

USANA HEALTH SCIENCES INC
Form 8-K
May 04, 2010
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):
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))

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:

| Name | Number of Shares For | Number of Shares Withheld | Number of Shares Abstaining | Broker Non-Votes |
|---------------------|-----------------------------|----------------------------------|------------------------------------|-------------------------|
| 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:

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

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