

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

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of Earliest Event Reported):  
April 26, 2011

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

On April 26, 2011, USANA Health Sciences, Inc. issued a press release announcing its financial results for the first quarter ended April 2, 2011. 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 April 26, 2011 (furnished herewith).

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## 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: April 26, 2011

## USANA Health Sciences Announces First Quarter 2011 Financial Results

- *Net sales increase by 20.6% to \$143.6 million*
- *Earnings per share increase by 12.9% to \$0.70*

SALT LAKE CITY--(BUSINESS WIRE)--April 26, 2011--USANA Health Sciences, Inc. (NYSE: USNA) today announced financial results for its fiscal first quarter ended April 2, 2011.

### Financial Performance

Net sales in the first quarter of 2011 increased by 20.6% to \$143.6 million, compared with \$119.1 million in the first quarter of the prior year. This growth was due to higher product sales and an increased number of active Associates driven by the Company's BabyCare subsidiary in China. BabyCare in the first quarter added \$5.7 million in sales and 11,000 Associates. Additionally, favorable changes in currency exchange rates added \$4.2 million in sales.

Net earnings in the first quarter increased by 17.7% to \$11.4 million, or \$0.70 per share, compared with \$0.62 per share in the first quarter of the prior year. This increase resulted from improved gross profit margins and lower relative Associate incentive expenses. Earnings per share gains, however, were partially offset by higher selling, general and administrative expenses and an increased number of diluted shares outstanding.

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## Regional Results

Net sales in the Asia Pacific region for the first quarter of 2011 increased by 42.6% to \$83.5 million, compared with the first quarter of the prior year. This improvement was primarily due to strong growth in Hong Kong, the Philippines, South Korea and the addition of BabyCare. In the first quarter, the number of active Associates in this region increased by 18.2%, which was primarily the result of growth in Hong Kong and the Philippines, as well as the inclusion of 11,000 BabyCare Associates.

Chief Executive Officer, Dave Wentz said, "We held our annual Asia Pacific Convention in Hong Kong during the first quarter, where a record 7,800 USANA Associates attended to receive training and to learn about new regional products and incentive programs. Sales at this event, which was held during the second quarter last year, added \$3 million dollars to the region. Most importantly, this event provided us with an opportunity to update our Associates on the integration of BabyCare. Another exciting announcement at this event was the introduction of our first phase of USANA-branded products through BabyCare. We plan to introduce additional products into that market as we receive the required regulatory approvals. Integrating and growing our China market will continue to be our most significant business objective for 2011."

During the first quarter of 2011, net sales in the North America region decreased by 0.8% to \$60.0 million, compared with the first quarter of the prior year. The number of Active Associates in the North America region declined by 11.7%, compared with the first quarter of the prior year.

"Economic conditions in North America continue to present a challenging business environment for USANA, as well as for many other businesses in the direct selling industry," Wentz continued. "Although sales in this region have been flat during this economic recession, we continue to believe that North America is crucial to the long-term success of USANA. In an effort to improve our North America results, we have increased our brand awareness efforts, which we believe will make it easier for Associates to introduce our products and business opportunity."

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## **Outlook**

Today we are reiterating financial guidance for 2011. We continue to project consolidated net sales to be between \$530 million and \$550 million and earnings per share to be between \$2.85 and \$2.95.

“Our first quarter financial results were consistent with our expectations,” said Jeff Yates, Chief Financial Officer. “Beginning in the second quarter, we will implement certain strategic changes in Hong Kong, which are intended to promote growth in BabyCare’s business in China. As we focus our efforts to grow China, we anticipate that sales in Hong Kong will decline. Our estimates suggest that we will begin to see meaningful growth in China by the end of 2011 as we introduce additional USANA products into that market and as our Associate leaders become more familiar with BabyCare. We continue to believe that China remains USANA’s most significant and imminent growth opportunity.”

## **Conference Call**

USANA will hold a conference call and webcast to discuss this announcement with investors on Wednesday, April 27, 2011 at 11:00 a.m. 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. Additionally, USANA’s wholly owned subsidiary, BabyCare, Ltd., operates a direct selling business in China. More information on USANA can be found at <http://www.usanahealthsciences.com>.

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**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.

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

	<b>Quarter Ended</b>	
	<b>3-Apr-10</b>	<b>2-Apr-11</b>
Net sales	\$ 119,087	\$ 143,566
Cost of sales	23,020	25,662
<b>Gross profit</b>	<b>96,067</b>	<b>117,904</b>
Operating expenses		
Associate incentives	54,118	64,807
Selling, general and administrative	27,458	35,870
<b>Earnings from operations</b>	<b>14,491</b>	<b>17,227</b>
Other income	339	101
<b>Earnings before income taxes</b>	<b>14,830</b>	<b>17,328</b>
Income taxes	5,189	5,978
<b>NET EARNINGS</b>	<b>\$ 9,641</b>	<b>\$ 11,350</b>
Earnings per share - diluted	\$ 0.62	\$ 0.70
Weighted average shares outstanding - diluted	15,513	16,217

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

	<b>As of</b>	<b>As of</b>
	<b>1-Jan-11</b>	<b>2-Apr-11</b>
		(Unaudited)
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 24,222	\$ 32,718
Inventories	34,078	33,790
Other current assets	21,972	17,201
<b>Total current assets</b>	<b>80,272</b>	<b>83,709</b>
Property and equipment, net	57,568	56,800
Goodwill	16,930	16,930
Other assets	49,032	49,420
<b>Total assets</b>	<b>\$ 203,802</b>	<b>\$ 206,859</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable	\$ 6,445	\$ 7,930
Other current liabilities	51,179	46,376
<b>Total current liabilities</b>	<b>57,624</b>	<b>54,306</b>
Other long-term liabilities	1,012	972
Stockholders' equity	145,166	151,581
<b>Total liabilities and stockholders' equity</b>	<b>\$ 203,802</b>	<b>\$ 206,859</b>



**USANA Health Sciences, Inc.**

**Sales by Region**

(Unaudited)

(In thousands)

<b>Region</b>	<b>Quarter Ended</b>			
	<b>3-Apr-10</b>		<b>2-Apr-11</b>	
North America				
United States	\$ 37,606	31.6%	\$ 37,036	25.8%
Canada	17,560	14.7%	17,327	12.1%
Mexico	5,354	4.5%	5,658	3.9%
North America Total	60,520	50.8%	60,021	41.8%
Asia Pacific				
Southeast Asia/Pacific	24,533	20.6%	24,694	17.2%
Greater China	28,263	23.7%	52,111	36.3%
North Asia	5,771	4.9%	6,740	4.7%
Asia Pacific Total	58,567	49.2%	83,545	58.2%
Consolidated	\$ 119,087	100.0%	\$ 143,566	100.0%

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

(Unaudited)

<b>Region</b>	<b>As of</b>			
	<b>3-Apr-10</b>		<b>2-Apr-11</b>	
North America				
United States	56,000	27.5%	49,000	23.0%
Canada	25,000	12.2%	24,000	11.3%
Mexico	13,000	6.4%	10,000	4.7%
North America Total	94,000	46.1%	83,000	39.0%
Asia Pacific				
Southeast Asia/Pacific	44,000	21.6%	40,000	18.8%
Greater China	57,000	27.9%	82,000	38.5%
North Asia	9,000	4.4%	8,000	3.7%
Asia Pacific Total	110,000	53.9%	130,000	61.0%
Total	204,000	100.0%	213,000	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 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)

<b>Region</b>	<b>As of</b>			
	<b>3-Apr-10</b>		<b>2-Apr-11</b>	

North America				
United States	39,000	60.0%	38,000	54.3%
Canada	15,000	23.1%	14,000	20.0%
Mexico	3,000	4.7%	3,000	4.3%
North America Total	57,000	87.8%	55,000	78.6%
Asia Pacific				
Southeast Asia/Pacific	6,000	9.2%	6,000	8.6%
Greater China	1,000	1.5%	8,000	11.4%
North Asia	1,000	1.5%	1,000	1.4%
Asia Pacific Total	8,000	12.2%	15,000	21.4%
Total	65,000	100.0%	70,000	100.0%

(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 at any time during the most recent three-month period.

CONTACT:

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