

USANA HEALTH SCIENCES INC  
Form 8-K  
May 04, 2010  
**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 28, 2010

**USANA HEALTH SCIENCES, INC.**

(Exact name of registrant as specified in its charter)

Utah

(State or other jurisdiction of incorporation)

0-21116                      87-0500306

(Commission File No.)      (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)

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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.**

At our Annual Meeting of Shareholders on April 28, 2010, the following actions were submitted and approved by vote of the shareholders:

1. Election of five directors; and
2. Ratification of the Board's selection of PricewaterhouseCoopers LLP as our independent registered public accountant for fiscal year 2010.

A total of 13,123,015 shares (approximately 86%) of the issued and outstanding shares of USANA were represented by proxy or in person at the meeting. These shares were voted on the matters described above as follows:

1. For the directors as follows:

| <b>Name</b>         | <b>Number of Shares For</b> | <b>Number of Shares Withheld</b> | <b>Number of Shares Abstaining</b> | <b>Broker Non-Votes</b> |
|---------------------|-----------------------------|----------------------------------|------------------------------------|-------------------------|
| Myron W. Wentz, PhD | 11,964,444                  | 81,128                           | -                                  | 1,077,443               |
| Ronald S. Poelman   | 11,967,164                  | 78,408                           | -                                  | 1,077,443               |
| Robert Anciaux      | 11,967,294                  | 78,278                           | -                                  | 1,077,443               |
| Jerry G. McClain    | 11,973,493                  | 72,079                           | -                                  | 1,077,443               |
| Gilbert A. Fuller   | 10,858,306                  | 1,187,266                        | -                                  | 1,077,443               |

2. For the ratification of the Board's selection of PricewaterhouseCoopers LLC as the independent registered public accountant for fiscal year 2010 as follows:

| <b>Number of Shares For</b> | <b>Number of Shares Withheld</b> | <b>Number of Shares Abstaining</b> | <b>Broker Non-Votes</b> |
|-----------------------------|----------------------------------|------------------------------------|-------------------------|
| 13,115,067                  | 6,098                            | 1,850                              | -                       |

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**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 4, 2010