

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):
November 19, 2016

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b),(c),(e)

On November 23, 2016, USANA Health Sciences, Inc. (the “Company” or “USANA”) announced a CEO transition plan wherein (i) David A. Wentz has made the personal decision to step down as Co-Chief Executive Officer and a member of the Board of Directors effective immediately, and (ii) Kevin Guest has been appointed as Chief Executive Officer of the Company. The Company will no longer utilize a Co-CEO management structure. The USANA Board of Directors now consists of six directors, four of whom are independent.

Mr. Guest, age 54, has served as Co-Chief Executive Officer of USANA since August 4, 2015 and, prior to that appointment, served as President of USANA since August 2014. From October 2012 to October 2014, Mr. Guest served as President of the Americas, Europe and South Pacific, and, prior to that, as President of North America from May 2011 to October 2012. From July 2008 to May 2011, he was Chief Marketing Officer of the Company. Mr. Guest first 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.

As Chief Executive Officer, Mr. Guest will continue to receive an annual salary of \$636,000, which will be reviewed going forward by the Compensation Committee. Mr. Guest will also continue to be eligible to participate in the Company’s Executive Bonus Plan, and be eligible to receive equity grants under the Company’s 2015 Equity Incentive Award Plan. He will also be eligible to participate in the Company’s 401K plan and to receive medical and other benefits coverage, both of which are generally available to the Company’s other employees. There is no arrangement or understanding between Mr. Guest and any other persons pursuant to which Mr. Guest was selected as Chief Executive Officer. There are no family relationships between Mr. Guest and any director or executive officer of the Company and there are no relationships between Mr. Guest and the Company or any of its subsidiaries that would require disclosure pursuant to Item 404(a) of Regulation S-K of the Securities Exchange Act of 1934, as amended.

In connection with Mr. Wentz’s resignation, the Company will pay to him all earned compensation and any other amounts due and owing to him. Mr. Wentz’s participation in the Company’s 2016 Executive Bonus Plan will be determined by the Compensation Committee in early 2017 following 2016 year-end operating results.

The Company issued a press release on November 23, 2016 announcing these events. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by USANA Health Sciences, Inc. dated November 23, 2016 (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/ Paul A. Jones
Paul A. Jones, Chief Financial Officer

Date: November 23, 2016

USANA Health Sciences Announces CEO Transition Plan and Appoints Kevin Guest Chief Executive Officer

SALT LAKE CITY--(BUSINESS WIRE)--November 23, 2016--USANA Health Sciences, Inc. (NYSE: USNA) today announced a CEO transition plan. Dave Wentz has made the personal decision to step down as Co-CEO and a member of the Board of Directors of the Company. The Board of Directors has appointed current Co-CEO, Kevin Guest, as CEO of the Company. The Company will no longer utilize a Co-CEO management structure. The USANA Board of Directors now consists of six directors, four of whom are independent.

Commenting on his transition, Mr. Wentz said, "I am grateful for my long tenure with USANA and am proud of what we have accomplished over the past 24 years. USANA has always been, and will remain, a positive influence for so many lives, including my own, and I am confident in the Company's future under Kevin's leadership. I am looking forward to spending more time with my family and continuing to advocate for the direct sales industry as Chairman of the Direct Selling Education Foundation."

Gilbert Fuller, Chairman of the Governance, Risk and Nominating Committee of the Board of Directors, said, "Dave has made an incredible contribution to our organization over the past two decades. He has skillfully led the Company to multiple years of record sales and customer growth and helped the Company navigate both anticipated and unanticipated challenges. We are grateful for his dedication and hard work in the many roles he has held with USANA and wish him all the best going forward."

Commenting on the appointment of Mr. Guest as CEO, Dr. Myron Wentz, Chairman of the Board, noted, “We are pleased to name Kevin Guest as CEO of USANA. Kevin has led USANA in a variety of roles for more than 20 years, including President and most recently as Co-CEO. In each role, Kevin has demonstrated sound leadership, integrity and judgment. Perhaps most importantly, Kevin has earned the trust, respect and admiration of countless USANA Associates, customers and employees around the world as he has served them. On behalf of the Board, we are grateful to Kevin for his great commitment and leadership to USANA in its mission to improve the health and nutrition of individuals and families around the world.”

Kevin Guest commented, “I am honored by the trust and confidence the Board of Directors has placed in me to lead USANA going forward. Dave and I have worked side by side to achieve many goals over the years, and I have the utmost respect for him. I also have complete confidence in, and respect for, the leadership team we have in place at USANA. Our team has talent and experience in each of the key leadership positions and is committed to USANA’s mission. As demonstrated by the Board’s recent decision to split the stock, we are confident that the strategies we have in place will help USANA achieve its long-term growth potential.”

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, Colombia and Indonesia. 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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