

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 25, 2022

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 par 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.

(d)

Effective as of July 25, 2022, the Board of Directors of USANA Health Sciences, Inc. (the “Company”) acted unanimously to appoint J. Scott Nixon, CPA as an additional director of the Company, for an initial term expiring at the Company’s 2023 Annual Meeting of Shareholders. The Board has appointed Mr. Nixon to serve on the Audit Committee, Compensation Committee, Governance Risk and Nominating Committee, and Sustainability Committee of the Board. The Company’s Board of Directors now consists of eight members, seven of whom are independent. Mr. Nixon will be eligible to participate in the Company’s outside director compensation plan, which consists of cash retainer fees and equity grants under the Company’s 2015 Equity Incentive Award Plan. There is no arrangement or understanding between Mr. Nixon and any other persons pursuant to which he was selected as a director. There are no family relationships between Mr. Nixon and any director or executive officer of the Company and there are no relationships between Mr. Nixon 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.

Mr. Nixon, a retired certified public accountant, previously served as an independent director on USANA’s Board from October 2017 through May 2019, before departing from the Board to fulfill a three-year voluntary leadership assignment for The Church of Jesus Christ of Latter-day Saints in Brazil. Mr. Nixon retired in 2015 as a partner with PricewaterhouseCoopers LLP (“PwC”) where he spent over 31 years in various roles including office managing partner and engagement partner over public and private companies in many industries. His career involved providing audit and business advisory services. Mr. Nixon was involved in numerous complex filings with the Securities and Exchange Commission on behalf of his clients. In 2007, Mr. Nixon returned from a four-year assignment in São Paulo, Brazil where he represented various interests of the PwC global firm to the 18 member firms in South and Central America and led the implementation of the Sarbanes-Oxley requirements in those countries.

Mr. Nixon previously served on several boards of directors, including: (i) ProLung, Inc. (dba IONIQ Sciences), where he served as Chairman of the Audit Committee and a member of the Compensation Committee; (ii) Deseret Trust Company, where he also served as a member of the Audit and Executive Committees; (iii) Utah State University Board of Trustees, where he also served as Chairman of the Audit Committee; and (iv) two other nonprofit boards of directors. Mr. Nixon holds both a Bachelor of Arts and Master of Accounting from Utah State University.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by USANA Health Sciences, Inc. dated July 27, 2022 (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: July 27, 2022

Exhibit Index

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<u>99.1</u>	<u>Press release issued by USANA Health Sciences, Inc. dated July 27, 2022 (furnished herewith).</u>

J. Scott Nixon, CPA Rejoins USANA Health Sciences' Board of Directors

SALT LAKE CITY--(BUSINESS WIRE)--July 27, 2022--USANA Health Sciences, Inc. (NYSE: USNA) today announced that J. Scott Nixon, CPA has rejoined the Company's Board of Directors effective July 25, 2022. Mr. Nixon previously served as an independent director of the Company from October 2017 through May 2019, before departing from the Board to fulfill a three-year voluntary leadership assignment for The Church of Jesus Christ of Latter-day Saints in Brazil. With Mr. Nixon's appointment to the Board as an independent director, the USANA board now has eight members, seven of whom are independent.

Kevin Guest, Chief Executive Officer and Chairman of the Board, commented, "We are pleased to welcome Scott back to USANA's Board of Directors. His extensive background and experience with USANA's business and industry, as well as his experience in accounting, finance, and corporate strategy will again provide significant value to USANA's board, shareholders and the Company as whole."

Mr. Nixon commented, "I am honored to re-join the USANA Board and look forward to working with the Board and management team to help the Company advance its mission of improving the health and wellness of its customers around the world."

About Scott Nixon

Mr. Nixon, a retired certified public accountant, retired in 2015 as a partner with PricewaterhouseCoopers LLP (“PwC”) where he spent over 31 years in various roles including office managing partner and engagement partner over public and private companies in many industries. His career involved providing audit and business advisory services. Mr. Nixon was involved in numerous complex filings with the Securities and Exchange Commission on behalf of his clients. In 2007, Mr. Nixon returned from a four-year assignment in São Paulo, Brazil where he represented various interests of the PwC global firm to the 18 member firms in South and Central America and led the implementation of the Sarbanes-Oxley requirements in those countries.

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About USANA

USANA develops and manufactures high-quality nutritional supplements, health 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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