \$5.2 million of the increase in net sales for the second quarter of 2010.

Net earnings in the second quarter of 2010 increased 22.5% to \$10.8 million, or \$0.69 per share, compared with \$8.8 million, or \$0.57 per share, in the second quarter of the prior year. This year-over-year increase resulted from higher net sales and improved gross profit margins. These improvements, however, were partially offset by higher Associate incentives expenses and higher selling, general and administrative expenses.

---

For the six months ended July 3, 2010, net sales increased by 17.1% to \$245.1 million, compared with \$209.4 million for the first six months of the prior year. This growth in sales was due to an overall increase in product sales, driven again by a higher average number of active Associates. Additionally, favorable changes in currency exchange rates accounted for \$13.9 million of the increase in net sales for the first six months of 2010. Net earnings for the first six months of 2010 increased by 32.2% to \$20.4 million, or \$1.31 per diluted share, compared with net earnings of \$15.4 million, or \$1.00 per diluted share, for the first six months of the prior year. This increase in net earnings during the period resulted from higher net sales, improved gross profit margins, and lower relative selling, general and administrative expenses, which were partially offset by higher Associate incentives expenses.

### **Regional Results**

During the second quarter of 2010, net sales in the North America region decreased by 1.0% to \$62.1 million, compared with the second quarter of the prior year. Net sales in North America benefited by \$2.4 million from changes in currency exchange rates in Canada and Mexico. Active Associates in the North America region decreased by 10.4% compared with the second quarter of the prior year. Importantly, on a sequential quarter basis, active Associates increased by 1.1% and sales increased by 2.6% in this region.

Net sales in the Asia Pacific region for the second quarter of 2010 increased by 29.5% to \$63.9 million, compared with the second quarter of the prior year. This improvement was mainly due to an overall increase in product sales, driven by 22.3% growth in the number of active Associates. This increase in the number of active Associates was primarily the result of double-digit growth in Hong Kong.

“Although our results in North America were down slightly over last year, we are pleased to see consecutive quarter improvements in this region in both sales and active Associates,” said Dave Wentz, chief executive officer. “The success of our Asia Pacific region continues to drive our top-line growth. This success was highlighted this quarter by our Asia Pacific convention held in May in Hong Kong, which was our largest ever Associate-attended event. At this event, we introduced several new region-specific products that contributed to record convention sales of \$2.8 million. Highlighting this convention was the announcement of our intention to open business in China. We believe that now is the right time for USANA to make the necessary investments for entry into this large and growing market.”

---

## **Outlook**

Jeff Yates, chief financial officer, said, "I am pleased with our strong second quarter operating results which were better than we expected, particularly the 160 basis-point improvement we made to our operating margin. While the Asia Pacific convention in May added about \$1.6 million in SG&A spending, this was more than offset by the significant improvement to our gross margin. In light of our strong second quarter operating results, we are raising our financial guidance for 2010. We now project consolidated net sales to be between \$488 million and \$495 million and earnings per share to be between \$2.73 and \$2.80."

## **Conference Call**

USANA will hold a conference call and webcast to discuss this announcement with investors on Wednesday, July 28, 2010 at 11:00AM Eastern Time. **Investors may listen to the call by accessing USANA's website at <http://www.usanahealthsciences.com>.**

## **About USANA**

USANA develops and manufactures high quality nutritional, personal care, and weight management products that are sold directly to Associates and Preferred Customers throughout the United States, Canada, Australia, New Zealand, Hong Kong, Japan, Taiwan, South Korea, Singapore, Mexico, Malaysia, the 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. Our actual results could differ materially from those projected in these forward-looking statements, which involve a number of risks and uncertainties, including global economic conditions generally, reliance upon our network of independent Associates, the governmental regulation of our products, manufacturing and marketing risks, adverse publicity 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.

---

**USANA Health Sciences, Inc.**  
**Consolidated Statements of Earnings**  
(In thousands, except per share data)  
(Unaudited)

	Quarter Ended	
	4-Jul-09	3-Jul-10
Net sales	\$ 112,093	\$ 126,011
Cost of sales	23,753	22,735
<b>Gross profit</b>	<b>88,340</b>	<b>103,276</b>
Operating expenses		
Associate incentives	50,321	57,065
Selling, general and administrative	24,719	29,149
<b>Earnings from operations</b>	<b>13,300</b>	<b>17,062</b>
Other income (expense)	125	(587)
<b>Earnings before income taxes</b>	<b>13,425</b>	<b>16,475</b>
Income taxes	4,634	5,705
<b>NET EARNINGS</b>	<b>\$ 8,791</b>	<b>\$ 10,770</b>
Earnings per share - diluted	<u>\$ 0.57</u>	<u>\$ 0.69</u>
Weighted average shares outstanding - diluted	<u>15,385</u>	<u>15,697</u>

**USANA Health Sciences, Inc.**  
**Consolidated Balance Sheets**  
(In thousands)

	As of	As of
	2-Jan-10	3-Jul-10 (Unaudited)
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 13,658	\$ 28,427
Inventories	25,761	30,789
Other current assets	12,507	11,910
<b>Total current assets</b>	<b>51,926</b>	<b>71,126</b>
Property and equipment, net	57,241	56,035
Goodwill	5,690	5,690
Other assets	8,581	10,821
<b>Total assets</b>	<b>\$ 123,438</b>	<b>\$ 143,672</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable	\$ 5,810	\$ 7,121
Other current liabilities	34,668	36,523
<b>Total current liabilities</b>	<b>40,478</b>	<b>43,644</b>
Line of credit	7,000	-
Other long-term liabilities	1,587	1,470
Stockholders' equity	74,373	98,558
<b>Total liabilities and stockholders' equity</b>	<b>\$ 123,438</b>	<b>\$ 143,672</b>

USANA Health Sciences, Inc.

Sales by Region

(Unaudited)

(In thousands)

<u>Region</u>	Quarter Ended			
	4-Jul-09		3-Jul-10	
North America				
United States	\$ 39,908	35.6%	\$ 37,992	30.1%
Canada	16,454	14.7%	18,373	14.6%
Mexico	6,379	5.7%	5,748	4.6%
North America Total	62,741	56.0%	62,113	49.3%
Asia Pacific				
Southeast Asia/Pacific	24,518	21.9%	23,968	19.0%
East Asia	19,649	17.5%	34,437	27.3%
North Asia	5,185	4.6%	5,493	4.4%
Asia Pacific Total	49,352	44.0%	63,898	50.7%
Consolidated	\$ 112,093	100.0%	\$ 126,011	100.0%

Active Associates by Region <sup>(1)</sup>

(Unaudited)

<u>Region</u>	As of			
	4-Jul-09		3-Jul-10	
North America				
United States	65,000	32.5%	57,000	27.1%
Canada	26,000	13.0%	26,000	12.4%
Mexico	15,000	7.5%	12,000	5.7%
North America Total	106,000	53.0%	95,000	45.2%
Asia Pacific				
Southeast Asia/Pacific	46,000	23.0%	44,000	21.0%
East Asia	40,000	20.0%	63,000	30.0%
North Asia	8,000	4.0%	8,000	3.8%
Asia Pacific Total	94,000	47.0%	115,000	54.8%
Total	200,000	100.0%	210,000	100.0%

(1) Associates are independent distributors of our products who also purchase our products for their personal use. We only count as active those Associates who have purchased product from USANA at any time during the most recent three-month period, either for personal use or for resale.

Active Preferred Customers by Region <sup>(2)</sup>

(Unaudited)

<u>Region</u>	As of			
	4-Jul-09		3-Jul-10	
North America				
United States	42,000	60.9%	39,000	59.1%



Canada	15,000	21.7%	15,000	22.7%
Mexico	<u>3,000</u>	<u>4.3%</u>	<u>3,000</u>	<u>4.6%</u>
North America Total	60,000	86.9%	57,000	86.4%
Asia Pacific				
Southeast Asia/Pacific	7,000	10.1%	6,000	9.1%
East Asia	1,000	1.5%	2,000	3.0%
North Asia	<u>1,000</u>	<u>1.5%</u>	<u>1,000</u>	<u>1.5%</u>
Asia Pacific Total	9,000	13.1%	9,000	13.6%
Total	<u><u>69,000</u></u>	<u><u>100.0%</u></u>	<u><u>66,000</u></u>	<u><u>100.0%</u></u>

(2) Preferred Customers purchase our products strictly for their personal use and are not permitted to resell or to distribute the products. We only count as active those Preferred Customers who have purchased product from USANA at any time during the most recent three-month period.

CONTACT:

USANA Health Sciences, Inc., Salt Lake City

Investors contact:

Patrique Richards

Investor Relations

801-954-7961

[investor.relations@us.usana.com](mailto:investor.relations@us.usana.com)

Media contact:

Dan Macuga

Public Relations

801-954-7280