

USANA HEALTH SCIENCES INC  
Form 8-K  
May 03, 2011

**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):

**April 27, 2011**

**USANA HEALTH SCIENCES, INC.**

(Exact name of registrant as specified in its charter)

**Utah**

(State or other jurisdiction of incorporation)

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**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 5.07 Submission of Matters to a Vote of Security Holders.**

Our Annual Meeting of Shareholders was held on April 27, 2011. A total of 14,527,549 shares (approximately 92%) of the issued and outstanding shares of USANA common stock were represented by proxy or in person at the meeting. The following matters, which are described in more detail in our definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 21, 2011 (the Proxy Statement), were submitted and voted upon at the Annual Meeting:

1. USANA shareholders voted to elect five individuals to the Board of Directors for the succeeding year as set forth below:

| Name                | Number of Shares For | Number of Shares Withheld | Number of Shares Abstaining | Broker Non-Votes |
|---------------------|----------------------|---------------------------|-----------------------------|------------------|
| Myron W. Wentz, PhD | 13,630,666           | 71,490                    |                             | 825,393          |
| Ronald S. Poelman   | 13,272,604           | 429,552                   |                             | 825,393          |
| Robert Anciaux      | 13,272,304           | 429,852                   |                             | 825,393          |
| Jerry G. McClain    | 13,287,655           | 414,501                   |                             | 825,393          |
| Gilbert A. Fuller   | 12,088,925           | 1,613,231                 |                             | 825,393          |

2. USANA shareholders voted for the Amendment of the USANA 2006 Equity Incentive Award Plan to increase the maximum number of shares of common stock reserved for issuance under the plan by 5,000,000 shares as set forth below:

|  |           |           |       |         |
|--|-----------|-----------|-------|---------|
|  |           |           |       |         |
|  | 9,642,808 | 4,053,069 | 6,279 | 825,393 |

3. USANA shareholders voted to ratify the Board's selection of PricewaterhouseCoopers LLC as our independent registered public accountant for fiscal year 2011 as set forth below:

| Number of Shares For | Number of Shares Against | Number of Shares Abstaining | Broker Non-Votes |
|----------------------|--------------------------|-----------------------------|------------------|
| 14,509,696           | 9,046                    | 8,807                       |                  |

4. USANA shareholders voted for the advisory resolution to approve the compensation of our Named Executive Officers, as identified in the Proxy Statement, as set forth below:

| Number of Shares For | Number of Shares Against | Number of Shares Abstaining | Broker Non-Votes |
|----------------------|--------------------------|-----------------------------|------------------|
| 13,650,528           | 39,419                   | 12,209                      | 825,393          |



5. USANA shareholders voted, on an advisory basis, in favor of holding a shareholder advisory vote on the compensation of our Named Executive Officers every three years as set forth below:

| <b>Frequency of<br/>advisory vote</b> | <b>Number of<br/>Shares For</b> | <b>Number of<br/>Shares<br/>Abstaining</b> |
|---------------------------------------|---------------------------------|--|
| One year                              | 3,913,646                       | 7,406                                      |
| Two years                             | 57,161                          | 7,406                                      |
| Three years                           | 9,723,943                       | 7,406                                      |

**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/ Jeffrey A. Yates*

Jeffrey A. Yates, Chief Financial Officer

Date: May 3, 2011