

**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):  
November 3, 2015

**USANA HEALTH SCIENCES, INC.**

(Exact name of registrant as specified in its charter)

Utah  
(State or other jurisdiction of incorporation)

001-35024  
(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 November 3, 2015, USANA Health Sciences, Inc. issued a press release announcing its financial results for the third quarter and nine months ended October 3, 2015. The release also announced that the Company will post a document titled "Management Commentary, Results and Outlook" on the Company's website and that executives of the company would hold a conference call with investors, to be broadcast over the World Wide Web and by telephone and provided access information, date and time for the conference call. The Company noted that the call will consist of brief remarks by the Company's management team, before moving directly into questions and answers. A copy of the press release, and the Management Commentary, Results and Outlook, are furnished herewith as Exhibits to this Current Report on Form 8-K and are incorporated herein by reference. These documents will be posted on the Company's 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 99.1 Press release issued by USANA Health Sciences, Inc. dated November 3, 2015 (furnished herewith).

Exhibit 99.2 Management Commentary, Results and Outlook provided by USANA Health Sciences, Inc. dated November 3, 2015 (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/ Paul A. Jones

Paul A. Jones, Chief Financial Officer

Date: November 3, 2015

**USANA Health Sciences Reports Net Sales of \$233.3 Million; 31% Increase in EPS for Third Quarter 2015**

- *Third quarter net sales increased 21.5% to \$233.3 million*
- *Third quarter EPS increased 30.6% to \$1.92*
- *Number of active Associates increased 39.2% to 405,000*
- *Company increases EPS outlook for 2015*

SALT LAKE CITY--(BUSINESS WIRE)--November 3, 2015--USANA Health Sciences, Inc. (NYSE: USNA) today announced record financial results for its fiscal third quarter ended October 3, 2015.

**Financial Performance**

For the third quarter of 2015, net sales increased to \$233.3 million, up 21.5% compared with \$191.9 million in the prior-year period. The increase in net sales was driven by 39.2% growth in the number of active Associates and 15.6% growth in the number of Preferred Customers. Fluctuations in currency exchange rates negatively impacted net sales by \$18.3 million year-over-year and \$7.3 million on a sequential quarter basis. Third quarter net sales increased 31.1% year-over-year on a constant currency basis.

Net earnings for the third quarter increased by 31.3% to \$25.6 million, compared with \$19.5 million during the prior-year period. The increase in net earnings was driven by higher net sales, improved gross margins and lower relative selling, general and administrative expense, which were partially offset by higher relative Associate Incentives expense and a higher effective tax rate.

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Earnings per diluted share for the third quarter increased 30.6% to \$1.92, compared with \$1.47 in the prior year period. The increase in earnings per share was attributable to higher net earnings. Weighted average diluted shares outstanding were 13.3 million as of the end of the third quarter of 2015, and were essentially unchanged compared with the prior-year period. During the third quarter of 2015, the Company did not repurchase any shares of common stock. The Company ended the third quarter with \$174.2 million in cash and cash equivalents, zero debt and \$61.2 million remaining under the current share repurchase authorization.

“We continued to see strong momentum in our business during the third quarter and achieved our fourth consecutive quarter of double-digit sales, earnings and customer growth,” said Dave Wentz, USANA’s Co-CEO. “While currency fluctuations negatively impacted our reported results, we generated strong local currency sales growth in nearly all of our markets. Our results continue to be driven by our strategies for customer growth, which is our highest priority as we seek to improve the overall health and nutrition of our customers around the world.”

#### **Regional Results**

Net sales in the Asia Pacific region increased by 29.1% to \$168.2 million, despite a negative impact of \$11.8 million due to the strengthening of the U.S. dollar. Southeast Asia Pacific incurred 65% of the total impact of currency fluctuations. Sales increased 45.5% in the Greater China region, 3.3% in the Southeast Asia Pacific region, and 16.3% in the North Asia region.

Sales growth in Greater China was driven by strong customer growth in Mainland China, while growth in Southeast Asia Pacific resulted from double-digit customer growth in nearly every market in the region. Finally, sales growth in North Asia was driven by 50% customer growth in South Korea. The number of active Associates in the Asia Pacific region increased by 51.2% year-over-year, and 2.6% sequentially.

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Net sales in the Americas/Europe region increased by 5.5% to \$65.1 million and were negatively impacted by \$6.5 million due to the strengthening of the U.S. dollar. Canada and Mexico each generated double-digit customer and local currency sales growth in the third quarter, compared with the prior year period. Both sales and customer count improved modestly in the U.S.

“Our consistent growth reflects the demand for USANA’s best-in-class products and rewarding business opportunity,” said Kevin Guest, USANA’s Co-CEO. “During the quarter, we held our annual International Convention in Salt Lake City where we celebrated the achievements of our Associates with a record number of attendees. During the fourth quarter, we will officially open Indonesia, our 20<sup>th</sup> market, and hold our China National Meeting. Mainland China continues to be a key driver of our growth and we anticipate another amazing event with record attendance.”

#### **Outlook**

The Company provided the following updated consolidated net sales and earnings per share outlook for 2015:

- Consolidated net sales between \$915 million and \$920 million, versus the previous outlook of between \$900 million and \$920 million
- Earnings per share between \$7.25 and \$7.35, versus the previous outlook of between \$6.90 and \$7.20

#### **Conference Call**

The Company has posted the “Management Commentary, Results and Outlook” document on the Company’s website ([www.usanahealthsciences.com](http://www.usanahealthsciences.com)) under the “Investor Relations” section of the site. USANA will hold a conference call and webcast to discuss today’s announcement with investors on Wednesday, November 4, 2015 at 11:00 AM Eastern Time. **Investors may listen to the call by accessing USANA’s website at <http://www.usanahealthsciences.com>.** The call will consist of brief opening remarks by the Company’s management team, before moving directly into questions and answers.

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**About USANA**

USANA develops and manufactures high-quality nutritional supplements, healthy foods and personal care products that are sold directly to Associates and Preferred Customers throughout the United States, Canada, Australia, New Zealand, Hong Kong, China, Japan, Taiwan, South Korea, Singapore, Mexico, Malaysia, the Philippines, the Netherlands, the United Kingdom, Thailand, France, Belgium and Colombia. 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.

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

	Quarter Ended		Nine Months Ended	
	27-Sep-14	3-Oct-15	27-Sep-14	3-Oct-15
Net sales	\$ 191,944	\$ 233,292	\$ 562,601	\$ 685,914
Cost of sales	34,585	41,048	103,278	119,501
<b>Gross profit</b>	<u>157,359</u>	<u>192,244</u>	<u>459,323</u>	<u>566,413</u>
Operating expenses				
Associate incentives	82,605	101,521	242,577	304,751
Selling, general and administrative	45,499	52,757	133,282	155,137
<b>Earnings from operations</b>	<u>29,255</u>	<u>37,966</u>	<u>83,464</u>	<u>106,525</u>
Other income (expense)	(297)	441	125	523
<b>Earnings before income taxes</b>	<u>28,958</u>	<u>38,407</u>	<u>83,589</u>	<u>107,048</u>
Income taxes	9,460	12,798	28,253	36,343
<b>NET EARNINGS</b>	<u>\$ 19,498</u>	<u>\$ 25,609</u>	<u>\$ 55,336</u>	<u>\$ 70,705</u>
Earnings per share - diluted	\$ 1.47	\$ 1.92	\$ 3.96	\$ 5.35
Weighted average shares outstanding - diluted	13,263	13,317	13,964	13,209

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

	As of	As of
	3-Jan-15	3-Oct-15
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 111,126	\$ 174,195
Inventories	45,248	61,580
Prepaid expenses and other current assets	34,553	34,049
<b>Total current assets</b>	<u>190,927</u>	<u>269,824</u>
Property and equipment, net	71,164	78,525
Goodwill	17,941	17,675
Intangible assets, net	40,952	39,506
Deferred income taxes	5,933	8,352
Other assets	23,667	25,046
<b>Total assets</b>	<u>\$ 350,584</u>	<u>\$ 438,928</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Accounts payable	\$ 7,779	\$ 9,498
Other current liabilities	100,926	104,967
<b>Total current liabilities</b>	<u>108,705</u>	<u>114,465</u>
Other long-term liabilities	1,114	1,044
Deferred income taxes	10,601	10,030
Stockholders' equity	230,164	313,389
<b>Total liabilities and stockholders' equity</b>	<u>\$ 350,584</u>	<u>\$ 438,928</u>



**USANA Health Sciences, Inc.**

**Sales by Region**

(Unaudited)

(In thousands)

<u>Region</u>	<u>Quarter Ended</u>				<u>Change from prior year</u>		<u>Change on constant currency basis</u>	
	<u>27-Sep-14</u>		<u>3-Oct-15</u>					
Asia Pacific								
Greater China	\$ 77,206	40.2%	\$ 112,323	48.1%	35,117	45.5%	2,638	48.9%
Southeast Asia Pacific	44,488	23.2%	45,936	19.7%	1,448	3.3%	7,735	20.6%
North Asia	<u>8,527</u>	<u>4.4%</u>	<u>9,920</u>	<u>4.3%</u>	<u>1,393</u>	<u>16.3%</u>	<u>1,444</u>	<u>33.3%</u>
Asia Pacific Total	130,221	67.8%	168,179	72.1%	37,958	29.1%	11,817	38.2%
Americas and Europe	<u>61,723</u>	<u>32.2%</u>	<u>65,113</u>	<u>27.9%</u>	<u>3,390</u>	<u>5.5%</u>	<u>6,483</u>	<u>16.0%</u>
Total	<u>\$ 191,944</u>	<u>100.0%</u>	<u>\$ 233,292</u>	<u>100.0%</u>	<u>41,348</u>	<u>21.5%</u>	<u>18,300</u>	<u>31.1%</u>

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

(Unaudited)

<u>Region</u>	<u>As of</u>			
	<u>27-Sep-14</u>		<u>3-Oct-15</u>	
Asia Pacific				
Greater China	129,000	44.3%	218,000	53.8%
Southeast Asia Pacific	70,000	24.1%	85,000	21.0%
North Asia	<u>10,000</u>	<u>3.4%</u>	<u>13,000</u>	<u>3.2%</u>
Asia Pacific Total	209,000	71.8%	316,000	78.0%
Americas and Europe	<u>82,000</u>	<u>28.2%</u>	<u>89,000</u>	<u>22.0%</u>
Total	<u>291,000</u>	<u>100.0%</u>	<u>405,000</u>	<u>100.0%</u>

(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 from us 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>	<u>As of</u>			
	<u>27-Sep-14</u>		<u>3-Oct-15</u>	
Asia Pacific				
Greater China	3,000	3.9%	4,000	4.5%
Southeast Asia Pacific	11,000	14.3%	13,000	14.6%
North Asia	<u>6,000</u>	<u>7.8%</u>	<u>9,000</u>	<u>10.1%</u>
Asia Pacific Total	20,000	26.0%	26,000	29.2%
Americas and Europe	<u>57,000</u>	<u>74.0%</u>	<u>63,000</u>	<u>70.8%</u>
Total	<u>77,000</u>	<u>100.0%</u>	<u>89,000</u>	<u>100.0%</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 from us any time during the most recent three-month period.

CONTACT:

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Investors contact:

Patrique Richards, 801-954-7961

Investor Relations

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

or

Media contact:

Dan Macuga, 801-954-7280

Public Relations

**USANA Health Sciences, Inc.****Q3 2015 Management Commentary,  
Results and Outlook**

- Third quarter net sales increased 21.5% to \$233.3
- Third quarter EPS increased by 30.6% to \$1.92
- Number of active Associates increased by 39.2%
- *Company increases EPS outlook for 2015*

**November 3, 2015****Overview**

The third quarter was another solid quarter for USANA. Net sales increased by 21.5% to \$233.3 million on a year-over-year basis. Sales growth was driven by overall Associate growth of 39.2% and Preferred Customer growth of 15.6%. Associate growth was primarily generated by our Asia Pacific region where the number of active Associates increased 51.2% year-over-year. While our Greater China region continued to drive the majority of our growth, every region generated solid sales and customer growth.

Changes in foreign currency exchange rates negatively impacted net sales by \$18.3 million year-over-year and \$7.3 million on a sequential quarter basis. On a constant currency basis, net sales increased by 31.1% year-over-year as USANA generated strong local currency sales growth in nearly every market.

Our strong sales and customer growth this quarter was the result of continued momentum in our world-wide business, which reflects the demand for USANA's best-in-class products and business opportunity. Consistent and sustained customer growth in every region around the world remains USANA's highest priority.

During the quarter, we held our annual International Convention in Salt Lake City, where a record number of our Associates gathered to celebrate their success, engage with management and receive additional training. At our convention, we also introduced USANA's new "MySmart<sub>TM</sub>Foods" line of products, which continues our philosophy and strategy of personalization. MySmart<sub>TM</sub>Foods are science-based, healthy nutrition shakes, bars, boosters and flavor optimizers. The nutrition profile of these products includes: high-quality, complete protein; clean and pure ingredients; low-glycemic impact; a beneficial macronutrient balance; gluten free; non-GMO; no trans fats; and an excellent source of fiber. We made MySmart<sub>TM</sub>Foods available to our Associates for a limited time at our convention only, as a pre-launch opportunity to purchase and try the products. We intend to officially launch MySmart<sub>TM</sub>Foods during the first half of 2016.

Turning to our income statement, net earnings for the third quarter increased by 31.3% to \$25.6 million when compared with the prior-year period. This increase can be attributed to leverage gained on higher net sales, primarily on our selling, general and administrative expense. This leverage was partially offset by higher Associate Incentives expense and a higher effective tax rate. Although Associate Incentives expense increased 50 basis points year-over-year to 43.5% of net sales, this line item decreased modestly on a sequential basis. For the full year 2015, we continue to expect Associate Incentives expenses in the range of 44.0% to 44.5% of net sales.

Earnings per share for the quarter increased by 30.6% to \$1.92. Weighted average diluted shares outstanding were 13.3 million at the end of the third quarter of 2015, and were essentially unchanged compared to the prior-year period. During the quarter, we did not repurchase any shares of common stock. \$61.2 million remains under the current share repurchase authorization as of November 3, 2015.

## Regional and Financial Results

### Asia Pacific Region | Q3 2015 Net Sales of \$168.2 million; 72.1% of Consolidated Net Sales

Net sales in Asia Pacific increased 29.1% year-over-year. The number of active Associates in the region increased 51.2% year-over-year and 2.6% sequentially. This performance was the result of double-digit growth in our active Associates in each of Greater China, Southeast Asia Pacific, and North Asia. Net sales in Asia Pacific were negatively impacted by \$11.8 million due to a strengthening U.S. dollar, with Southeast Asia Pacific bearing 65% of this currency impact.

Greater China. Net sales in Greater China increased 45.5% year-over-year due to continued growth in Mainland China. Specifically, local currency sales in Mainland China increased 93.1% year-over-year, while the number of active Associates increased 90.4%. Net sales in the region were negatively impacted by \$2.6 million due to currency fluctuations.

During the quarter we continued to make progress on the remodel of our branch locations across this market and the construction of our state-of-the-art production facility in Beijing. Construction of the facility is progressing on schedule with an anticipated opening date in early 2016.

Southeast Asia Pacific. The 3.3% net sales increase in the Southeast Asia Pacific region was driven by double-digit Associate growth in nearly every market within this region. Net sales in the region were negatively impacted by \$7.7 million due to a strengthening U.S. dollar. On a local currency basis, we saw strong sales growth in almost every market within this region. Local currency sales growth was 30.2% in Australia; 23.6% in New Zealand; 25.0% in Thailand; 24.7% in Malaysia; and 18.4% in the Philippines compared to the prior year period.

North Asia. Net sales in North Asia increased 16.3% year-over-year due to 30.0% Associate growth in the region. Net sales in the region were negatively impacted by \$1.4 million due to currency fluctuations. Our results in North Asia are attributable to the success we are seeing in South Korea, where active Associates grew 50.0% and net sales increased 23.3% (up 40.8% in local currency) year-over-year.

In the Americas and Europe region, net sales on a year-over-year basis increased 5.5%, while the number of active Associates increased 8.5%. Sales were negatively impacted by \$6.5 million due to a strengthening U.S. dollar. We generated double-digit sales growth on a constant currency basis in most markets within the region. In particular, Canada and Mexico generated local currency sales growth of 26.1% and 24.0% respectively on a year-over-year basis. The number of active Associates increased 12.0% in Canada and 20.0% in Mexico. Notably, net sales in the U.S. also increased by 6.5% where Associates growth increased by 2.6%.

**Balance Sheet**

We ended the third quarter with \$174.2 million in cash and cash equivalents, zero debt, and \$155.4 million in net working capital. Inventory totaled \$61.6 million at quarter's end, a 36.1% increase since year-end 2014. Inventory turns remain in line with historical levels with the majority of the increase directly attributable to a build in inventory levels in China ahead of our anticipated move to our new Beijing facility in early 2016.

**Quarterly Income Statement Discussion**

Gross margins improved 40 basis points year-over-year, due in large part to changes in our market sales mix, and from modest price increases introduced during the first half of the year. These improvements were largely offset by the negative impact of a strengthening U.S. dollar.

Associate incentives expense for the quarter increased 50 basis points year-over-year to 43.5% of net sales. The increase in Associate Incentives expense as a percentage of net sales was due primarily to higher spending on market specific incentive programs. Going forward, we will continue to offer market-specific incentives and promotions to incent long-term customer growth.

Selling, general and administrative expense was 22.6% of net sales, a decrease of 110 basis points compared to the prior year period. The decrease in selling, general and administrative expenses as a percentage of net sales was due primarily to leverage gained on higher sales. Fluctuations in currency exchange rates negatively impacted SG&A by 60 basis points, on a comparative basis. On an absolute basis, SG&A increased due to expenses related to our growth in China, along with investments in infrastructure, brand recognition, and product innovation.

#### **Outlook**

During the fourth quarter, we are looking forward to hosting our annual China National Meeting in Beijing. We are once again expecting record attendance as Associates from Mainland China come together to celebrate their success, receive recognition for their achievements and receive additional training. This event continues to be an excellent platform to ensure that the vision and goals of the Company are consistent with those of our independent sales force. This meeting will also help fuel the momentum in our business, as we typically see our sales force leave with renewed excitement and motivation to grow their business.

Additionally, on November 16th, we look forward to celebrating the official opening of Indonesia, our 20<sup>th</sup> market. We believe that Indonesia is a great fit for our business and are optimistic about the long-term growth potential of this new and exciting market.

In light of our operating results for the third quarter, as well as the momentum we are seeing in our world-wide business, we are updating our guidance. In our earnings release today, we provided the following updated consolidated net sales and earnings per share outlook as we head into the final quarter of 2015:

- Consolidated net sales between \$915 million and \$920 million, versus previous outlook of between \$900 million and \$920 million
- Earnings per share between \$7.25 and \$7.35, versus previous outlook of between \$6.90 and \$7.20

We had previously communicated that we expected investments in capital spending totaling around \$45 million for the year. Our plans have not changed; however, the timing of the cash outlay for these projects has been delayed relative to our expectations. As such, any amounts not invested in the current year will be planned as a capital outlay for fiscal 2016 in addition to projects and efforts already planned for 2016.

As we conclude 2015 and look forward to 2016, our primary goal remains the growth of our customer base, which furthers the Company's vision of improving the overall health and nutrition of individuals and families around the world. Going forward, we will continue to execute our current growth strategies, including (i) increasing our brand recognition, (ii) offering market specific incentives and promotions to incent our sales force, and (iii) investing in our personalization initiative and IT infrastructure, all of which we believe creates the foundation for continued future growth. We look forward to delivering another record year for USANA and all of its stakeholders in 2015.



**Dave Wentz**

Co-CEO

**Kevin Guest**

**Paul Jones**

Chief Financial Officer

**Forward-Looking Statements**

This document contains forward-looking statements regarding future events or the future financial performance of our company. Those statements involve risks and uncertainties that could cause actual results to differ perhaps materially from results projected in such forward-looking statements. Examples of these statements include those regarding our strategies and outlook for 2015. We caution you that these statements should be considered in conjunction with disclosures, including specific risk factors and financial data contained in our most recent filings with the SEC.

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