

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)

USANA HEALTH SCIENCES, INC.

(Name of Subject Company (Issuer))

Unity Acquisition Corp.
Gull-Unity Holding Corp.
Gull Holdings, Ltd.
Myron W. Wentz
David A. Wentz
Jacquelyn R. Wentz
Bryan Wentz
Annette Wentz
Paul & Jane Meyer Family Foundation
Paul J. Meyer
Alice Jane Meyer
Centre Island Properties, Ltd.
Waco Boys Club Foundation, Inc.
L-K Marketing Group, LLC
Beagle Irrevocable Asset Trust
(Names of Filing Persons (Offeror))

Common Stock, \$0.001 Par Value Per Share
(Title of Class of Securities)

90328M107
(CUSIP Number of Class of Securities)

Dr. Myron Wentz
3838 West Parkway Boulevard
Salt Lake City, UT 84120
(801) 954-7700

(Name, Address and Telephone Numbers of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With a copy to:
James A. Matarese
Lisa R. Haddad
Goodwin Procter LLP
Exchange Place
53 State Street
Boston, MA 02109
(617) 570-1000

CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee**
\$141,235,068	\$5,550.54

* Estimated for purposes of calculating the filing fee only. This amount assumes the purchase of up to 5,432,118 shares of common stock, par value \$0.001 per share, of USANA Health Sciences, Inc., at a purchase price of \$26.00 per share. Such number of shares consists of 5,324,230 shares of common stock issued and outstanding as of May 28, 2008, and 107,888 shares of common stock issuable under stock options or other equity awards as of May 28, 2008, with an exercise price less than \$26.00.

** The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), equals 0.00003930 of the transaction valuation.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$5,550.54
Form or Registration No.: Schedule TO/Schedule 13E-3
Filing party: Unity Acquisition Corp., et al.
Date filed: June 2, 2008

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO/Schedule 13E-3 (the "Schedule TO") filed with the Securities and Exchange Commission on June 2, 2008, by Unity Acquisition Corp., a Utah corporation (the "Purchaser") and wholly-owned subsidiary of Gull-Unity Holding Corp., a Delaware corporation, and certain other participants in the tender offer. The Schedule TO relates to the offer by the Purchaser to purchase all of the outstanding shares of common stock, par value \$0.001 per share (the "Shares"), of USANA Health Sciences, Inc., not already owned by the participants in the offer, at a price of \$26.00 per share in cash, net to the sellers in cash, without interest, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 2, 2008, as amended or supplemented, and in the related Letter of Transmittal, copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B).

This Amendment is being filed to include a form of letter to participants in the USANA Health Sciences, Inc. 401(k) Plan and Instruction Form, dated June 5, 2008, as an exhibit. You should read this Amendment together with the Schedule TO filed on June 2, 2008.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

"(a)(1)(H) Form of Letter to Participants in the USANA Health Sciences, Inc. 401(k) Plan and Instruction Form"

ANNETTE WENTZ

/s/ Annette Wentz

Signature

PAUL & JANE MEYER FAMILY FOUNDATION

/s/ William Terry Irwin

Signature

William Terry Irwin, Vice President

Name/Title

PAUL J. MEYER

/s/ Paul J. Meyer

Signature

ALICE JANE MEYER

/s/ Alice Jane Meyer

Signature

CENTRE ISLAND PROPERTIES, LTD.

/s/ Christopher Whorms

Signature

Christopher Whorms, Director

Name/Title

WACO BOYS CLUB FOUNDATION, INC.

/s/ Eugene R. Franklin

Signature

Eugene R. Franklin, Vice President

Name/Title

L-K MARKETING GROUP, LLC

/s/ Kevin Rhea

Signature

Kevin Rhea, President

Name/Title

BEAGLE IRREVOCABLE ASSET TRUST

/s/ Eugene R. Franklin

Signature

Eugene R. Franklin, Trustee

Name/Title

INDEX OF EXHIBITS

- (a)(1)(A) Offer to Purchase, dated June 2, 2008.*
- (a)(1)(B) Form of Letter of Transmittal.*
- (a)(1)(C) Form of Notice of Guaranteed Delivery.*
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9.*
- (a)(1)(G) Summary Newspaper Advertisement as published in the New York Times on June 2, 2008.*
- (a)(1)(H) Form of Letter to Participants in the USANA Health Sciences, Inc. 401(k) Plan and Instruction Form.
- (a)(5)(A) Press Release issued by Gull Holdings, Ltd. on May 13, 2008, incorporated by reference to Exhibit A to the Schedule TO-C filed by the Offer Participants on May 13, 2008.
- (a)(5)(B) Press Release issued by Unity Acquisition Corp. on June 2, 2008.*
- (b) Commitment Letter by and between Ableco Finance LLC and Gull Holdings, Ltd., dated May 13, 2008, incorporated by reference to Exhibit C of the Schedule 13D filed by the Offer Participants on May 23, 2008.
- (c) Canaccord Adams Inc. Discussion Materials dated May 12, 2008.*
- (d) Contribution Agreement dated May 13, 2008, by and among Gull-Unity Holding Corp., Unity Acquisition Corp., and certain other persons listed therein, incorporated by reference to Exhibit E to the Schedule 13D filed by the Offer Participants on May 23, 2008.
- (f) Part 13 of the Utah Revised Business Corporation Act, incorporated by reference to Exhibit A to the Offer to Purchase, dated June 2, 2008.

* Previously filed

**NOTICE TO PARTICIPANTS IN THE
USANA HEALTH SCIENCES, INC. 401(k) PLAN**

June 5, 2008

Dear Plan Participant:

You are receiving this letter and the enclosed Instruction Form in connection with the offer by Unity Acquisition Corp., a Utah corporation ("Purchaser"), to purchase all of the outstanding shares of common stock, \$0.001 par value per share (the "Shares"), of USANA Health Sciences, Inc. ("USANA") not currently owned by certain shareholders of USANA (the "Offer Participants"), at a price of \$26.00 per share, net to the seller in cash, without interest thereon (the "Offer Price"), upon the terms and subject to the conditions set forth in the Offer to Purchase and related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer"). The enclosed Offer to Purchase describes the Offer in greater detail, including the conditions that must be satisfied before Purchaser will purchase Shares in the Offer.

This letter relates to the Shares allocated to your account under the USANA Health Sciences, Inc. 401(k) Plan (the "401(k) Plan") that are held by MG Trust Company, LLC ("MG Trust") as trustee of the 401(k) Plan on your behalf. Only the holder of record of Shares can tender the Shares in the Offer, and MG Trust as trustee is the holder of record of the Shares in the 401(k) Plan. However, under the terms of the 401(k) Plan, each participant or beneficiary, including you, is designated a "named fiduciary" for purposes of making a decision as to whether to instruct MG Trust, as trustee, to tender Shares allocated to your account under the 401(k) Plan for sale in accordance with the terms of the Offer. Because you are designated a "named fiduciary" for tender offer purposes under the 401(k) Plan, MG Trust is required to follow your validly delivered instructions, provided they are in accordance with the terms of the 401(k) Plan and are not inconsistent with MG Trust's responsibilities under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). As a "named fiduciary" you are entitled to instruct MG Trust whether to tender all or a portion of the Shares allocated to your account under the 401(k) Plan before the expiration of the Offer. In accordance with the terms of the 401(k) Plan, MG Trust hereby requests instructions from you as to whether you wish to have MG Trust tender on your behalf any or all of such Shares held by MG Trust for your account, pursuant to the terms and subject to the conditions set forth in the Offer. Digital Retirement Solutions, Inc. (the "Plan Administrator") is the administrator of the 401(k) Plan and will receive the instructions on behalf of MG Trust.

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON FRIDAY, JUNE 27, 2008, UNLESS THE OFFER IS EXTENDED. THE DEADLINE FOR 401(K) PLAN PARTICIPANTS TO PROVIDE INSTRUCTIONS TO THE TRUSTEE TO TENDER SHARES AS SET FORTH HEREIN IS 5:00 P.M., NEW YORK CITY TIME, ON JUNE 23, 2008.

To instruct MG Trust to tender Shares held by MG Trust in your 401(k) Plan account, please complete the attached Instruction Form and return it to Digital Retirement Solutions, Inc., acting as the tabulating agent for MG Trust (the "Tabulating Agent"), in the envelope provided so it is received on or before **5:00 p.m., New York City time, on June 23, 2008** (which is three business days before the Offer is currently scheduled to expire) (the "401(k) Plan Instruction Deadline"), so that your Shares may be properly tabulated and submitted to MG Trust to tender before the expiration date of the Offer. Please note that if the Tabulating Agent does not receive a signed Instruction Form from you by the 401(k) Plan Instruction Deadline, your Shares will not be submitted to be tendered into the Offer unless the Plan Administrator and MG Trust determine that it is obligated to tender them.

Your attention is directed to the following:

1. Purchaser is offering to purchase Shares at the price of \$26.00 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions of the Offer.

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2. The Offer is being made for all of the Shares.
 3. The Offer is conditioned on, among other things: (a) there being validly tendered and not withdrawn at least a majority of the outstanding Shares that are not beneficially owned by the Offer Participants; (b) there being validly tendered and not withdrawn a sufficient number of Shares in the Offer such that, after the Shares are purchased pursuant to the Offer, Purchaser would own at least 90% of the outstanding Shares (determined on a fully diluted basis after giving effect to the conversion or exercise of all derivative securities with an exercise price less than the Offer Price); and (3) the availability of the financing arranged by Purchaser to purchase the Shares on the terms and conditions set forth in its debt financing commitment or on terms and conditions that are no less favorable, in the aggregate, to Purchaser, as determined in its reasonable judgment.
 4. THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON FRIDAY, JUNE 27, 2008 (THE "EXPIRATION DATE"), UNLESS THE OFFER IS EXTENDED BY PURCHASER, IN WHICH EVENT THE TERM "EXPIRATION DATE" SHALL MEAN THE LATEST TIME AT WHICH THE OFFER, AS SO EXTENDED BY PURCHASER, WILL EXPIRE. IF THE OFFER IS EXTENDED FOR ANY REASON, THE 401(K) PLAN INSTRUCTION DEADLINE WILL BE AUTOMATICALLY EXTENDED UNTIL 5:00 P.M., NEW YORK CITY TIME, ON SUCH DATE THAT IS THREE BUSINESS DAYS PRIOR TO THE NEW EXPIRATION DATE OF THE OFFER, AS SO EXTENDED.
 5. Tendering stockholders will not be obligated to pay brokerage fees or commissions or stock transfer taxes on the purchase of Shares pursuant to the Offer.

Your instructions to us will be kept confidential. In order to ensure that your instructions to us remain confidential, please return the enclosed Instruction Form directly to the Tabulating Agent.

Even if you sign and return, or have previously signed and returned, a Letter of Transmittal in connection with Shares held by you outside your 401(k) Plan account, you must still complete the enclosed Instruction Form and return it to the Tabulating Agent in order to tender Shares held in your 401(k) Plan account.

If you have questions relating to the 401(k) Plan, please call Digital Retirement Solutions, Inc., customer service toll-free at (888) 377-4015. If you have any questions with regard to the Offer to Purchase and associated tender offer materials in connection with the Offer, or if you have not received any of the offer materials, please call the Information Agent for the Offer, D.F. King & Co., Inc. at (800) 207-3158.

Sincerely,

MG TRUST COMPANY, LLC, TRUSTEE OF THE USANA HEALTH SCIENCES, INC. 401(k) PLAN

