

**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):
December 18, 2019

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 No.)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 per value per share	USNA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On December 18, 2019, USANA Health Sciences, Inc. (“USANA” or the “Company”) announced that its founder and Chairman of the Board of Directors, Myron W. Wentz, Ph.D., has chosen to retire from the position of Board Chairman and director effective at the Company’s May 1, 2020 Annual Shareholder Meeting. Dr. Wentz will transition to Chairman Emeritus, become an honorary Board member, and be succeeded as Chairman of the Board by Kevin Guest, the Company’s Chief Executive Officer. The naming of Mr. Guest as Chairman is the result of a systematic and comprehensive succession plan undertaken by the Board. Mr. Guest currently serves as a member of the Board of Directors of the Company. As an executive officer and employee of the Company, Mr. Guest does not receive separate compensation for his services as a director.

Mr. Guest was not appointed Chairman pursuant to any arrangement or understanding between Mr. Guest and any other person. There are no family relationships between Mr. Guest and any of our directors or executive officers or any person nominated or chosen to become a director or executive officer of the Company. Neither the Company nor any of its subsidiaries has entered into any transactions with Mr. Guest described in Item 404(a) of Regulation S-K.

The Company issued a press release on December 18, 2019 announcing the retirement of Dr. Wentz from the Board and the appointment of Mr. Guest. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits

[Exhibit 99.1](#)

[Press release issued by USANA Health Sciences, Inc. dated December 18, 2019 \(furnished herewith\).](#)

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/ G. Douglas Hekking

G. Douglas Hekking, Chief Financial Officer

Date: December 18, 2019

USANA Health Sciences Announces Retirement of Founder and Chairman, Myron W. Wentz, Ph.D., from Chairman of the Board of Directors

SALT LAKE CITY--(BUSINESS WIRE)--December 18, 2019--USANA Health Sciences, Inc. (NYSE: USNA) today announced that the Company's founder and Chairman of the Board of Directors, Myron W. Wentz, Ph.D., has chosen to retire from the position of Board Chairman and director at the Company's May 1, 2020 Annual Shareholder Meeting. Dr. Wentz will transition to Chairman Emeritus and be succeeded as Chairman of the Board by Kevin Guest, the Company's Chief Executive Officer. Mr. Guest currently serves as a director and his appointment as Chairman is the result of a systematic and comprehensive succession plan undertaken by the board.

Dr. Myron Wentz, 79, founded USANA in 1992 and has served as Chairman of the Board since that time. Under his leadership, the Company has evolved and grown from a small, U.S. nutritional supplement company to an international leader in cellular nutrition with annual sales in excess of \$1 billion to customers in 24 markets around the world.

Dr. Wentz said, "The pursuit of excellence in the life sciences, health, and cellular nutrition has been my life's work and mission. I founded USANA 27 years ago and, since that time, USANA has been instrumental in carrying my vision and work to the world. It has been my great privilege to work with so many dedicated and talented individuals to advance USANA into what it has become today – one of the foremost leaders in cellular nutrition and product innovation. I have complete trust and confidence in Kevin Guest, as well as our exceptional board and management team, to continue the USANA vision of improving the health and wellness of individuals and families around the world. While I plan to continue offering guidance to USANA as a major shareholder, honorary board member and scientist, I welcome the opportunity to devote more time to my many humanitarian pursuits and various philanthropic projects. I will be turning 80 in 2020 and there is still so much I must do."

Gilbert Fuller, the Company's Audit Committee Chair and Lead Independent Director, said, "On behalf of the Board of Directors, I want to convey our deep appreciation to Dr. Wentz for his extraordinary leadership and service to USANA. Guided by his leadership and vision, USANA has become one of the most successful health and wellness companies in the world. We look forward to continuing his legacy and receiving guidance from him as he transitions to Chairman Emeritus and an honorary board member."

Kevin Guest, the Company's Chief Executive Officer, said, "Dr. Wentz has served and led USANA with great distinction for more than 25 years. His vision, dedication and commitment have been immeasurable. It has been my privilege to work with and learn so much from him. On behalf of the Company's management team, employees, and customers, I want to convey our sincere appreciation to Dr. Wentz and commitment to continue carrying his vision to the world."

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, Indonesia, Germany, Spain, Romania, and Italy. More information on USANA can be found at www.usana.com.

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