

USANA HEALTH SCIENCES INC
Form DEF 14A
March 14, 2008

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[TABLE OF CONTENTS](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

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Check the appropriate box:

- Preliminary Proxy Statement
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- Definitive Proxy Statement
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USANA Health Sciences, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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**3838 West Parkway Boulevard
Salt Lake City, Utah 84120-6336
(801) 954-7100**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD APRIL 23, 2008**

Dear Shareholder:

You are invited to attend the Annual Meeting of Shareholders of USANA Health Sciences, Inc., to be held at its corporate headquarters, 3838 West Parkway Boulevard, Salt Lake City, Utah 84120 on, April 23, 2008 at 11:00 a.m., Mountain Daylight Time, for the following purposes:

1. To elect four directors to serve for one year each, until the next Annual Meeting of Shareholders and until a successor is elected and shall qualify;
2. To ratify the selection of PricewaterhouseCoopers LLP as USANA's independent registered public accountant for the fiscal year 2008; and
3. To consider and act upon such other business as may properly come before the meeting or at any postponement or adjournment thereof.

Only USANA shareholders of record at the close of business on March 5, 2008, have the right to receive notice of, and to vote at, the Annual Meeting of Shareholders and any adjournment thereof. A list of shareholders entitled to receive notice and to vote at the meeting will be available for examination by a shareholder for any purpose that is germane to the meeting during ordinary business hours at the offices of USANA at 3838 West Parkway Boulevard, Salt Lake City, Utah, during the ten days prior to the meeting.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, YOU ARE REQUESTED TO SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE IN THE ENCLOSED STAMPED ENVELOPE.

By Order of the Board of Directors,

Gilbert A. Fuller
Corporate Secretary

Salt Lake City, Utah
March 14, 2008

USANA HEALTH SCIENCES, INC.
ANNUAL MEETING OF SHAREHOLDERS
PROXY STATEMENT

TABLE OF CONTENTS

<u>NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND PROXY STATEMENT</u>	3
<u>QUESTIONS AND ANSWERS ABOUT THE MEETING</u>	3
<u>PROPOSAL #1: ELECTION OF DIRECTORS</u>	5
<u>BOARD OF DIRECTORS AND CORPORATE GOVERNANCE</u>	6
<u>Director Independence</u>	6
<u>Shareholder Communications with Directors</u>	6
<u>Committees of the Board of Directors</u>	7
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	8
<u>EXECUTIVE OFFICERS</u>	9
<u>EXECUTIVE COMPENSATION</u>	11
<u>Role of Compensation Committee</u>	11
<u>Role of Corporate leadership in Assisting Compensation Committee</u>	11
<u>Compensation Consultants</u>	11
<u>Compensation Philosophy and Objectives</u>	12
<u>Components of Compensation</u>	12
<u>Other Compensation</u>	16
<u>REPORT OF THE COMPENSATION COMMITTEE</u>	16
<u>SUMMARY COMPENSATION TABLE</u>	17
<u>GRANTS OF PLAN-BASED AWARDS</u>	18
<u>OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END</u>	19
<u>OPTION EXERCISES AND STOCK VESTED</u>	20
<u>COMPENSATION OF DIRECTORS</u>	20
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	22
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	24
<u>PROPOSAL #2: RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANT</u>	24
<u>Change in Independent Registered Public Accountant</u>	24
<u>Policy on Pre-Approval of Audit and Permissible Non-Audit Services</u>	25
<u>Independence</u>	25
<u>Financial Statements and Reports</u>	26
<u>Services</u>	26
<u>REPORT OF THE AUDIT COMMITTEE</u>	27
<u>EMPLOYMENT CONTRACTS AND OTHER ARRANGEMENTS</u>	27
<u>COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT</u>	27
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	28
<u>OTHER MATTERS</u>	28
<u>ANNUAL REPORT</u>	29
<u>FURTHER INFORMATION</u>	29

**PROXY STATEMENT
FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD APRIL 23, 2008**

The Board of Directors of USANA Health Sciences, Inc. ("We," "USANA," or the "Company") is soliciting proxies to be used at the 2008 Annual Meeting of Shareholders (the "Annual Meeting"). Distribution of this Proxy Statement and the accompanying proxy card is scheduled to begin on or about March 19, 2008. The mailing address of USANA's principal executive offices is 3838 West Parkway Boulevard, Salt Lake City, Utah 84120-6336. If you attend the Annual Meeting, you may withdraw any prior vote by attending and voting in person on any matters that are brought properly before the meeting. USANA will pay all expenses of the meeting, including the cost of printing and mailing the proxy statement and related materials and the cost of the solicitation process.

QUESTIONS AND ANSWERS ABOUT THE MEETING

Why did I receive this proxy statement? *We have sent you the Notice of Annual Meeting of Shareholders, this Proxy Statement, and the enclosed proxy or voting instruction card because the USANA Board of Directors is soliciting your proxy to vote at USANA's Annual Meeting on April 23, 2008. This Proxy Statement contains information about matters to be voted on at the Annual Meeting.*

Who is entitled to vote? *You may vote if you owned common stock as of the close of business on March 5, 2008. On March 5, 2008, there were 16,392,384 shares of our common stock that were outstanding and entitled to vote at the Annual Meeting.*

How many votes do I have? *Each share of common stock that you own at the close of business on March 5, 2008 entitles you to one vote.*

What am I voting on? *You will be voting on proposals to:*

Elect four directors to serve for one year each, until the next Annual Meeting of Shareholders or until a successor is elected and shall qualify;

Ratify the selection of PricewaterhouseCoopers LLP as USANA's independent registered public accountant for the fiscal year 2008; and

Consider and act upon such other business as may properly come before the meeting or at any postponement or adjournment thereof.

How do I vote? *You can vote in the following ways:*

By Mail: *If you are a holder of record, you can vote by marking, dating and signing your proxy card and returning it by mail in the enclosed postage-paid addressed envelope. If you hold your shares in street name, please complete and mail the voting instruction card that you will receive from your broker or bank.*

At the Annual Meeting: *If you are planning to attend the Annual Meeting and wish to vote your shares in person, we will give you a ballot at the meeting. If your shares are held in street name, you need to bring an account statement or letter from your broker, bank or other nominee, indicating that you are the beneficial owner of the shares on March 5, 2008, the record date for voting. **Even if you***

plan to be present at the meeting, we encourage you to complete and mail the enclosed card in advance of the meeting to vote your shares by proxy.

What if I return my proxy or voting instruction card but do not mark it to show how I am voting? *Your shares will be voted according to the instructions you have indicated on your proxy or voting instruction card. You can specify whether your shares should be voted for all, some, or none of the nominees for director. You can also specify whether you approve, disapprove, or abstain from the other proposals. If no direction is indicated, your shares will be voted **FOR** the election of all of the nominees for director and **FOR** the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accountant.*

May I revoke my proxy or change my vote after I return my proxy card or voting instruction card? *You may revoke your proxy or change your vote at any time before it is exercised in one of three ways:*

Notify our Corporate Secretary in writing before the Annual Meeting that you are revoking your proxy;

Submit another proxy card (or voting instruction card if you hold your shares in street name) with a later date; or

Vote in person on, April 23, 2008, at the Annual Meeting.

What does it mean if I receive more than one proxy or voting instruction card? *It means that you have multiple accounts at the transfer agent and/or with banks and stockbrokers. Please vote all of your shares by returning all proxy and voting instruction cards you receive.*

What constitutes a quorum? *A quorum must be present to properly convene the Annual Meeting. The presence, in person or by proxy, of the holders of a majority of the outstanding shares that are entitled to vote at the Annual Meeting constitutes a quorum. You will be considered part of the quorum if you return a signed and dated proxy or voting instruction card or if you attend the Annual Meeting. Abstentions and broker non-votes will be counted as shares present at the meeting for purposes of determining whether a quorum exists, but not as shares cast for any proposal. Because abstentions and broker non-votes are not treated as shares cast, they would have no impact on any of the proposals.*

What vote is required in order to approve each proposal? *The required vote is as follows:*

Election of Directors: *The election of the nominees for director requires the affirmative vote of a plurality of the shares cast at the Annual Meeting. This means that the nominees receiving the greatest number of votes in favor of their election will be elected, even if they receive less than a majority of such votes. If you do not want to vote your shares for a particular nominee, you may so indicate in the space provided on the proxy card or on the voting instruction card. In the unanticipated event that any of the nominees is unable or declines to serve, the proxy holder will have the discretion to vote the proxy for another person, as shall be designated by the Board of Directors to replace the nominee, or, in lieu thereof, the Board may reduce the number of directors.*

Ratification of the Selection of Independent Registered Public Accountant: *Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accountant requires the affirmative vote of a majority of the shares cast at the Annual Meeting. If the shareholders do not ratify the appointment of PricewaterhouseCoopers LLP, the Audit Committee of the Board of Directors may, but is not required to, reconsider such appointment.*

How will voting on any other business be conducted? *We do not know of any business or proposals to be considered at the Annual Meeting other than those that are described in this Proxy Statement. If any other business is proposed and we decide to allow it to be presented at the Annual Meeting, the proxies that we receive from our shareholders give the proxy holders the authority to vote on that matter according to their best judgment.*

Who will count the votes? Broadridge Investor Communications Services will tabulate the votes that are received prior to the Annual Meeting. Representatives of USANA will act as the inspectors of election and will tabulate the votes, if any, that are cast in person at the Annual Meeting.

Who pays to prepare, mail, and solicit the proxies? We will pay all of the costs of soliciting these proxies. We will ask banks, brokers, and other nominees and fiduciaries to forward the proxy materials to the beneficial owners of our common stock and to obtain the authority of executed proxies. We will reimburse them for their reasonable expenses. In addition to the use of the mail, proxies may be solicited by our officers, directors, and other employees by telephone or by personal solicitation. We will not pay additional compensation to these individuals.

How do I submit a shareholder proposal for next year's Annual Meeting? Any shareholder who intends to present a proposal at the 2009 Annual Meeting of Shareholders must deliver such proposal to the Corporate Secretary, c/o USANA Health Sciences, Inc., 3838 West Parkway Blvd., Salt Lake City, Utah 84120, not later than November 15, 2009, if the proposal is submitted for inclusion in our proxy materials for that meeting pursuant to Rule 14a-8 under the Securities Exchange Act of 1934 (the "Exchange Act").

Who should I call if I have questions? If you have questions about the proposals or the Annual Meeting, you may call Riley Timmer, USANA Investor Relations, at (801) 954-7100. You may also send an e-mail to investor.relations@us.usana.com.

PROPOSAL #1 ELECTION OF DIRECTORS

Our Bylaws provide that the shareholders or the Board of Directors shall determine the number of directors from time to time, but that there shall be no less than three directors. The Board of Directors, by resolution, has set the number of directors at four. The Board of Directors has nominated four directors to stand for re-election at the Annual Meeting. Each director who is elected at the Annual Meeting will hold office until the Company's Annual Meeting in 2009, until a successor is elected and qualified, or until the director resigns, is removed, or becomes disqualified. The Board of Directors has no reason to believe that any of the nominees for director will be unwilling or unable to serve, if elected. If due to unforeseen circumstances a nominee should become unavailable for election, the Board may either reduce the number of directors or may substitute another person for that nominee, in which event your shares will be voted for that other person.

Director Nominees

The nominees to the Board of Directors in 2008 are Robert Anciaux, Jerry G. McClain, Ronald S. Poelman, and Myron W. Wentz, Ph.D. All of these nominees currently serve as members of the Board of Directors. Messrs. Anciaux, McClain, and Poelman are independent directors under the rules of the Nasdaq stock exchange. The following information is furnished with respect to these nominees:

Robert Anciaux, 62, has served as a director of USANA since July 1996. Since 1990, he has been the Managing Director of S.E.I. s.a., a consulting and investment management firm in Brussels, Belgium. Additionally, since 1982 Mr. Anciaux has been self-employed as a venture capitalist in Europe, investing in various commercial, industrial, and real estate venture companies. In some of these privately held companies, Mr. Anciaux also serves as a director. Mr. Anciaux received an Ingenieur Commercial degree from Ecole de Commerce Solvay Universite Libre de Bruxelles.

Jerry G. McClain, 67, has served as a director of USANA since June 2001. Since January 2003, Mr. McClain has been self-employed, operating his own investment and real estate business in Salt Lake City, Utah. From August 2000 to December 2002, Mr. McClain was the Chief Financial Officer of Cerberian, Inc., a privately held company that was headquartered in Salt Lake City, Utah. From 1998 to 2000, Mr. McClain was the Chief Financial Officer and Sr. Vice President of Assentive Solutions, Inc., a company he also co-founded. From 1997 to 1998, Mr. McClain was the Chief

Financial Officer for the Salt Lake Organizing Committee for the 2002 Winter Olympic Games. Before 1997, Mr. McClain served as a key financial advisor to many companies as an Audit Partner and a Managing Partner of Ernst & Young LLP for 35 years in several cities throughout the world. Mr. McClain is a former CPA and a graduate from the University of Southern Mississippi and Oklahoma State University, where he received a B.S. in Accounting and an M.S. in Accounting, respectively.

Ronald S. Poelman, 54, has served as a director of USANA since 1995. Since 1994, he has been a partner in the Salt Lake City, Utah law firm of Jones, Waldo, Holbrook & McDonough, where he is head of the Corporate and Securities Practice Group. Mr. Poelman began his legal career in Silicon Valley in California, and has assisted in the organization and financing of numerous companies over the past 25 years. Mr. Poelman is a founding officer of the Utah Chapter of the National Association of Corporate Directors and frequently lectures at the meetings of this and other organizations. Mr. Poelman received a B.A. in English from Brigham Young University and a J.D. from the University of California, Berkeley.

Myron W. Wentz, Ph.D., 67, founded USANA in 1992 and has served as the Chief Executive Officer and Chairman of the Board of USANA since its inception. In 1974, Dr. Wentz founded Gull Laboratories, Inc., which was a developer and manufacturer of medical diagnostic test kits and was the former parent corporation of USANA. Dr. Wentz served as Chairman of Gull from 1974 until 1998. In 1998, Dr. Wentz founded Sanoviv, S.A. de C.V. ("Sanoviv"), a health and wellness center that is located near Rosarito, Mexico. Joining a pathology group in Peoria, Illinois, from 1969 to 1973, Dr. Wentz served as infectious disease specialist and directed the microbiology and immunology laboratories for three hospitals in the Peoria area. Dr. Wentz received a B.S. in Biology from North Central College, Naperville, Illinois, an M.S. in Microbiology from the University of North Dakota, and a Ph.D. in Microbiology and Immunology from the University of Utah.

We will vote your shares as you specify in your proxy card. If you sign, date, and return your proxy card but do not specify how you want your shares voted, we will vote them FOR the election of each of the director nominees who are listed above.

RECOMMENDATION

The Board of Directors unanimously recommends a vote FOR each director nominee.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

The Board of Directors is elected by and is accountable to the shareholders of the Company. The Board establishes policy and provides strategic direction, oversight, and control of the Company. The Board met 15 times during 2007. All directors attended at least 75% of the meetings of the Board and the Board Committees of which they are members.

Director Independence

We assess director independence on an annual basis. The Board has determined, after careful review, that all of the current directors (other than Dr. Myron Wentz) who have also been nominated for election at the 2008 Annual Meeting are independent based on the applicable rules of the Nasdaq stock market and the applicable regulations of the Securities and Exchange Commission (the "SEC").

Shareholder Communications with Directors

If the Company receives correspondence from its shareholders that is addressed to the Board of Directors, we forward it to every director or to the individual director to whom it is addressed. Shareholders who wish to communicate with the directors may do so by sending their correspondence

to the director or directors at the Company's headquarters at 3838 West Parkway Blvd., Salt Lake City, Utah 84120-6336.

Directors are encouraged by the Company to attend the Annual Meeting of Shareholders if their schedules permit. All directors, except for Mr. Anciaux, were present at the Company's Annual Meeting of the Shareholders that was held last year in April 2007.

Committees of the Board of Directors

The Board of Directors has a separately-designated standing Audit Committee, Compensation Committee, and Governance and Nominating Committee. All members of the Audit Committee, Compensation Committee, and Governance and Nominating Committee meet the definition of "independent," described above.

Governance and Nominating Committee. The Governance and Nominating Committee of the Board of Directors (the "Nominating Committee") was established in February 2004. The Nominating Committee met one (1) time during 2007. Members of the Nominating Committee during fiscal 2007 and at the date of this Proxy Statement are Robert Anciaux, Jerry G. McClain and Ronald S. Poelman, each of whom meets the definition of "independent" set forth in the rules of the Nasdaq stock exchange. A written charter has been adopted for the Nominating Committee and can be accessed electronically in the "Corporate Governance" section of our website at www.usanahealthsciences.com. The Nominating Committee's responsibilities include: (i) identifying and evaluating prospective nominees for director, (ii) recommending to the Board of Directors the director nominees for the next annual meeting of shareholders, (iii) periodically reviewing the performance of the Board and its members and determining the number, function, and composition of the Board's committees, and (iv) overseeing corporate governance matters.

The Nominating Committee believes that the Company's Board of Directors should be composed of directors with varied, complementary backgrounds and that directors should, at a minimum, have expertise that may be useful to the Company. Directors should also possess the highest personal and professional ethics and should be willing and able to devote the required amount of time to the Company's business. In determining whether a director should be retained and stand for re-election, the Nominating Committee also considers that director's performance and contribution to the Board during his or her tenure with the Board.

The independent directors may from time to time consider qualified nominees who are recommended by shareholders. Shareholders who wish to make such a recommendation may do so by sending a written notice, as described under the heading "How do I submit a shareholder proposal for next year's Annual Meeting?" on page 5 of this Proxy Statement. Nominees for director who are recommended by shareholders will be evaluated by the Nominating Committee in the same manner as any other nominee for director.

Audit Committee. The Audit Committee of the Board of Directors (the "Audit Committee") is a standing committee of the Board, which has been established as required by the Exchange Act and the rules of the Nasdaq stock exchange. The Audit Committee met eight (8) times during 2007. Members of the Audit Committee during fiscal 2007 and at the date of this Proxy Statement are Ronald S. Poelman, Chairman, Robert Anciaux, and Jerry G. McClain, each of whom meets the definition of "independent" set forth above. The Board has determined that Mr. McClain is an "audit committee financial expert," as defined by the applicable regulations promulgated by the SEC under the Exchange Act. The Board also believes that each member of the Audit Committee meets the Nasdaq composition requirements, including the requirements regarding financial literacy and financial sophistication. A written charter has been adopted for the Audit Committee and can be accessed electronically in the "Corporate Governance" section of our website at www.usanahealthsciences.com. The Audit Committee's responsibilities include: (i) appointing the independent registered public accountant of the

Company, (ii) reviewing and approving the scope and cost of any proposed audit and non-audit services that are provided by, as well as the qualifications and independence of, the independent registered public accountant, (iii) reviewing with the independent registered public accountant, and internal audit staff the results of audits, any recommendations from the independent registered public accountant and the status of management's actions for implementing such recommendations, as well as the quality and adequacy of our internal financial controls and internal audit staff, and (iv) reviewing annual and quarterly financial statements and the status of material pending litigation and regulatory proceedings.

Compensation Committee. The Compensation Committee of the Board of Directors (the "Compensation Committee") met five (5) times during 2007. Members of the Compensation Committee during fiscal 2007 and at the date of this Proxy Statement are Robert Anciaux, Chairman, Jerry G. McClain, and Ronald S. Poelman, each of whom meets the definition of "independent" set forth in the listing standards of the Nasdaq stock exchange. In addition, all members of the Compensation Committee are outside directors as defined by Rule 162(m) of the Internal Revenue Code and are non-employee directors as defined by the applicable regulations promulgated by the SEC under the Exchange Act. A written charter has been adopted for the Compensation Committee and can be accessed electronically in the "Corporate Governance" section of our website at www.usanahealthsciences.com. The Compensation Committee's responsibilities include: (i) reviewing and recommending to the full Board of Directors the salaries, bonuses, and other forms of compensation and benefit plans for management and (ii) administering USANA's equity compensation plans. The duties of the Compensation Committee as the administrator of those plans include, but are not limited to, determining those persons who are eligible to receive awards, establishing terms of all awards, authorizing officers of the Company to execute grants of awards, and interpreting the provisions of the equity compensation plans and grants that are made under those plans.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee during fiscal 2007 was composed of Robert Anciaux, Chairman, Jerry G. McClain, and Ronald S. Poelman. All members of the Compensation Committee are independent directors. No member of the Company's Compensation Committee is a current or former officer or employee of the Company or any of its subsidiaries, and no director or executive officer of the Company is a director or executive officer of any other corporation that has a director or executive officer who is also a director of the Company.

EXECUTIVE OFFICERS

The executive officers of USANA at December 29, 2007, and as of the date of this Proxy Statement were:

Name	Position
Myron W. Wentz, Ph.D.	Chairman of the Board and Chief Executive Officer
David A. Wentz	President
Fred W. Cooper, Ph.D.	Executive Vice President of Operations
Gilbert A. Fuller	Executive Vice President, Chief Financial Officer, and Secretary
Kevin Guest	Executive Vice President of Marketing
Bradford Richardson	Executive Vice President of Asia Pacific
Mark H. Wilson	Executive Vice President of Customer Relations
Timothy E. Wood, Ph.D.	Executive Vice President of Research and Development

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Biographical information for Myron W. Wentz is included in the discussion on page 6 concerning the nominees for director. The following information is provided regarding David A. Wentz, and Messrs. Cooper, Fuller, Guest, Richardson, Wilson, and Wood.

David A. Wentz, 37, President. Mr. Wentz joined USANA as a part-time employee in 1992. He has been a full-time employee since March 1994. From 1993 until April 2004, he was a member of the Company's Board of Directors. Mr. Wentz was appointed President of USANA in July 2002 and previously served as the Company's Executive Vice President from October 2001 to July 2002. He served as the Company's Senior Vice President of Strategic Development from June 1999 to October 2001, and as the Company's Vice President of Strategic Development from August 1996 to June 1999. Mr. Wentz received a B.S. degree in Bioengineering from the University of California, San Diego. Mr. Wentz is the son of Dr. Wentz, who is the Chairman and Chief Executive Officer of the Company.

Fred W. Cooper, Ph.D., 45, Executive Vice President of Operations. Dr. Cooper was a consultant to the Company from 1997 until early 1998. In February 1998 he joined the Company as Director of Special Projects. From April 1998 until April 1999, he was employed as a full-time employee of the Company in the capacity of Executive Director of Information Technology, and from April 1999 until August 2000, as the Company's Vice President of Information Technology. From August 2000 until July 2003, Dr. Cooper was employed by the Company on a part-time basis as Vice President of Information Technology. Thereafter, he became a full-time employee in July 2003 as the Company's Vice President of Operations. In January 2006, he was appointed as the Company's Executive Vice President of Operations. Prior to joining USANA, from April 1994 to February 1998, Dr. Cooper was the Director of Market Research and then the Director of Corporate Network Operations for Human Affairs International, a subsidiary of Aetna. Dr. Cooper received a B.S. in Finance and a B.S. in Psychology from the University of Utah. He earned a Ph.D. in Business Administration from the University of Utah.

Gilbert A. Fuller, 67, Executive Vice President, Chief Financial Officer, and Secretary. Mr. Fuller joined USANA in May 1996 as the Vice President of Finance. Mr. Fuller served in this role from May 1996 to June 1999, when he was appointed as the Company's Senior Vice President. Mr. Fuller has been the Company's Chief Financial Officer since October 1997. In January 2006, he was appointed as the Company's Executive Vice President and Chief Financial Officer. Before joining USANA, from January 1994 to May 1996, Mr. Fuller was the Executive Vice President of Winder Dairy, Inc., a regional commercial dairy operation. From May 1991 through October 1993, Mr. Fuller was Chief Administrative Officer and Treasurer of Melaleuca, Inc., a manufacturer and network marketer of personal care products. From July 1984 through January 1991, Mr. Fuller was the Vice President and Treasurer of Norton Company, a multinational manufacturer of ceramics and abrasives. He obtained his certified public accountant license in 1970 and kept it current until his career path developed into corporate finance. Mr. Fuller received a B.S. in Accounting and an M.B.A. from the University of Utah.

Kevin Guest, 45, Executive Vice President of Marketing. Mr. Guest joined USANA on a part-time basis in April 2003, as Executive Director of Media and Events. Following the acquisition of FMG Productions, a media, video, and event productions company that was founded by Mr. Guest, he became a full-time employee of the Company and was promoted to Vice President of Media and Events in February 2004. In January 2006, he was appointed as the Company's Executive Vice President of Marketing. Prior to joining USANA full-time, from 1992 to February 2004, Mr. Guest served as the Managing Partner of FMG Productions. Mr. Guest has been part of the media production arena for more than 20 years and has received numerous awards for producing, directing, and writing. He has produced USANA's audio, video, and event productions worldwide since the Company's inception. Mr. Guest earned a B.A. in Communications from Brigham Young University.

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Bradford Richardson, 43, Executive Vice President of Asia Pacific. Mr. Richardson joined USANA in December 1997 as Director of International Development. Mr. Richardson served as the Company's Executive Director of International Development from November 1998 to December 1999. Until January 2006, when he was appointed as the Company's Executive Vice President of Asia Pacific, he served as Vice President of International. Prior to joining USANA, Mr. Richardson held international business development positions with Dell, Inc. and Lexmark International, Inc., where he focused on business development in the Asia Pacific region. Mr. Richardson received a B.A. from American University in Washington, D.C., and an M.B.A. from the Wharton School of the University of Pennsylvania.

Mark H. Wilson, 43, Executive Vice President of Customer Relations. Mr. Wilson joined USANA in October 1996 as Director of Customer Relations. Mr. Wilson served as the Company's Executive Director of Customer Relations from 1998 to April 2000. From April 2000 to January 2006, he served as the Company's Vice President of Customer Relations. In January 2006, he was appointed as the Company's Executive Vice President of Customer Relations. Prior to joining USANA, from October 1994 to October 1996, Mr. Wilson was an owner/partner of Great Basin Marketing, a consulting company, specializing in call center start-up and operational management. Prior to joining Great Basin Marketing, from July 1991 until October 1994, Mr. Wilson was Director of Inbound Order Express and Data Processing for Melaleuca, Inc. Mr. Wilson holds a B.S. in Communications from the University of Utah.

Timothy E. Wood, Ph.D., 59, Executive Vice President of Research and Development. Dr. Wood joined USANA in June 1996 as Director of Research and Development. Dr. Wood served in this role from June 1996 to June 1999, when he was appointed as the Company's Vice President of Research and Development. In January 2006, he was appointed as the Company's Executive Vice President of Research and Development. Before joining USANA, Dr. Wood served as Vice President of Research and Development for AgriDyne Technologies, Inc., formerly known as NPI, from 1992 to 1995, where he managed a team of 25 scientists. From 1980 to 1992, Dr. Wood served as Research Manager and Senior Scientist for AgriDyne Technologies. Dr. Wood received a Bachelors Degree in Environmental Biology from the University of California, Santa Barbara. He earned a Masters Degree in Environmental Sciences and a Ph.D. from Yale University. He also earned an M.B.A. from Westminster College in Salt Lake City, Utah.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following Compensation Discussion and Analysis describes the material elements of the compensation and benefit programs for our executive officers who are identified in the Summary Compensation Table ("Executives") of this Proxy Statement. We are required to provide information regarding the compensation programs in place for our Chief Executive Officer, Chief Financial Officer and our three other most highly compensated executive officers. We have also voluntarily elected to include information in this Compensation Discussion and Analysis and the compensation tables found in this Proxy Statement concerning additional executive officers.

Role of Compensation Committee

The Executive compensation philosophy and practice of USANA has been developed through a collaborative effort of the Compensation Committee and the Company's President, Chief Financial Officer, and Vice President of Human Resources. While these officers offer ideas, opinions, and proposals in Compensation Committee meetings, the Compensation Committee functions and votes independently from these officers. The Compensation Committee is responsible for all changes to the Executive compensation philosophy and program. The Compensation Committee consists of three members of USANA's Board of Directors, all of whom are "independent" under the listing standards of the Nasdaq stock market. These members are appointed to the Compensation Committee by the Board of Directors. The Compensation Committee is governed by a written charter, which outlines the committee's authority and responsibilities.

Role of Corporate Leadership in Assisting Compensation Committee

The Compensation Committee has the primary authority to determine the Company's compensation philosophy and to establish compensation for the Company's Executives. It is responsible for ensuring that Executive compensation decisions are thoroughly researched and implemented. Each of the Company's Executives and employees participate in an annual performance review with their immediate supervisor, during which the Executive or employee receives input about his or her performance and contributions to the Company's results for the period being assessed. The Compensation Committee seeks input from the Company's President, Chief Financial Officer, and Vice President of Human Resources to identify key factors and to obtain information that is related to Executive compensation. These key factors and information generally involve the individual Executive's level of responsibility, his or her years of experience, his or her current overall compensation level, the impact of current compensation practices on the Company's financial statements, and the relationship between Executive compensation and performance of the Company.

The Company's Vice President of Human Resources takes direction from and makes suggestions to the Chairman of the Compensation Committee in establishing the quarterly Committee agenda and in preparing the materials to be presented to the Compensation Committee. These materials contain minutes from prior meetings, key items to be addressed, and background information to help the Compensation Committee in its decision-making process.

Compensation Consultants

During 2007, we did not engage or consult with a compensation consultant in connection with rendering decisions on Executive compensation. In the past, however, the Compensation Committee has engaged Frederic W. Cook & Co., Inc. ("FWC"), an independent executive compensation consulting firm, to advise and make recommendations regarding USANA's Executive compensation program. During 2007, the Compensation Committee continued to utilize a survey prepared by FWC

(the "FWC Survey") as one of several tools in making its decisions regarding compensation changes, including compensation components and compensation levels.

Compensation Philosophy and Objectives

The Company's compensation philosophy, as approved by the Compensation Committee, is to establish and maintain Executive compensation programs that are designed to accomplish the following objectives:

To attract and retain, through a fair and competitive compensation plan, Executives who have the intelligence, education, and experience that is required to effectively administer the affairs of the Company;

To motivate our Executives to achieve certain financial and non-financial performance objectives for the benefit of our shareholders by tying components of their total compensation to individual and Company performance; and

To ensure that compensation practices do not impair USANA's financial strength or future success.

The Compensation Committee intends to meet these objectives by utilizing and maintaining a balance among three major components of compensation: base salary, cash bonus, and equity compensation. The Committee believes that these three components provide the appropriate framework to (i) attract, retain and motivate our Executives, and (ii) align a significant portion of Executive compensation with short- and long-term performance objectives that drive shareholder value. As shown in the compensation tables following this report, our Executives do not receive retirement benefits, severance arrangements, deferred compensation opportunities, or other perquisites that are commonly provided to executives of similarly sized companies.

Components of Compensation

Base Salary

Base salary represents the fixed component of Executive compensation. It is designed to compensate our Executives fairly and competitively at levels necessary to attract, retain and motivate qualified executives in our industry. Historically, base salaries paid to our Executives have been significantly below market for comparable positions and responsibilities, based on the findings of the FWC Survey. Rather, the Compensation Committee has utilized equity and has relied on large, intermittent stock option grants, as a key retention and reward tool for Executives for the long-term. Beginning in 2006, in light of the FWC Survey and the adoption of SFAS No. 123(R), this philosophy changed and the Compensation Committee determined that Executive base salaries would be increased and brought more in-line with the median market and the equity component of their compensation would be reduced. In 2007, the Compensation Committee continued this initiative and approved on average a 39% increase to Executive base salaries. The Compensation Committee determined that these increases to our Executives' base salaries were reasonable and necessary to ensure that the compensation we offer to our Executives is fair and competitive. The actual base salaries paid to our Executives during 2007 are reflected in column (c) of the Summary Compensation Table on page 17 of this Proxy Statement.

Our Founder and Chairman of the Board, Dr. Myron Wentz, has served with the title of Chief Executive Officer of USANA since its inception. Dr. Wentz has historically declined to receive any payments of base salary or bonus, and the Company currently expects this to be the case in the future.

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Non-Equity Incentive Plan Compensation

We offer our Executives non-equity incentive plan compensation in the form of a cash bonus that is based on USANA's achievement of certain financial and non-financial performance objectives during the applicable year. Cash bonuses are based on a percentage of the Executive's base salary. Each year, the Compensation Committee sets the range of the cash bonus for which each Executive is eligible and sets the performance objectives on which cash bonuses for that year will be based.

2007 Non-Equity Incentive Plan

In 2007, USANA offered the World-Wide Incentive Plan and the Asia Pacific Incentive Plan to its Executives. All of our Executives, except for our Executive Vice President of Asia Pacific, were eligible to participate in the World-Wide Incentive Plan. Cash bonuses under this plan were based on the achievement of Company financial performance objectives relating to the Company's world-wide net sales growth and operating margin, excluding our Malaysia market.

Cash bonuses under the Asia Pacific Incentive plan were based upon the achievement of Company financial performance objectives relating to net sales growth and contribution margins for the countries in our Asia Pacific region, excluding Malaysia. Our Executive Vice President of Asia Pacific, along with his senior management team, was eligible to participate in the Asia Pacific Incentive Plan.

The Company performance objectives under each of the World-Wide Incentive Plan and the Asia Pacific Incentive Plan were set by the Compensation Committee in consultation with our President and are explained in greater detail below. Based on these financial performance objectives, Executives were eligible to receive a cash bonus of between 0% and 100% of their base salaries under the World-Wide Incentive Plan and Asia Pacific Incentive Plan. In addition, both of these incentive plans contained a component to reward performance in our Malaysia market, which we opened in January 2007. Under this component, Executives under the World-Wide Incentive Plan could earn up to 10% of their base salary if a certain net sales threshold was achieved in Malaysia, and Executives under the Asia Pacific Incentive Plan could earn up to 20% of their base salary if these same objectives were achieved. Because the Malaysia component contained independent performance objectives, Executives could earn the bonus under this component regardless of whether USANA achieved the performance objectives under the World-Wide Incentive Plan or Asia Pacific Incentive Plan.

Set forth below are the financial performance objectives and corresponding bonus payment for each of the World-Wide Incentive Plan and Asia Pacific Incentive Plan. Also included below is the Malaysia component to these incentive plans. The performance objectives outlined below relate to operating results in the countries of the geographic region for which the plan applies and, except for the Malaysia component, do not include results from our Malaysia market.

World-Wide Incentive Plan		Asia Pacific Incentive Plan	
Performance Objectives	Bonus Payment	Performance Objectives	Bonus Payment
Under 15.5% Sales Growth and/or Under 16% Operating Margin	No Payment	Under 14.5% Sales Growth and/or Under 22.5% Contribution Margin	No Payment
15.5% to 17% Sales Growth, and 16% Operating Margin	50% of Base Salary	14.5% to 16.75% Sales Growth, and 22.5% Contribution Margin	50% of Base Salary
17% to 18.5% Sales Growth, and 16% Operating Margin	75% of Base Salary	16.75% to 19% Sales Growth, and 22.5% Contribution Margin	75% of Base Salary
18.5% or greater Sales Growth; and 16% Operating Margin	100% of Base Salary	19% or greater Sales Growth, and 22.5% Contribution Margin	100% of Base Salary

Malaysia Component		Malaysia Component	
Performance Objectives	Bonus Payment	Performance Objectives	Bonus Payment
Under \$12.0 Million in Sales	No Payment	Under \$12.0 Million in Sales	No Payment
\$12.0 to \$14.0 Million in Sales	5% of Base Salary	\$12.0 to \$14.0 Million in Sales	10% of Base Salary
\$14.0 Million or greater in Sales	10% of Base Salary	\$14.0 Million or greater in Sales	20% of Base Salary

2007 Incentive Plan Awards

In 2007, USANA did not meet the minimum financial performance level required for payment of a cash bonus under the World-Wide Incentive Plan. Consequently, eligible Executives did not earn a bonus payment under this plan. However, the Compensation Committee, as part of reviewing the Company's actual performance in 2007, reviewed and considered certain extraordinary events that occurred in North America, including false allegations about the Company in the media and the litigation resulting from such false allegations. After considering these extraordinary events, the Compensation Committee determined that the Company's and Executives' performance, in light of these events, warranted a cash bonus. Accordingly, the Compensation Committee approved a cash bonus of 10% of base salary under the World-Wide Incentive Plan, which is reflected in column (d) of the Summary Compensation Table on page 17 of this Proxy Statement.

Under the Asia Pacific Incentive Plan, USANA achieved the financial performance for a bonus payment of 75% of base salary. Consequently, the Executive Vice President of Asia Pacific received a bonus payment of 75% of his base salary under this plan. Actual cash bonus awards under the Asia Pacific Incentive Plan are reflected in column (g) of the Summary Compensation Table on page 17 of this Proxy Statement.

Under the Malaysia component to the foregoing bonus plans, USANA achieved the financial performance for a bonus payment of 10% of base salary under the World-Wide Bonus Plan and 20% of base salary under the Asia Pacific Bonus Plan. Actual cash bonus awards to Executives under the Malaysia component to both bonus plans are reflected in column (g) of the Summary Compensation Table on page 17 of this Proxy Statement.

2007-2008 Bonus Plan

During the third quarter of 2007, the Compensation Committee approved the 2007-2008 North America Bonus Plan as an incentive for our Executives to increase net sales in North America during the third and fourth quarters of 2007 and the first and second quarters of 2008. The Committee believed that this additional bonus plan was necessary in light of the extraordinary events and challenges that the Company faced during 2007, particularly in North America. The targets for the bonus range between 0% and 50% of each Executive's base salary. No bonus payment will be paid under the bonus plan unless the Company achieves certain financial performance objectives in North America during the bonus period. Under this bonus plan, Executives are eligible to receive:

no payment of a cash bonus, unless USANA achieves the minimum financial performance level in North America;

payment of 25% of base salary, if USANA achieves the minimum financial performance level in North America; or

a payment of 50% of base salary, if USANA achieves a specified financial performance level in North America.

2008 Bonus Plan

For 2008, the Compensation Committee approved an Executive bonus plan (the "2008 Bonus Plan") that is based on the achievement of several Company financial and non-financial performance objectives. The performance objectives include financial objectives related to customer counts and operating margins that apply to all Executives universally, and additional financial and non-financial objectives that differ depending on the Executive's functional area. Each objective is assigned a relative weight and contains a minimum, target, and maximum performance level. The extent to which an Executive will receive a bonus under the 2008 Bonus Plan will depend on the product of (i) the weighting of the respective objective, and (ii) the performance level that has been attained for the respective objective. Under the 2008 Bonus Plan, Executives are eligible to receive:

no payment of a cash bonus, unless USANA achieves the minimum financial and non-financial performance levels;

payment of 20% of base salary, if USANA achieves the minimum financial and non-financial performance levels;

a payment of 50% of base salary, if USANA achieves the target financial and non-financial performance levels; or

a payment of up to 100% of base salary, if USANA achieves the maximum financial and non-financial performance levels.

The Compensation Committee believes that the performance objectives under the 2008 Bonus Plan are consistent with the Company's long-term strategic plan and the Committee's expectations of the Company's future performance. The Committee also believes that: (i) the minimum performance level for each objective is reasonably attainable, subject to the customary risks attendant to the Company's business operations, and (ii) the target performance level for each objective will require a significant effort by Executives. Future estimated payouts under USANA's 2008 Bonus Plan are reflected in the Grants of Plan-Based Awards table on page 18 of this Proxy Statement.

Equity Compensation

Equity compensation is an integral part of USANA's compensation philosophy. We believe that equity grants that vest over a period of years tie a portion of our Executives' compensation to the Company's long-term performance and, thereby, align the interests of our Executives with the interests of our shareholders. Our equity compensation program delivers compensation to Executives only when the Company performs and the value of the Company's stock increases. USANA provides equity-based compensation primarily through the issuance of Stock-Settled Stock Appreciation Rights ("SSARs"). The Compensation Committee began issuing SSARs, in lieu of stock options, in 2006 after its review of the FWC Survey and after consulting with and receiving recommendations from the Company's President, Chief Financial Officer, and Vice President of Human Resources. SSARs, in contrast to stock options, minimize the dilutive effect created by the use of equity compensation awards.

SSARs are approved and granted by the Compensation Committee on an annual basis under the USANA 2006 Equity Incentive Award Plan (the "2006 Plan"). Awards of SSARs vest annually in equal installments over a 5-year period. The Company grants all equity incentive awards based on the fair market value as of the date of grant as determined by the closing price of the Company's common stock on the date of grant. Grants of equity awards under the compensation programs discussed above are made for both Executives and all other eligible employees at regular Compensation Committee meetings and at special meetings, as needed. The effective date for such grants is customarily the date of such meeting or, for new hires, the first day of employment.

Other Compensation

Other than as described above, USANA does not at this time provide benefits to its Executives that are different from or in addition to those that are provided to its general employees.

Retirement: Executives may participate in Company sponsored 401(k) retirement plans on the same terms and conditions, including Company matching provisions, as other employees. For the year ended December 29, 2007, all employees who participated in our 401(k) plan received matching funds equal to \$564,402. During 2007, each of our Executives participated in our 401(k) plan and received matching funds totaling \$60,790. We provide no other retirement benefits to our Executives.

Severance: USANA has no severance agreements or contracts with any of its Executives that contain post-termination or change-in-control payments.

Perquisites: It is our general practice not to provide significant perquisites or personal benefits to our Executives. The Compensation Committee, however, retains the discretion to consider and award reasonable perquisites or personal benefits to Executives as necessary to accomplish the objectives under our compensation philosophy. In this regard, it should be noted that we do not provide pension arrangements, post-retirement health coverage, or similar benefits for our Executives or employees. In 2007, we paid health, life, and disability insurance premiums on behalf of our Executives, all on the same terms as those that we provide to all of the Company's employees.

Insurance Plans and Other Benefits: We provide insurance plans and other benefits to our Executives that are similar to those plans and benefits that are customarily provided to general employees of the Company.

Indemnification: Article VI of our Amended and Restated Articles of Incorporation and Article 5 of our Bylaws provide for indemnification of our directors, officers, employees, and other agents to the extent and under the circumstances permitted by the Utah Business Corporation Act. We have entered into agreements with our directors and officers that will require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers to the fullest extent allowed. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, or persons controlling us under the foregoing provisions, the SEC has stated that such indemnification is against public policy, as expressed in the Securities Act of 1933, as amended, and, therefore, such indemnification provisions may be unenforceable.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee of the Board of Directors has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on this review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Respectfully submitted by the members of the Compensation Committee:

Robert Anciaux (Chair)
Ronald S. Poelman
Jerry G. McClain

16

SUMMARY COMPENSATION TABLE

The following table summarizes all compensation paid to our named executive officers in each of the two most recently completed fiscal years.

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Name and Principal Position	Year	Salary (\$)	Bonus \$(1)	Stock awards (\$)	Option awards \$(2)	Non-equity incentive plan compensation \$(1)	Change in pension value and non-qualified deferred compensation earnings (\$)	All other compensation \$(3)	Total (\$)
Myron W. Wentz Chairman & CEO	2007 2006								
David A. Wentz President	2007 2006	\$ 292,308 \$ 173,158	\$ 29,234		\$ 558,324 \$ 455,010	\$ 29,235 \$ 22,507	\$	\$ 9,571 \$ 5,862	\$ 918,672 \$ 656,537
Gilbert A. Fuller Executive Vice President & Chief Financial Officer	2007 2006	\$ 270,000 \$ 198,962	\$ 27,032		\$ 157,223 \$ 94,317	\$ 27,033 \$ 25,995	\$	\$ 9,037 \$ 6,789	\$ 490,325 \$ 326,063
Fred W. Cooper Executive Vice President, Operations	2007 2006	\$ 259,231 \$ 168,599	\$ 25,928		\$ 179,291 \$ 102,443	\$ 25,928 \$ 21,921	\$	\$ 8,563 \$ 5,684	\$ 498,941 \$ 298,647
Kevin Guest(4) Executive Vice President, Marketing	2007 2006	\$ 228,077 \$ 161,446	\$ 22,810		\$ 708,676 \$ 623,103	\$ 22,810 \$ 20,992			