2017

Jodi Howick Appellant v. Salt Lake City Corporation, Appellee

Utah Court of Appeals

No. 20150852-CA

IN THE
UTAH COURT OF APPEALS

JAMES ROBERT RAWCLIFFE,

Plaintiff and *Appellant*,

v.

ROBERT ANCIAUX, et al.,

Defendants and *Appellees*.

ADDENDA A-B – VOLUME ONE

Appeal from the Third District Court, Salt Lake County, State of Utah
The Honorable Heather Brereton, District Court No. 140905252

J. Ryan Mitchell (9362) Steven J. Joffee (13258) Mitchell Barlow & Mansfield, P.C. 9 Exchange Place, Suite 600 Salt Lake City, Utah 84111 rmitchell@mbmlawyers.com Eric L. Zagar Robin Winchester Kristen L. Ross Kessler Topaz Meltzer & Check, LLP 280 King of Prussia Road Radnor, Pennsylvania 19087 ezagar@ktmc.com *Counsel for Plaintiff/Appellant*	Erik A. Christiansen (7372) Alan S. Mouritsen (13558) Parsons Behle & Latimer 201 South Main Street, Suite 1800 Salt Lake City, Utah 84111 echristiansen@parsonsbehle.com Douglas A. Rappaport Lucy C. Malcolm Akin Gump Strauss Hauer & Feld LLP One Bryant Park New York, New York 10036 darappaport@akingump.com *Counsel for Defendants/Appellees*

ORAL ARGUMENT REQUESTED

4843-4565-8418 v1

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Addendum A

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

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 29, 2007

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 0-21116

USANA HEALTH SCIENCES, INC.
(Exact name of registrant as specified in its charter)

Utah (State or other jurisdiction of incorporation or organization)	**87-0500306** (I.R.S. Employer Identification No.)

3838 West Parkway Blvd., Salt Lake City, Utah 84120
(Address of principal executive offices, Zip Code)

(801) 954-7100
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

(Title of each class)	**(Name of each exchange on which registered)**
Common Stock, Par Value $0.001 Per Share	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

There were 16,392,384 shares of the registrant's common stock outstanding as of March 3, 2008. The aggregate market value of common stock held by non-affiliates of the registrant as of June 29, 2007 was approximately $342,758,000.

Documents incorporated by reference. The registrant incorporates information required by Part III (Items 10, 11, 12, 13, and 14) of this report by reference to the registrant's definitive proxy statement to be filed pursuant to Regulation 14A for the 2008 Annual Shareholders Meeting.

USANA HEALTH SCIENCES, INC.

FORM 10-K

For the Fiscal Year Ended December 29, 2007

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The statements contained in this report on Form 10-K that are not purely historical are considered to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements represent our expectations, beliefs, anticipations, commitments, intentions, and strategies regarding the future, and include, but are not limited to, the risks and uncertainties outlined in item 1A Risk Factors, and item 7 Management's Discussion and Analysis of Financial Condition and Results of Operation. Readers are cautioned that actual results could differ materially from the anticipated results or other expectations that are expressed in forward-looking statements within this report.

PART I

Item 1. Business

General

USANA Health Sciences, Inc. ("We," "USANA" or the "Company") is a Utah corporation, founded in 1992 by Myron W. Wentz, Ph.D., that develops and manufactures high-quality, science-based nutritional and personal care products, with a commitment to continuous product innovation and sound scientific research. We distribute and sell our products internationally through a network marketing system, which is a form of direct selling. Our international markets include Canada, Mexico, Australia, New Zealand, Singapore, Malaysia, Hong Kong, Taiwan, Japan, and South Korea, and direct sales from the United States to the United Kingdom and the Netherlands. Our customer base comprises two types of customers; "Associates" and "Preferred Customers." Associates are independent distributors of our products, who also purchase our products for personal use. Preferred Customers purchase our products strictly for their personal use and are not permitted to resell or to distribute the products. As of December 29, 2007, we had 176,000 active Associates and 78,000 active Preferred Customers worldwide. For purposes of this report, we only count as "active" those Associates and Preferred Customers who have purchased product from USANA at any time during the most recent three-month period. Our net sales in fiscal year 2007 were $423.1 million, of which 87% was generated by Associates, and 13% by Preferred Customers.

Associates are encouraged to build and manage their own sales force by recruiting, managing, and training others to sell our products, and they are compensated on sales generated by their business group. Associates can also receive compensation by purchasing products at wholesale prices and selling them at retail prices. We believe that network marketing is an effective way to distribute our products because it allows person-to-person product education, which is not readily available through traditional distribution channels. This personal touch may enhance consumers' awareness of the health benefits of our products, as well as motivate them to live and support a healthier lifestyle. Additionally, we feel that network marketing appeals to a broad cross-section of people, particularly those seeking to supplement their income, start a home-based business, or pursue entrepreneurial opportunities other than conventional full-time employment. We consider our high-quality products, compact product lines, the rewarding USANA Associate compensation plan (the "Compensation Plan"), distributor support and recognition, and weekly Associate incentive payments to be attractive components of the USANA network marketing system.

We sell products from two primary product lines: USANA® Nutritionals, which includes high-quality supplements and functional foods, and Sensé—beautiful science® (Sensé), a unique line of skin and personal care products. We also offer sales and marketing tools that are designed to assist our Associates in building their businesses and in selling our products, as well as combination packs, which include a variety of products from each product line. In 2007, the USANA Nutritionals and Sensé™ product lines represented approximately 87% and 10%, respectively, of our total product sales. Sales from other items, the majority of which include marketing and sales tools, accounted for the remaining 3% of total product sales. We limit our product lines to include only science-based products that we believe can provide health benefits to a significant percentage of our customers. Additionally, while not required, our products are designed, manufactured, packaged, and labeled at levels that we believe are consistent with the more rigorous pharmaceutical standards.

From July 2003 through August 2007, we also operated a third-party contract manufacturing business at a facility located in Draper, Utah, which we historically disclosed as a separate reportable business segment. We acquired the contract manufacturing business as part of a vertical integration strategy to manufacture and package our Sensé™ line of skin and beauty care products. On August 10, 2007, we sold our third-party contract manufacturing business in order to focus on our direct selling business. We retained the assets that are associated with manufacturing and packaging our Sensé products. We currently lease space from the Draper facility, where we continue to manufacture and package our Sensé products. As a result of the sale of the third-party contract manufacturing business, we now consider our operations to be a single reportable segment: Direct Selling.

Products

Our primary product lines consist of USANA® Nutritionals and Sensé™. The USANA® Nutritionals product line is further categorized into three separate classifications: Essentials, Optimizers, and Macro-Optimizers.

USANA® Nutritionals

The Essentials include core vitamin and mineral supplements that provide a foundation of advanced nutrition for every age group. To help meet the "essential" nutrient needs of children and teens during the years of development, when good nutrition is especially important, USANA offers: Usanimals™, a formulation of vitamins, minerals, and antioxidants, in an easy-to-take, chewable tablet for children who are 13 months to 12 years old; and Body Rox™, a nutritional supplement containing 31 essential vitamins, minerals, antioxidants, and cofactors for adolescents who are 12 to 18 years old. USANA® Essentials for adults consists of two products: Mega Antioxidant, a balanced, high-potency blend of 30 vitamins, antioxidants, and other important nutrients to support cellular metabolism and to counteract free-radical damage; and Chelated Mineral, a complete spectrum of essential minerals, in balanced, highly absorbable forms. The USANA® Essentials are also a part of the HealthPak 100™, a convenient pillow pack that also includes some key Optimizers. During the third quarter of 2007, we introduced a new product concept for our customers called MyHealthPak™. This concept offers a fully customizable packaging system for our supplement products that allows customers to create their own personalized selection of our full line of nutritional supplements in a pillow pack that is similar to our HealthPak 100 product.

Optimizers are more targeted supplements that are designed to meet individual health and nutritional needs. Products in this category include Proflavanol®, Poly C®, Procosa® II, CoQuinone® 30, BiOmega-3™, E-Prime™, BodyRox™—Active Calcium™ Chewable, Active Calcium™, PhytoEstrin™, Palmetto Plus™, Ginkgo-PS™, Garlic EC™, Visionex®, OptOmega®, Hepasil DTX™, and TenX™ Antioxidant Blast.

The Macro Optimizers include healthy, low-glycemic functional foods and other related products: Nutrimeal™, Fibergy®, and SoyaMax™ drink mixes, as well as Nutrition and Fibergy Bars™. Our RESET™ weight management program and the accompanying RESET kit are also part of the Macro-Optimizers. The RESET kit is conveniently packaged in a self-contained box with all of the USANA products that are needed to complete a five-day regimen, which is designed to assist adults in losing weight and in beginning a positive, long-term change in their diet.

Sensé—beautiful science®

The Sensé product line includes premium, science-based, personal care products that support healthy skin and hair by providing advanced topical nourishment, moisturization, and protection. These products are manufactured with our patented self-preserving technology, which uses a unique blend of botanicals, antioxidants, and active ingredients to keep products fresh, without adding traditional chemical preservatives. Products in this line include Perfecting Essence, Gentle Daily Cleanser, Hydrating Toner, Daytime Protective Emulsion, Eye Nourisher, Night Renewal, Serum Intensive, Rice Bran Polisher, Crème Masque, Revitalizing Shampoo, Nourishing Conditioner, Firming Body Nourisher, Energizing Shower Gel, and Intensive Hand Therapy.

All Other

In addition to these principal product lines, we develop and sell materials and online tools that are designed to assist our Associates in building their businesses and in marketing our products. These resource materials and sales tools include product brochures and business forms that are designed by us and are printed by outside publishers. In addition, we occasionally provide reprints of other commercial publications that feature USANA and may be used as a sales tool. We also periodically contract with authors and publishers to produce or provide books, tapes, and other items that deal with health topics and personal motivation, which we then sell to our Associates. New Associates are required to purchase a starter kit, which contains USANA training materials that help them to build their businesses. Associates do not earn commissions on the sale of starter kits or sales tools.

The following table summarizes the approximate percentages of total product sales that were contributed by our major product lines for the last three fiscal years:

	Year Ended		
	2005	2006	2007
USANA® Nutritionals			
Essentials*	38%	37%	36%
Optimizers	34%	34%	38%
Macro Optimizers	10%	13%	13%
Sensé—beautiful science®	15%	11%	10%
All Other	3%	5%	3%

* The Essentials category (under the USANA® Nutritionals) includes USANA Essentials™, HealthPak 100™, Body Rox™, and Usanimals™.

Key Products

The following table highlights sales data for our top-selling products as a percentage of total product sales for the last three fiscal years.

	Year Ended		
	2005	2006	2007
USANA® Essentials	22%	21%	20%
HealthPak 100™	13%	14%	13%
Proflavanol®	10%	9%	10%

Geographic Presence

Our products are distributed and sold in 13 countries throughout the world. We have historically presented information for these countries in two geographic regions: North America and Asia Pacific. North America included the United States, Canada, Mexico, and direct sales to the United Kingdom and the Netherlands; and Asia Pacific included Australia-New Zealand, Hong Kong, Japan, Taiwan, South Korea, Singapore, and Malaysia. As our international presence has continued to grow, we now present this information in four geographic regions:

- North America—United States, Canada, Mexico, and direct sales from the United States to the United Kingdom and the Netherlands
- Southeast Asia/Pacific—Australia-New Zealand, Singapore, and Malaysia*

* We commenced operations in Malaysia in January 2007.

- East Asia—Hong Kong and Taiwan
- North Asia—Japan and South Korea

Currently, a significant portion of our net sales are concentrated in the North America region, which represented 63.1% of net sales in 2007. The United States continues to be our largest market, representing 40.1% of net sales during 2007. As we continue to expand internationally, our operating results will likely become more sensitive to economic and political conditions in foreign markets, as well as to foreign currency fluctuations. Net sales reported for each geographic region are determined by the location from which the product shipment originates and are reported for the last three fiscal years below. Additional financial information relating to our geographic regions can be found in Note M to the Consolidated Financial Statements.

	Year Ended								
Region		**2005**			**2006**			**2007**	
North America	$	209,445	66.5%	$	246,489	67.5%	$	267,235	63.1%
Southeast Asia/Pacific		58,300	18.5%		65,104	17.8%		90,690	21.4%
East Asia		32,349	10.3%		37,478	10.3%		49,314	11.7%
North Asia		14,923	4.7%		16,095	4.4%		15,910	3.8%
	$	315,017	100.0%	$	365,166	100.0%	$	423,149	100.0%

Research and Development

We focus our research and development efforts on developing and providing the highest quality, science-based products that reduce the risk of chronic degenerative disease and promote long-term health. Our research and development activities include developing products that are new to USANA and new to the industry, updating existing formulas to keep them current with the latest science, and adapting existing formulas to meet ever-changing regulations in new and existing international markets. Our scientists are continually reviewing the latest published research on nutrition, attending scientific conferences, and working in collaboration with a number of outside research institutions and researchers to identify possible new products and opportunities to reformulate existing products.

In 2007, we expanded our existing relationship with the Linus Pauling Institute ("LPI") at Oregon State University in an effort to better determine the function and role of micronutrients such as vitamins, minerals, and antioxidants in promoting optimal health and preventing disease. As part of this relationship, our in-house research team will collaborate with LPI on nutritional and clinical research. Additionally, we plan to contribute $500,000 annually to LPI to help fund research on the role of nutrition in preventing oxidative stress, glycemic stress, and chronic inflammation, as well as the development of physiological markers of these conditions.

Our goal is to maintain a sharp focus on nutrition—both inside and outside the body—in the prevention of chronic degenerative diseases, and on healthy weight management. Because we believe in focusing on key health issues within our society rather than on fads, we do not introduce a new product unless we believe that it can provide health benefits to a significant percentage of our customers. As a result, we maintain a focused and compact line of products, which we believe simplifies the selling and buying process for Associates and Preferred Customers.

We follow pharmaceutical standards established by the U.S. Pharmacopeia in the development and reformulation of our products. Our ingredients are selected to meet a number of criteria, including, but not limited to: safety, potency, purity, stability, bio-availability, natural versus synthetic, and whether the ingredients are readily available. We control the quality of our products beginning at the formulation stage, and we maintain our quality control through controlled sourcing of raw ingredients, manufacturing, packaging, and labeling. In fiscal years 2005, 2006, and 2007, we expended $2.2 million,

$3.0 million, and $3.4 million, respectively, on research and development activities. We intend to continue dedicating resources at similar levels for the research and development of new products and the reformulation of existing products.

Manufacturing and Quality Assurance

Tablet Manufacturing

Tablet manufacturing is conducted at our Salt Lake City, Utah manufacturing facility. Our tablet production process uses automatic and semi-automatic equipment and includes the following: identifying and evaluating suppliers of raw materials, acquiring raw materials, analyzing raw material quality, weighing or otherwise measuring raw materials, mixing raw materials into batches, forming mixtures into tablets, coating and sorting the tablets, analyzing tablet quality, packaging finished products, and analyzing finished product quality. We conduct sample testing of raw materials, in-process materials, and finished products for purity, potency, and composition to determine whether our products conform to our internal specifications, and we maintain complete documentation for each of these tests.

Our Salt Lake City manufacturing facility is registered with the U.S. Food and Drug Administration ("FDA"), Health Canada, the Australian Therapeutic Goods Administration ("TGA"), and other governmental agencies, as required. This facility is audited regularly by various organizations and government agencies to assess, among other things, compliance with Good Manufacturing Practice regulations ("GMPs") and with labeling claims. Based on these audits, our Salt Lake City manufacturing facility has received and maintains certifications from the Islamic Foods and Nutrition Counsel of America in compliance with Halal, NSF International in compliance with product testing and GMP, and the TGA in compliance with the Therapeutic Goods Act of 1989.

For the last several years, the manufacture of nutritional or dietary supplements and related products in the United States has required compliance with food-model GMPs. On June 22, 2007, however, the FDA published GMPs for dietary supplements, which will become effective June 1, 2008. The dietary supplement GMPs are based on the food-model GMPs, with additional requirements that are specific to dietary supplements. We believe that our processes comply with the FDA's more demanding drug-model GMPs and, therefore, do not anticipate making any significant changes to our current processes to comply with these stricter requirements.

Personal Care Manufacturing

In addition to tablet manufacturing, we manufacture our personal care products at the Draper, Utah manufacturing facility. The production process for personal care products includes identifying and evaluating suppliers of raw materials, acquiring raw materials, analyzing raw material quality, weighing or otherwise measuring the raw materials, mixing raw materials into batches, analyzing liquid batch quality, packaging finished products, and analyzing finished product quality. We conduct sample testing of raw materials, in-process materials, and finished products for purity, potency, and composition to determine whether our products conform to our internal specifications, and we maintain complete documentation for each of these tests.

At the Draper facility, we have standard technology for producing batches of personal care items, and we have semi-automatic packaging equipment for packaging the end product. We employ qualified staff to develop, implement, and maintain a quality system. Although the FDA has not promulgated GMP requirements for manufacturing personal care products, we voluntarily maintain compliance with the product development and GMP guidance of the Cosmetic, Toiletry and Fragrance Association.

Third-Party Suppliers and Manufacturers

We contract with third-party suppliers and manufacturers for the production of some of our products. These third-party suppliers and manufacturers produce and, in most cases, package these products according to formulations that have been developed by or in conjunction with our in-house product development team. These products include gelatin-capsuled supplements, Garlic EC™, OptOmega®, certain powdered drink mixes, and nutrition bars.

Quality Control

We conduct quality control processes in two in-house laboratories that are located in Salt Lake City, Utah. In our microbiology laboratory, scientists test for biological contamination of raw materials and finished goods. In our analytical chemistry laboratory, scientists test for chemical contamination and accurate levels of active ingredients in both raw materials and finished products. Both laboratories conduct stability tests on finished products to determine the shelf life of our products. Our laboratory staff also performs chemical assays on vitamin and mineral constituents, using United States Pharmacopoeia methods and other internally validated methods. In addition to our quality control and clinical laboratories, our headquarters facility also houses a laboratory designated for research and development.

Most of the raw ingredients that are used in the manufacture of our products are available from a number of suppliers. We have not generally experienced difficulty in obtaining necessary quantities of raw ingredients. When supplies of certain raw materials have tightened, we have been able to find alternative sources of raw materials, as needed, and believe we will be able to do so in the future, if the need arises. Our raw material suppliers must demonstrate stringent process and product quality control before we use their products in our manufacturing process.

Distribution and Marketing

General

We distribute our products internationally through a network marketing system, which is a form of person-to-person direct selling through a network of vertically organized independent distributors. These distributors purchase products at wholesale prices from the manufacturer and then make retail sales to consumers. The concept of network marketing is based on the strength of personal recommendations that frequently come from friends, neighbors, relatives, and close acquaintances. We believe that network marketing is an effective way to distribute our products because it allows person-to-person product education, which is not as readily available through other distribution channels.

Structure of Network Marketing Program

A person who wishes to sell USANA products must join our independent sales force as an Associate. A person becomes an Associate by completing an application under the sponsorship of an existing Associate. The new Associate then becomes part of the sponsoring Associate's downline sales organization. New Associates sign a written contract and agree to adhere to the USANA policies and procedures. New Associates are also required to purchase a starter kit that includes a detailed manual, including our policies and procedures. We sell starter kits at our cost for a price of approximately U.S. $49. We also offer starter kits in an electronic format at a lower price, which we also sell at our cost. Subject to payment of a minimal annual renewal fee, Associates may continue to distribute products until they voluntarily withdraw or are terminated for failing to adhere to our policies and procedures.

We also sell directly to customers who purchase products only for personal consumption. This program is our "Preferred Customer" program. Preferred Customers may not resell or distribute our products. We believe this program gives us access to a market that would otherwise be missed, by targeting customers who enjoy USANA products, but who prefer not to maintain a selling, distribution, or other business relationship with us. Although our policies prohibit Preferred Customers from engaging in retail sales of products, they may enroll as Associates at any time, if they desire. Preferred Customers are not eligible to earn commissions, nor to participate in our Compensation Plan.

Associate Training and Motivation

Initial training of Associates about the products, the Compensation Plan, network marketing, and about USANA is provided primarily by an Associate's sponsor and others in their sales organization. We develop and sell training materials and sales tools to assist Associates in building their businesses, as well as provide reprints from other commercial publications that feature USANA and may be used as sales tools. We also sponsor and conduct regional, national, and international Associate events, as well as intensive leadership training seminars. Attendance at these sessions is voluntary, and we undertake no generalized effort to provide individualized training to Associates, although experience shows that the most effective and successful Associates participate in training activities.

Associate Compensation

The Compensation Plan provides several opportunities for Associates to earn compensation, provided they are willing to consistently work at building, training, and retaining their downline organizations to sell USANA products to consumers. We believe this Compensation Plan is distinctive for its weekly payouts, which are designed to create appropriate incentives for the sale of USANA products. Associates cannot simply recruit others for the purpose of developing a downline and earn income passively, depending solely on the efforts of their downline. The primary way in which an Associate can earn compensation is by generating sales volume points through our base Compensation Plan. Sales volume points are assigned to each of our products and are generally targeted to represent a certain percent of the price in U.S. dollars. Each Associate is required to purchase a certain amount of product each month ("Qualifying Purchases"), which they must either resell to consumers or use personally in order to qualifiy to earn commissions or bonuses under USANA's Compensation Plan. Associates do not earn commissions on these Qualifying Purchases. The purpose of our Compensation Plan is to reward Associates for actively selling our products and for recruiting and retaining others to sell our products.

Associates can earn compensation in four ways:

- Generating sales volume points, which are based on product sales of their downline sales organization;
- Participating in a leadership bonus pool, which is based on certain performance requirements;
- Purchasing products at wholesale prices from USANA and selling them to consumers at higher retail prices; and
- Earning prizes or bonuses through Company-sponsored promotions and contests.

Most Associates sell our products on a part-time basis and consume them personally. The sponsoring of new Associates results in the creation of multiple levels within our network marketing structure. Sponsored Associates are referred to as the "downline" of the sponsoring Associate. Downline Associates may also sponsor new Associates, creating additional levels in their network, but also forming a part of the same downline as the original sponsoring Associate. Associates who are interested in earning additional income and who successfully expand their business network or downline can qualify for higher levels of compensation, as well as leadership bonuses, by attaining certain sales volume levels and by demonstrating leadership abilities. We do not pay commissions based on recruiting or sponsorship activity. Associates may not sell competitive products to other USANA

Associates or solicit USANA Associates to participate in other network marketing opportunities. Our policies and procedures also restrict Associates' advertising and representations or claims concerning USANA products or our Compensation Plan.

We endeavor to seamlessly integrate this Compensation Plan across all markets in which USANA products are sold, allowing Associates to receive commissions for global—not merely local—product sales. This seamless downline structure is designed to allow an Associate to build a global network by establishing downlines in any of the markets where we operate. Associates may expand their downline organizations into new markets without establishing new downlines or requalifying for higher levels of compensation in the newly opened markets. We believe this seamless Compensation Plan significantly enhances our ability to expand internationally, and we intend, where permitted, to continue to integrate new markets into our Compensation Plan.

Industry Overview

As both a manufacturer and a direct seller of nutritional and personal care products, we compete within two industries: nutrition and direct selling. The nutrition industry includes many small- and medium-sized companies that manufacture and distribute products that are generally intended to maintain the body's health and general well being, including the following:

- Nutritional Supplements—products such as vitamins and minerals, specialty supplements, herbs and botanicals, meal replacements, dietary supplements, and derivative compounds;
- Natural and Organic Foods—products such as cereals, milk, non-dairy beverages, and frozen entrees;
- Functional Foods—products with added ingredients or fortification that are designed specifically for health or performance purposes; and
- Natural Personal Care—products combining nutrition with skin care.

We believe that the following factors drive growth in the nutrition industry:

- The general public's heightened awareness and understanding of the connection between diet and health;
- The aging population in most of our markets, particularly the baby-boomer generation in the U.S., who tend to use more nutritional supplementation as they age;
- Rising health care costs and the worldwide trend toward preventative health care; and
- Product introductions in response to new scientific findings.

Nutritional products are distributed through six major sales channels. Each channel has changed in recent years, primarily due to advances in technology and communications that have resulted in improved product distribution and faster dissemination of information. The major sales channels are as follows:

- Mass market retailers, including mass merchandisers, drug stores, supermarkets, and discount stores;
- Natural health food retailers;
- Network marketing;
- Mail order;
- Healthcare professionals and practitioners; and
- The Internet.

We distribute our products through a network marketing system, which is a common form of direct selling. According to the World Federation of Direct Selling Associations ("WFDSA"), the direct selling industry currently generates approximately $110 billion annually in worldwide retail sales, through approximately 60 million independent distributors.

According to statistics compiled by the Direct Selling Association (the U.S. member of the WFDSA), the United States remains the largest market for direct selling, with $32 billion in annual retail sales and 15 million independent distributors in 2006. According to the Direct Selling Association, wellness products, which include nutritional supplements and functional foods, accounted for 20.3% of the U.S. direct retail sales in 2006, and personal care products accounted for 33.7% of such sales.

We believe that we are well positioned to capitalize on growth trends in direct sales, as both a developer and manufacturer of nutritional supplements and personal care products.

Operating Strengths

Our principal objective is to be a leading developer and manufacturer of science-based nutritional and personal care products and to create a rewarding opportunity through network marketing for our Associates to distribute our products. Our strategy is to capitalize on our operating strengths, which include: a strong research and development program; in-house manufacturing capability; science-based products; an attractive Associate Compensation Plan with strong support; a scalable business model; and an experienced management team.

Emphasis on Research and Development. We have a technical team of approximately 20 individuals who contribute to our research and development activities. This team includes experienced scientists, including several scientists holding Ph.D. degrees, quality engineers, and regulatory specialists. In our research and development laboratories, our scientists and researchers:

- Investigate *in vitro* and *in vivo* activity of new natural extracts and formulated products;
- Identify and research combinations of nutrients that may be candidates for new products;
- Develop new nutritional ingredients for use in supplements;
- Study the metabolic activity of existing and newly identified nutritional ingredients;
- Enhance existing products, as new discoveries in nutrition and skin care are made; and
- Formulate products to meet the regulatory requirements in all of our markets.

Our scientists and researchers also perform double-blind, placebo-controlled, clinical studies which are intended to further evaluate the efficacy of our products. We also collaborate with outside research organizations to further support various aspects of our research and development efforts. For example, in 2007 we expanded our existing relationship with LPI at Oregon State University. Additionally, we fund clinical research programs at Boston University and the University of Colorado. It is through our research and development efforts and our partnerships with outside research organizations that we can provide what we believe to be some of the highest quality health products in the industry.

In-house Manufacturing. We manufacture products that account for approximately 74% of product sales. We believe that our ability to manufacture our own products is a significant competitive advantage for the following reasons:

- We can better control the quality of raw materials and the purity and potency of finished products;
- We can more reliably monitor the manufacturing process to reduce the risk of product contamination;

- We can better control production schedules to increase the likelihood of maintaining an uninterrupted supply of products for our customers;
- We are able to produce most of our own prototypes in the research phase of product development; and
- We believe we can better manage the underlying costs associated with manufacturing our products.

Science-based Products. As a result of our emphasis on research and development and our in-house manufacturing capabilities we have developed a focused and compact line of high-quality health products that we believe provide health benefits to a significant percentage of our customers. Our products have been developed based on a combination of published research, *in vitro* and *in vivo* testing, in-house and third-party clinical studies, and sponsored research. Additionally, we design, manufacture, package, and label our products in a manner that we believe is consistent with pharmaceutical standards.

Attractive Associate Compensation Plan and Support. We are committed to providing a highly competitive compensation plan to attract and retain Associates who constitute our sales force. We believe that our Compensation Plan is one of the most financially rewarding in the network marketing industry. Associate incentives totaled $170.4 million, or 40.3% of net sales in 2007. We pay Associate incentives weekly and our Compensation Plan is a global-seamless plan, meaning that Associates can be compensated each week for their business success in any market in which we conduct business.

To support our Associates, we sponsor meetings and events throughout the year, which offer information about our products and our network marketing system. These meetings are designed to assist Associates in business development and to provide a forum for interaction with successful Associates and with the USANA management team. We also provide low-cost sales tools, which we believe are an integral part of building and maintaining a successful home-based business for our Associates.

In addition to Company-sponsored meetings and sales tools, we maintain a website exclusively for our Associates, where they can keep up on the latest USANA news, obtain training material, manage their personal information, enroll new customers, shop for products, and register for Company-sponsored events. Additionally, through this website, Associates can access other online services. For example, we offer an online business management service, which includes a tool that helps Associates track and manage their business activity, a personal webpage to which prospects or retail customers can be directed, e-cards for advertising, and a tax management tool.

Business Model. We believe our business model provides, among others, the following advantages:

- Our business model does not require a company-employed sales force to sell our products, and we experience a minimal incremental cost to add a new Associate;
- Commissions paid to our Associates are tied to sales performance;
- Because payment is required at the time an Associate or Preferred Customer purchases product, we have virtually no accounts receivable;
- We have a monthly product subscription program known as "Autoship," which provides a stream of recurring revenue, (for the year ended December 29, 2007, this program represented 51% of our net sales); and
- We can readily expand into new international markets with only moderate investment, because we generally maintain only one administrative and customer support office and one or two warehouses in each of these markets.

Experienced Management Team. Our management team includes individuals with expertise in various scientific and managerial disciplines, including nutrition, product research and development, international development, marketing, customer network development, information technology, finance, and operations. The current executive management team has been in place for several years and is responsible for supporting growth, research and development, international expansion, strengthening our financial condition, and improving our internal controls.

Growth Strategy

We seek to grow our business by pursuing the following strategies:

Attract and Retain Associates and Preferred Customers. We recognize the need to continue to attract and retain Associates. We maintain emphasis on the partnership between the USANA management team and our Associate leaders. Through this partnership, our Associate leaders continue to host "Health & Freedom" meetings and online presentations, both aimed at presenting the business opportunity to potential Associates and providing additional training and resources for existing Associates. In addition to our Annual International Convention and our Asia Pacific Convention, we hold several regional events in key growth areas to provide support and training to new Associates in these areas. We intend to continue growing our business by maintaining a focus on our two core values, "True Health" and "True Wealth." We plan to accomplish this by increasing the number of active Associates and teaching them how to build a strong customer base. By leveraging the growth we have in our Associate field, we believe we can continue to attract individuals that are interested in joining a winning team and starting a home-based business with USANA.

We will continue to make it easier for our customers to order product from USANA and to learn about the many products that we offer. This will be accomplished with an improved online shopping cart and website, a product catalog dedicated to Preferred Customers, product sampling, and target marketing. We are also working on a Preferred Customer referral system, which will include awards and incentives for bringing in new customers. We believe we offer the finest web-based business tools in the industry. We will continue to make improvements and enhancements to these tools, which offer a convenient and simple way for our Associates to manage their business and be more productive.

Enter New Markets. We believe that significant growth opportunities continue to exist in markets where we currently conduct business and in new international markets. New markets are selected following an assessment of several factors, including market size, anticipated demand for USANA products, receptiveness to network marketing, and the market entry process, which includes consideration of possible regulatory restrictions on our products or our network marketing system. We have begun to register certain products with regulatory and government agencies in preparation for further international expansion. Wherever possible, we expect to seamlessly integrate the Compensation Plan in each market to allow Associates to receive commissions for global—not merely local—product sales. The seamless downline structure is designed to allow an Associate to build a global network by creating downlines across national borders. Associates are not required to establish new downlines or to re-qualify for higher levels of compensation in newly opened markets. We believe this seamless Compensation Plan can significantly enhance our ability to expand internationally, and we intend, where permitted, to integrate future markets into this plan.

Introduce New and Re-formulate Existing Products. Our research and development team is continually researching the latest scientific findings related to nutrition, looking at new technology and attending scientific conferences. If, in the process, we see potential for a new product that provides a true health benefit addressing a particular health issue, and if we believe its benefits can be realized by a significant percentage of our customers, we will generally pursue development of that product. At our International Convention in August, 2007, we introduced a new product and technology, called

MyHealthPak. This technology allows customers to create their own personalized selection of our line of nutritional supplements in daily AM and PM pillow packs.

If in the process of our research activities mentioned above, our research and development team identifies a new or existing ingredient that could possibly be used to enhance one of our existing products, we will generally pursue a product upgrade. Our intention is to ensure that all of our products, new and existing, incorporate the latest science in nutrition. We typically upgrade at least one of our products each year.

Pursue Strategic Acquisitions. We believe that attractive acquisition opportunities may arise in the future. We intend to pursue strategic acquisition opportunities that would grow our customer base, expand our product lines, enhance our manufacturing and technical expertise, allow vertical integration, or otherwise complement our business or further our strategic goals.

Capital Investment. During 2007 and continuing in 2008, we have significantly added to our capital and human resources in order to support the growth of our business. In Salt Lake City, we have largely completed an expansion and upgrade of our corporate campus. In addition to the expansion of the corporate headquarters and manufacturing facilities, in 2007 we purchased a facility in Sydney, Australia and are working on the remodel and fit-out of this facility, to where our Australian operations will be moved. We also added to our human resources during 2007, increasing "bench strength" in key functions at our corporate and regional offices. Another significant investment during 2007 was the addition of a new automated packaging system, which should be fully functioning by the second quarter of 2008.

Product Returns

Product returns have not been a material factor in our business, totaling approximately 1.6% of net sales during each of the fiscal years 2005 and 2006, and 1.5% of net sales during fiscal year 2007. Because our emphasis on satisfaction is a hallmark of our business model, we permit Associates to return any unused product from their first purchase within the first 30 days following their purchase for a 100% refund of the sales price. Thereafter, any returned product that is unused and resalable is refunded up to one year from the date of purchase at 100% of the sales price less a 10% restocking fee. According to the terms of the Associate agreement, return of product that was not damaged at the time of receipt by the Associate, where the purchase amount exceeds $100, may result in cancellation of the Associate's distributorship. Depending upon the conditions under which product was returned, Associates and Preferred Customers may receive their refunded amount either based on their original form of payment or with product or credit on account.

Major Customers

Sales are made to independent Associates and Preferred Customers. No single customer accounted for 10% or more of net sales in any of the last three fiscal years. Associates may sell products only in countries where we have approved the sale of our products.

Compliance by Associates

From time to time some Associates will fail to adhere to the USANA policies and procedures, including those governing the marketing of our products or the permissible representations regarding the Compensation Plan. We systematically review reports of alleged Associate misbehavior. Infractions of the policies and procedures are reported to a compliance committee that determines what disciplinary action may be warranted in each case. If we determine that an Associate has violated any of the USANA policies and procedures, we may take a number of disciplinary actions. For example, we may impose sanctions, such as warnings, fines or probation. We also may withdraw or deny awards, suspend privileges, withhold commissions until specific conditions are satisfied, or take other appropriate actions in our discretion. More serious infractions may result in termination of the Associate's purchase and distribution rights completely.

Information Technology

We believe that the ability to efficiently manage distribution, compensation, manufacturing, inventory control, and communications functions through the use of sophisticated and dependable information processing systems is critical to our success. Our information technology resources are maintained primarily by our in-house staff to optimally support our customer base and core business processes. This staff manages an array of systems and processes which support our global operations 24 hours a day and 365 days a year. Three of our critical applications include the following:

- A web-based application that provides online services to Associates, such as training sessions and presentations, online shopping, enrollment, company and product information, and other tools to help Associates effectively manage their downline organizations. Our web applications are supported by a clustered environment and a redundant system outside of our home office, which serves as a disaster recovery site.

- A web-enabled order-entry system that handles order entry, customer information, compensation, the hierarchy of Associates, returns, invoices, and other transactional-based processes.

- A fully integrated worldwide Enterprise Resource Planning ("ERP") system that handles accounting, inventory management, production processes, quality assurance, and reporting requirements in a multinational environment. This ERP system supports global data integrity and multinational corporate governance and compliance.

Regulatory Matters

Product Regulation. Numerous governmental agencies in the United States and other countries regulate the manufacturing, packaging, labeling, advertising, promoting, distributing, and the selling of nutrition, health, beauty, and weight management products. In the United States, advertisement of our products is regulated by the Federal Trade Commission ("FTC") under the FTC Act and, where such advertising is considered to be product labeling by the FDA, under the Food, Drug, and Cosmetic Act ("FD&C") and the regulations thereunder. USANA products are also subject to regulation by, among others, the Consumer Product Safety Commission, the US Department of Agriculture, and the Environmental Protection Agency. The manufacturing, labeling, and advertising of products are also regulated by various governmental agencies in each foreign country in which they are distributed. For example, in Australia, we are subject to the Therapeutic Goods Administration and, in Japan, to the Ministry of Health, Labor and Welfare.

Our largest selling product group includes products that are regulated as dietary supplements under the FD&C. Dietary supplements are also regulated in the United States under the Dietary Supplement Health and Education Act of 1994 ("DSHEA"). We believe that the DSHEA provides a favorable regulatory climate to the dietary supplement industry. Some of our powdered drink, food bar, and other nutrition products are regulated as foods under the Nutrition Labeling and Education Act of 1990 ("NLEA"). The NLEA establishes requirements for ingredient and nutritional labeling including labeling claims. Although we believe our product claims comply with the law, we may need to revise some product labeling at a future date, if these labeling requirements change.

Under these regulations, a dietary supplement that contains a new dietary ingredient (defined as an ingredient not on the market before October 15, 1994) must have a history of use or other evidence of safety establishing that it is reasonably expected to be safe. The manufacturer must notify the FDA at least 75 days before marketing products containing new dietary ingredients and must provide the FDA with the information upon which the manufacturer has based its conclusion that the product has a reasonable expectation of safety.

For the last several years, the manufacture of dietary supplements and related products in the United States has required compliance with food-model GMPs. However, on June 22, 2007, the FDA published GMPs for dietary supplements, which will be effective June 1, 2008. The dietary supplement GMPs are based on the food-model GMPs, with additional requirements that are specific to dietary supplements. We believe that our processes comply with the FDA's more demanding drug-model GMPs and, therefore, do not anticipate making any significant changes to our current processes to comply with these more strict requirements.

In general, our personal care products, which are regulated as cosmetic products by the FDA, are not subject to pre-market approval by that agency. Cosmetics, however, are subject to regulation by the FDA under the FD&C adulteration and misbranding provisions. Cosmetics also are subject to specific labeling regulations, including warning statements, if the safety of a cosmetic is not adequately substantiated or if the product may be hazardous, as well as ingredient statements and other packaging requirements under the Fair Packaging and Labeling Act. Cosmetics that meet the definition of a drug (i.e., that are intended to treat or prevent disease or affect the structure or function of the body), such as sunscreens, are regulated as drugs. OTC drug products may be marketed if they conform to the requirements of the OTC monograph that is applicable to that drug. Drug products not conforming to monograph requirements require an approved New Drug Application ("NDA") before marketing may begin. Under these provisions, if the agency were to find that a product or ingredient of one of our OTC drug products is not generally recognized as safe and effective or is not included in a final monograph that is applicable to one of our OTC drug products, we will have to reformulate or cease marketing that product until it is the subject of an approved NDA or until the time, if ever, that the monograph is amended to include such product. If such an agency ruling were to become final, we would be required to stop marketing the product as currently formulated. Whether or not an OTC drug product conforms to a monograph or is subject to an approved NDA, the drug must comply with other requirements under the FDCA, including GMP's, labeling, and the FDCA's regulations regarding misbranding and adulteration.

Advertising of products is subject to regulation by the FTC under the FTC Act. Section 5 of the FTC Act prohibits unfair methods of competition and unfair or deceptive acts or practices in or affecting commerce. Section 12 of the FTC Act provides that disseminating any false advertisement pertaining to drugs or foods, which includes dietary supplements, is an unfair or deceptive act or practice. Under the FTC's Substantiation Doctrine, an advertiser is required to have a "reasonable basis" for all objective product claims before the claims are made. Failure to adequately substantiate claims may be considered either deceptive or unfair practices. Pursuant to this FTC requirement, we are required to have adequate substantiation for all material advertising claims that we make for our products.

In recent years, the FTC has initiated numerous investigations of and actions against companies that sell dietary supplement, weight management, and cosmetic products. The FTC has issued guidance to assist companies in understanding and complying with its substantiation requirement. We believe that we have adequate substantiation for all material advertising claims that we make for our products, and we believe that we have organized the documentation to support our advertising and promotional practices in compliance with these guidelines.

The FTC may enforce compliance with the law in a variety of ways, both administratively and judicially, using compulsory process, cease and desist orders, and injunctions. FTC enforcement can result in orders requiring, among other things, limits on advertising, corrective advertising, consumer redress, divestiture of assets, rescission of contracts, and such other relief as the agency deems necessary to protect the public. Violation of these orders could result in substantial financial or other penalties. We have not been notified that we were the subject of any action by the FTC, but any action in the future by the FTC could materially and adversely affect our ability to successfully market our products.

The Public Health Security and Bioterrorism Preparedness and Response Act of 2002 ("Bioterrorism Act") includes several provisions that have resulted in additional regulatory compliance issues for us. For example, one provision in the Bioterrorism Act requires the Secretary of Health and Human Services to develop regulations that mandate that domestic and foreign facilities, which manufacture, process, pack, or hold food for human or animal consumption in the United States, register with the FDA. On November 24, 2003, we fulfilled this requirement by registering with the FDA. Another provision of the Bioterrorism Act mandates that the FDA receive prior notification of all food importation. Our TenX™ Antioxidant Blast is purchased from a manufacturer located in Canada, and therefore, we are required to comply with this notification requirement upon importation of this product. Although some of our raw materials and other certain manufactured product may originate outside of the United States, we procure these items from entities in the United States. From time to time, we may bring consumable products that we have sent from our Salt Lake facility to our international locations back into the United States from one or more of these locations. When bringing these products back into the United States from any international location, we are also required to comply with this notification requirement.

On December 9, 2006, President Bush signed the Dietary Supplement & Nonprescription Drug Consumer Protection Act into law. The legislation requires manufacturers of dietary supplement and over-the-counter products to notify the FDA when they receive reports of serious adverse events. USANA already has an internal adverse event reporting system that has been in place for several years. Based on our understanding of the new law's requirements, we made some changes to our existing reporting system, and believe that we now comply with these new regulations.

In markets outside the United States, prior to commencing operations or marketing products, we may be required to obtain approvals, licenses, or certifications from a country's ministry of health or comparable agency. Approvals or licensing may be conditioned on reformulation of USANA products for the market or may be unavailable with respect to certain products or product ingredients. We must also comply with local product labeling and packaging regulations that vary from country to country. Foreign regulatory requirements have not placed a significant burden on our ability to operate in current foreign countries.

We cannot predict the nature of any future laws, regulations, interpretations, or applications, nor can we determine what effect additional governmental regulations or administrative orders, when and if promulgated, would have on our business. Future changes could include requirements for the reformulation of certain products to meet new standards, the recall or discontinuation of certain products that cannot be reformulated, additional record keeping, expanded documentation of the properties of certain products, expanded or different labeling, and additional scientific substantiation. Any or all of these requirements could have a material adverse effect on our business, financial condition, and results of operations.

Network Marketing Regulation. Laws and regulations in each country in which we operate prevent the use of deceptive or fraudulent practices that have sometimes been inappropriately associated with legitimate direct selling and network marketing activities. These laws include anti-pyramiding, securities, lottery, referral selling, anti-fraud and business opportunity statutes, regulations, and court cases. Illegal schemes, typically referred to as "pyramid," "chain distribution," or "endless chain" schemes, compensate participants primarily or solely for the introduction or enrollment of additional participants into the scheme. Often these schemes are characterized by large up-front entry or sign-up fees, over-priced products of low value, little or no emphasis on the sale or use of products, high-pressure recruiting tactics, and claims of huge and quick financial rewards requiring little or no effort. Generally these laws are directed at ensuring that product sales ultimately are made to consumers and that advancement within sales organizations is based on sales of the enterprise's products, rather than on investments in the organizations or on other criteria or activity that are not related to retail sales. Where required by law, we obtain regulatory approval of our network marketing system, or, where approval is not required or available, the favorable opinion of local counsel as to regulatory compliance.

In addition to federal regulation in the United States, each state has enacted its own "Little FTC Act" to regulate sales and advertising. Occasionally, we receive requests to supply information regarding our network marketing plan to regulatory agencies. Although we have, from time to time, modified our network marketing system to comply with interpretations of various regulatory authorities, we believe that our network marketing program is in compliance with the laws and regulations relating to network marketing activities in our current markets. Nevertheless, we remain subject to the risk that, in one or more of our present or future markets, the marketing system or the conduct of certain Associates could be found not to be in compliance with applicable laws and regulations. Failure by an Associate or by us to comply with these laws and regulations could have a material adverse effect on our business in a particular market or in general. Any or all of these factors could adversely affect the way we do business and could affect our ability to attract potential Associates or enter into new markets. In the United States, the FTC has been active in its enforcement efforts against both pyramid schemes and legitimate network marketing organizations with certain legally problematic components, having instituted several enforcement actions resulting in signed settlement agreements and the payment of large fines. Although, to our knowledge, we have not been the target of an FTC investigation, there can be no assurance that the FTC will not investigate us in the future.

On April 5, 2006, the FTC released a proposed New Business Opportunity Rule. This proposed rule would require pre-sale disclosures for all business opportunities, which might include network marketing compensation plans. The New Business Opportunity Rule is currently only a proposed rule. If implemented at all, the rule ultimately may not be implemented in a form that applies to network marketing compensation plans, or it may change significantly before it is implemented. If this proposed rule were adopted as it is currently proposed, it would require us to change some of our current practices regarding pre-sale disclosures.

We cannot predict the nature of any future law, regulation, interpretation, or application, nor can we predict what effect additional governmental legislation or regulations, judicial decisions, or administrative orders, when and if promulgated, would have on our business. It is possible that future legal requirements may require that we revise our network marketing program. Such new requirements could have a material adverse effect on our business, results of operations, and financial condition.

Transfer Pricing Regulation. We have adopted transfer prices, which are supported by a formal transfer pricing study for the sale of products to our subsidiaries in accordance with applicable transfer pricing laws. In addition, agreements between our subsidiaries and us have been entered into for services and contractual obligations, such as the payment of Associate incentives that are also supported by the same formal transfer pricing study. If the United States Internal Revenue Service or the taxing authorities of any other jurisdiction were to successfully challenge these agreements or require changes in our standard transfer pricing practices for products, we could become subject to higher taxes and our earnings may be adversely affected. The tax treaties between the United States and most foreign countries provide for competent authority relief to avoid any double taxation. We believe that we operate in compliance with all applicable transfer pricing regulations. There can be no assurance, however, that we will continue to be found to be operating in compliance with transfer pricing regulations or that those laws will not be modified, which may require that we change our operating procedures.

Competition

We compete with other network marketing companies for distributors. We also compete with manufacturers, distributors, and retailers of nutritional products for consumers. On both fronts, some of our competitors are significantly larger than we are and have greater financial resources and better name recognition than we do. We compete with these entities by emphasizing the underlying science, value, and superior quality of our products, simplicity in our product offerings, and the convenience and financial benefits afforded by our network marketing system and global seamless Compensation Plan.

Our business is driven primarily by our distributors, whom we refer to as Associates. Our ability to compete with other network marketing companies depends, in significant part, on our success in recruiting and retaining Associates. There can be no assurance that our programs for recruiting and retaining Associates will be successful. The pool of individuals interested in network marketing is limited in each market and is reduced to the extent other network marketing companies successfully recruit these individuals into their businesses. Although we believe that we offer an attractive opportunity for our Associates, there can be no assurance that other network marketing companies will not be able to recruit our existing Associates or deplete the pool of potential Associates in a given market.

We believe that the leading network marketing company in the world, based on total sales, is Amway Corporation and its affiliates, and that Avon Products, Inc. is the leading direct seller of beauty and related products worldwide. Leading competitors in the nutritional network marketing and nutritional product industry include Herbalife Ltd., Inc.; Market America, Inc.; Nu Skin Enterprises, Inc.; NBTY, Inc.; Mannatech; and Schiff Nutrition International, Inc. Based on information that is publicly available, 2006 net sales of the aforementioned companies range from $178 million to $8.7 billion. We believe there are other manufacturers of competing product lines that may launch direct selling enterprises, which will compete with us in certain product lines and in the recruiting of Associates. There can be no assurance that we will be able to successfully meet the challenges posed by this increased competition.

Intellectual Property

Trademarks. We have developed and we use registered trademarks in our business, particularly relating to our corporate and product names. We own 13 trademarks that are registered with the United States Patent and Trademark Office. Federal registration of a trademark enables the registered owner of the mark to bar the unauthorized use of the registered mark in connection with a similar product in the same channels of trade by any third-party anywhere in the United States, regardless of whether the registered owner has ever used the trademark in the area where the unauthorized use occurs. We have filed applications and own trademark registrations, and we intend to register additional trademarks in foreign countries where USANA products are or may be sold in the future. Protection of registered trademarks in some jurisdictions may not be as extensive as the protection in the United States.

We also claim ownership and protection of certain product names, unregistered trademarks, and service marks under common law. Common law trademark rights do not provide the same level of protection that is afforded by the registration of a trademark. In addition, common law trademark rights are limited to the geographic area in which the trademark is actually used. We believe these trademarks, whether registered or claimed under common law, constitute valuable assets, adding to recognition of USANA and the effective marketing of USANA products. We therefore believe that these proprietary rights have been and will continue to be important in enabling us to compete.

Trade Secrets. We own certain intellectual property, including trade secrets, that we seek to protect, in part, through confidentiality agreements with employees and other parties, although some employees who are involved in research and development activities have not entered into these agreements. Even where these agreements exist, there can be no assurance that these agreements will not be breached, that we would have adequate remedies for any breach, or that our trade secrets will not otherwise become known to or independently developed by competitors. Our proprietary product formulations are generally considered trade secrets, but are not otherwise protected under intellectual property laws.

Patents. We have three U.S. patents. Two of our patents relate to the method of extracting an antioxidant from olives and the byproducts of olive oil production. These patents were issued in 2002 and will continue in force for 17 years from the date of issue. In 2003, we entered into a licensing agreement with a supplier to make olive extract using our patented process. Our third patent relates to a method of self preserving our Sensé™ line of products. This patent was issued in May 2007 and will continue in force for approximately 11 years from the date of issue. Currently, it is very difficult to determine the exact future benefit of these patents. We believe, however, that these patents have the potential to generate additional revenue in the future through new product development and royalties from licensing.

We intend to protect our legal rights concerning intellectual property by all appropriate legal action. Consequently, we may become involved from time to time in litigation to determine the enforceability, scope, and validity of any of the foregoing proprietary rights. Any patent litigation could result in substantial cost and divert the efforts of management and technical personnel.

Seasonality

The third quarter is seasonally our softest quarter of each year. In North America, which represents about two thirds of our consolidated net sales, Associate activity tends to slow down as a result of the summer vacation season. Additionally, we hold our International Convention during the third quarter each year, when we typically announce new products. Because our Associates anticipate these new products, they tend to order fewer products in the months preceding this Convention.

Backlog

Our products are typically shipped within 72 hours after receipt of an order. As of March 3, 2008 we had no significant backlog of orders.

Working Capital Practices

We maintain sufficient amounts of inventory in stock in order to provide a high level of service to our Associates and Preferred Customers. Substantial inventories are required to meet the needs of our dual role as manufacturer and distributor. We also watch seasonal commodity markets and may buy ahead of normal demand to hedge against cost and supply risks.

Environment

We are not aware of any instance in which we have contravened federal, state, or local laws relating to protection of the environment or in which we otherwise may be subject to liability for environmental conditions that could materially affect operations.

Employees

As of March 3, 2008, we had 956 employees worldwide, as measured by full-time equivalency. Our employees are not currently represented by a collective bargaining agreement, and we have not experienced work stoppages as a result of labor disputes. We believe that we have a good relationship with our employees.

Additional Available Information

We maintain executive offices and principal facilities at 3838 West Parkway Boulevard, Salt Lake City, Utah 84120. Our telephone number is (801) 954-7100. We maintain a World Wide Web site at www.usanahealthsciences.com. The information on our web site should not be considered part of this report on Form 10-K.

We make available, free of charge at our corporate web site, copies of our annual reports on SEC Form 10-K, quarterly reports on SEC Form 10-Q, current reports on SEC Form 8-K, proxy statements, and all amendments to these reports, as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act. This information may also be obtained from the SEC's on-line database, which is located at www.sec.gov.

Item 1A. Risk Factors

Forward-Looking Statements and Certain Risks

The statements contained in this report that are not purely historical are "forward-looking statements" within the meaning of Section 21E of the Exchange Act. These statements relate to our expectations, hopes, beliefs, commitments, intentions, and strategies regarding the future. They may be identified by the use of words or phrases, such as "believe," "expect," "anticipate," "should," "plan," "estimate," and "potential," among others. Forward-looking statements include, but are not limited to, statements contained in "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operation" regarding our financial performance, revenue and expense levels in the future, and the sufficiency of our existing assets to fund future operations and capital spending needs. Actual results could differ materially from the anticipated results or other expectations expressed in these forward-looking statements or for the reasons discussed below. The fact that some of these risk factors may be the same or similar to those that we have filed with the Securities and Exchange Commission in past reports means only that the risks are present in multiple periods. We believe that many of the risks that are described here are part of doing business in the industry in which we operate and will likely be present in all periods. The fact that certain risks are endemic to the industry does not lessen their significance. The forward-looking statements in this report are made as of the date of this report, and we assume no obligation to update them or to update the reasons why our actual results could differ from those that we have projected in these forward-looking statements. Among others, risks and uncertainties that may affect our business, financial condition, performance, development, and results of operations include the following:

As a network marketing company, we are dependent upon an independent sales force and we do not have direct control over the marketing of our products. We rely on non-employee, independent Associates to market and sell our products. Associates are independent contractors who purchase products directly for their own use or for resale. Associates typically work at the distribution of the products on a part-time basis and likely will engage in other business activities, some of which may compete with us. We have a large number of Associates and a relatively small corporate staff to implement our marketing programs and to provide motivational support to our Associates. We undertake minimal effort to provide individual training to Associates. Our net sales are directly dependent upon the efforts of these non-employee, independent Associates. Our ability to maintain and increase sales in the future will depend in large part upon our success in increasing the number of new Associates, retaining our existing Associates, and in improving the productivity of our Associates.

We can provide no assurances that the number of Associates will increase or remain constant or that their productivity will increase. We experienced a 15.0% increase in active Associates during 2007 and 2006, and a 16.7% increase during 2005. The number of active Associates may not increase and could decline in the future. Associates may terminate their services at any time, and, like most direct selling companies, we experience a high turnover among new Associates from year to year. We cannot accurately predict any fluctuation in the number and productivity of Associates because we primarily rely upon existing Associates to sponsor and train new Associates and to motivate new and existing

Associates. Operating results could be adversely affected if our existing and new business opportunities and products do not generate sufficient economic incentive or interest to retain existing Associates and to attract new Associates.

The loss of a significant Associate or downline sales organization could adversely affect our business. We rely on the successful efforts of our Associates that become leaders within our Compensation Plan. Our Compensation Plan is designed to permit Associates to sponsor new Associates, creating multiple "business centers," or levels in the downline organization. Sponsored Associates are referred to as "downline" Associates within the sponsoring Associate's "downline network." If these downline Associates in turn sponsor new Associates, additional business centers are created, with the new downline Associates becoming part of the original sponsor's downline network. As a result of this network marketing system, Associates develop business relationships with other Associates. The loss of a key Associate or group of Associates, large turnovers or decreases in the size of the Associate force, seasonal or other decreases in purchase volume, sales volume reduction, the costs associated with training new Associates, and other related expenses may adversely affect our business, financial condition, or results of operations. Moreover, our ability to continue to attract and retain Associates can be affected by a number of factors, some of which are beyond our control, including:

- General business and economic conditions;
- Public perceptions about network marketing programs;
- High-visibility investigations or legal proceeding against network marketing companies by federal or state authorities or private citizens;
- Public perceptions about the value and efficacy of nutritional, personal care, or weight management products generally;
- Other competing network marketing organizations entering into the marketplace that may recruit our existing Associates or reduce the potential pool of new Associates; and
- Changes to the Compensation Plan required by law or implemented for business reasons that make attracting and retaining Associates more difficult.

There can be no assurance that we will be able to continue to attract and retain Associates in sufficient numbers to sustain future growth or to maintain our present growth levels, which could have a material adverse effect on our business, financial condition, or results of operations.

The violation of marketing or advertising laws by Associates in connection with the sale of our products or the promotion of our Compensation Plan could adversely affect our business. New Associates sign a written contract and agree to adhere to the USANA policies and procedures. Although these policies and procedures prohibit Associates from making false, misleading and other improper claims regarding products or income potential from the distribution of the products, Associates may, from time to time, without our knowledge and in violation of our policies, create promotional materials or otherwise provide information that does not accurately describe our marketing program. They also may make statements regarding potential earnings, product claims, or other matters in violation of our policies or applicable laws and regulations concerning these matters. These violations may result in legal action against us by regulatory agencies, state attorneys general, or private parties. Legal actions against our Associates or others who are associated with us could lead to increased regulatory scrutiny of our business, including our network marketing system. We take what we believe to be commercially reasonable steps to monitor the activities of our Associates to guard against misrepresentation and other illegal or unethical conduct by Associates and to assure that the terms of our policies and procedures and Compensation Plan are observed. There can be no assurance, however, that our efforts in this regard will be sufficient to accomplish this objective. Adverse publicity resulting from such activities could also make it more difficult for us to attract and retain Associates and may have an adverse effect on our business, financial condition, and results of operations.

Network marketing is subject to intense government scrutiny and regulation, which adds to the expense of doing business and the possibility that changes in the law might adversely affect our ability to sell some of our products in certain markets. Network marketing systems, such as ours, are frequently subject to laws and regulations that are directed at ensuring that product sales are made to consumers of the products and that compensation, recognition, and advancement within the marketing organization are based on the sale of products rather than on investment in the sponsoring company. Regulatory authorities, in one or more of our present or future markets, could determine that our network marketing system does not comply with these laws and regulations or that it is prohibited. Failure to comply with these laws and regulations or such a prohibition could have a material adverse effect on our business, financial condition, or results of operations. Further, we may simply be prohibited from distributing products through a network-marketing channel in some foreign countries, or we may be forced to alter our Compensation Plan.

We are also subject to the risk that new laws or regulations might be implemented or that current laws or regulations might change, which could require us to change or modify the way we conduct our business in certain markets. This could be particularly detrimental to us if we had to change or modify the way we conduct business in markets that represent a significant percentage of our net sales. For example, the United States Federal Trade Commission released a proposed New Business Opportunity Rule on April 5, 2006. The proposed rule would require pre-sale disclosures for all business opportunities, which might include network marketing compensation plans. The New Business Opportunity Rule is currently only a proposed rule. If implemented at all, the rule ultimately may not be implemented in a form that applies to network marketing compensation plans, or it may change significantly before it is implemented. If the proposed rule were adopted as it is currently proposed, it would require USANA to change its current practices regarding pre-sale disclosures.

We may have or incur obligations relating to the activities of our distributors. Our distributors are subject to taxation, and, in some instances, legislation or governmental agencies impose an obligation on us to collect taxes, such as sales taxes or value added taxes, and to maintain appropriate records of such transactions. In addition, we are subject to the risk in some jurisdictions of being responsible for social security and similar taxes with respect to our distributors. In the event that local laws and regulations or the interpretation of local laws and regulations change to require us to treat our independent distributors as employees, or if our distributors are deemed by local regulatory authorities in one or more of the jurisdictions in which we operate to be our employees rather than independent contractors, under existing laws and interpretations, we may be held responsible for a variety of obligations that are imposed upon employers relating to their employees, including social security and related taxes in those jurisdictions, plus any related assessments and penalties, which could harm our financial condition and operating results.

Our business is subject to the effects of adverse publicity and negative public perception. Our ability to attract and retain Associates and to sustain and enhance sales through our Associates can be affected by adverse publicity or negative public perception regarding our industry, our competition, or our business generally. This negative public perception may include publicity regarding the legality of network marketing, the quality or efficacy of nutritional supplement products or ingredients in general or our products or ingredients specifically, and regulatory investigations, regardless of whether those investigations involve us or our Associates or the business practices or products of our competitors or other network marketing companies. In 2007, we were the victim of false statements made to the press and regulatory agencies, causing us to incur significant expense in defending and dispelling the allegations. This adverse publicity also adversely impacted the market price of our stock and caused some insecurity among our Associates. There can be no assurance that we will not be subject to adverse publicity or negative public perception in the future or that such adverse publicity will not have a material adverse effect on our business, financial condition, or results of operations.

The loss of key management personnel could adversely affect our business. Our Founder, Dr. Myron Wentz, is a highly visible spokesman for our products and our business, and our message is based in large part on his vision and reputation, which helps distinguish us from our competitors. Any loss or limitation on Dr. Wentz as a lead spokesman for our mission, business, and products could have a material adverse effect upon our business, financial condition, or results of operations. In addition, our executive officers, including executive vice presidents, are primarily responsible for our day-to-day operations, and we believe our success depends in part on our ability to retain our executive officers, to compensate our executive officers at attractive levels, and to continue to attract additional qualified individuals to our management team. We cannot guarantee continued service by our key executive officers. We do not maintain key man life insurance on any of our executive officers, nor do we have an employment agreement with any of our executive officers. The loss or limitation of the services of any of our executive officers or the inability to attract additional qualified management personnel could have a material adverse effect on our business, financial condition, or results of operations.

The beneficial ownership of a significant percentage of our common stock gives Dr. Wentz effective control and limits the influence of other shareholders on important policy and management issues. Gull Holdings, Ltd., an entity that is solely owned and controlled by Dr. Wentz, owned 51.3% of our outstanding common stock at December 29, 2007. By virtue of this stock ownership, Dr. Wentz is able to exert significant influence over the election of the members of our Board of Directors and our business affairs. This concentration of ownership could also have the effect of delaying, deterring, or preventing a change in control that might otherwise be beneficial to shareholders. In addition, Dr. Wentz also currently serves as Chairman of our Board of Directors. There can be no assurance that conflicts of interest will not arise with respect to this directorship or that conflicts will be resolved in a manner favorable to other shareholders of the Company.

Our products and manufacturing activities are subject to extensive government regulation, which could limit or prevent the sale of our products in some markets. The manufacture, packaging, labeling, advertising, promotion, distribution, and sale of our products are subject to regulation by numerous national and local governmental agencies in the United States and other countries, including the U.S. Food and Drug Administration (FDA) and the U.S. Federal Trade Commission (FTC). For example, failure to comply with FDA regulatory requirements may result in, among other things, injunctions, product withdrawals, recalls, product seizures, fines, and criminal prosecutions. Any action of this type by the FDA could materially adversely affect our ability to successfully market our products. With respect to FTC matters, if the FTC has reason to believe the law is being violated (e.g., failure to possess adequate substantiation for product claims), it can initiate an enforcement action. The FTC has a variety of processes and remedies available to it for enforcement, both administratively and judicially, including compulsory process authority, cease and desist orders, and injunctions. FTC enforcement could result in orders requiring, among other things, limits on advertising, consumer redress, divestiture of assets, rescission of contracts, or such other relief as may be deemed necessary. Violation of these orders could result in substantial financial or other penalties. Any action against us by the FTC could materially and adversely affect our ability to successfully market our products.

The FDA published the final Good Manufacturing Practice (GMP) regulations for dietary supplements in the Federal Register on June 25, 2007. The final rule goes into effect one year from the publication date, or June 25, 2008, for USANA. Until the rule goes into effect, we must continue to adhere to current good manufacturing practices for food. Although not required to do so, we believe that we have always voluntarily manufactured and continue to manufacture our dietary supplement products in accordance with the standards of the FDA's pharmaceutical model GMPs, and we do not anticipate making any significant changes to our manufacturing practices to comply with these new regulations. Nevertheless, manufacturing dietary supplements is a complex process, and there is no assurance that we will be able to manufacture our existing or future products in compliance with these GMPs.

On December 9, 2006, President Bush signed the Dietary Supplement & Nonprescription Drug Consumer Protection Act into law. This legislation came into effect in December 2007 and requires manufacturers of dietary supplement and over-the-counter products to notify the FDA when they receive reports of serious adverse events involving consumers of their products. Potential FDA responses to any such report could include injunctions, product withdrawals, recalls, product seizures, fines, or criminal prosecutions. USANA has an internal adverse event reporting system that has been in place for several years. Based on our current understanding of this legislation and FDA guidance, we do not anticipate the need to make any significant changes to our existing reporting system. Nevertheless, any action by the FDA in response to a serious adverse event report that may be filed by us could materially and adversely affect our ability to successfully market our products.

In markets outside the United States, prior to commencing operations or marketing our products, we may be required to obtain approvals, licenses, or certifications from a country's ministry of health or a comparable agency. For example, our manufacturing facility has been registered with the FDA and Health Canada and is certified by Australia's Therapeutic Goods Administration. Approvals or licensing may be conditioned on reformulation of products or may be unavailable with respect to certain products or product ingredients. We must also comply with product labeling and packaging regulations that vary from country to country. These activities are also subject to regulation by various agencies of the countries in which our products are sold.

We cannot predict the nature of any future laws, regulations, interpretations, or applications, nor can we determine what effect additional governmental regulations or administrative orders, when and if promulgated, could have on our business. These potential effects could include, however, requirements for the reformulation of certain products to meet new standards, the recall or discontinuance of certain products, additional record keeping and reporting requirements, expanded documentation of the properties of certain products, expanded or different labeling, or additional scientific substantiation. Any or all of these requirements could have a material adverse effect on our business.

Our net sales are significantly affected by our success in growing existing markets, as well as opening new markets. As we continue to expand into international markets, our business becomes increasingly subject to political, economic, legal and other risks. Changes in these markets could adversely affect our business. We have a history of expanding into new international markets. We commenced operations in Australia, New Zealand, and the United Kingdom in 1998 and in Hong Kong in 1999. In 2000, we began limited business activity in Japan, where we launched more formal operations in 2001. In 2002, we began business operations in Taiwan. We commenced operations in South Korea and Singapore in 2003 and opened operations in Mexico in 2004. In 2007 we began business operations in Malaysia. We believe that our ability to achieve future growth is dependent in part on our ability to continue our international expansion efforts. There can be no assurance, however, that we will be able to grow in our existing international markets, enter new international markets on a timely basis, or that new markets will be profitable. We must overcome significant regulatory and legal barriers before we can begin marketing in any foreign market. Also, before marketing commences it is difficult to assess the extent to which our products and sales techniques will be accepted will be or successful in any given country. In addition to significant regulatory barriers, we may also encounter problems conducting operations in new markets with different cultures and legal systems from those encountered elsewhere. We may be required to reformulate certain of our products before commencing sales in a given country. Once we have entered a market, we must adhere to the regulatory and legal requirements of that market. No assurance can be given that we will be able to successfully reformulate our products in any of our current or potential international markets to meet local regulatory requirements or to attract local customers. Our failure to do so could have a material adverse effect on our business, financial condition, or results of operations. There can be no assurance that we will be able to obtain and retain necessary permits and approvals in new markets or that we will have sufficient capital to finance our expansion efforts in a timely manner. In many market areas, other network marketing companies already have significant market penetration, the effect of which could be to desensitize the local Associate population to a new opportunity, such as USANA, or to make it more difficult for us to recruit qualified Associates. Even if we are able to commence operations in foreign countries, there may not be a sufficient population of persons who are interested in our network marketing system. We believe our future success will depend in part on our ability to seamlessly integrate our Compensation Plan across all markets in which our products are sold. There can be no assurance that we will be able to further develop and maintain a seamless compensation program.

On December 1, 2005, China announced the adoption of new regulations governing direct selling. Single-level compensation models are permissible under these new regulations, but multi-level compensation models, as practiced by USANA and many other direct selling companies, are not. If we were to enter the Chinese market, we would be required to adjust our compensation and selling model to comply with these regulations. These adjustments could require more time and effort to enter the Chinese market than would otherwise be necessary, if multi-level compensation models were permissible. Additionally, such adjustments could make it more difficult to be successful there.

An increase in the amount of incentives paid to Associates would reduce profitability. The payment of Associate incentives is our most significant expense. These incentives include commissions, leadership bonuses, and certain awards and prizes. From time to time, we have changed our Compensation Plan to better manage these incentives as a percentage of net sales. Management closely monitors the amount of Associate incentives that are paid as a percentage of net sales, and they may periodically adjust our Compensation Plan to prevent Associate incentives from having a significant adverse effect on our earnings. There can be no assurance that changes to the Compensation Plan or product pricing will be successful in maintaining current levels of Associate incentives as a percentage of net sales. Furthermore, such changes may make it difficult to recruit and retain qualified and motivated Associates. An increase in incentive payments to Associates as a percentage of net sales would reduce our profitability. Associate incentives as a percent of sales in 2005, 2006, and 2007 were 39.4%, 40.1%, and 40.3%, respectively.

We are subject to risks associated with our reliance upon information technology systems. Our success is dependent on the accuracy, reliability, and proper use of information processing systems and management information technology. Our information technology systems are designed and selected in order to facilitate order entry and customer billing, maintain Associate and Preferred Customer records, accurately track purchases and incentive payments, manage accounting, finance and manufacturing operations, generate reports, and provide customer service and technical support. Although off-site data back-up is maintained, it is possible that an interruption in these systems could have a material adverse effect on our business, financial condition, or results of operations.

Our business is subject to the risks associated with intense competition from larger, wealthier, and more established competitors. We face intense competition in the business of distributing and marketing nutritional supplements, vitamins and minerals, personal care products, and other nutritional products, as described in greater detail in "Business—Competition." Numerous manufacturers, Associates, and retailers compete actively for consumers and, in the case of other network marketing companies, for Associates. There can be no assurance that we will be able to compete in this intensely competitive environment. In addition, nutrition and personal care products can be purchased in a wide variety of channels of distribution, including retail stores. Our product offerings in each product category are also relatively small, compared to the wide variety of products offered by many of our competitors.

We are also subject to significant competition from other network marketing organizations for the time, attention, and commitment of new and existing Associates. Our ability to remain competitive depends, in significant part, on our success in recruiting and retaining Associates. There can be no assurance that our programs for recruiting and retaining Associates will be successful. The pool of individuals who may be interested in network marketing is limited in each market, and it is reduced to the extent other network marketing companies successfully recruit these individuals into their businesses. Although we believe we offer an attractive opportunity for Associates, there can be no assurance that other network marketing companies will not be able to recruit our existing Associates or deplete the pool of potential Associates in a given market.

Taxation and transfer pricing considerations affect our operations. In many countries, including the United States, we are subject to transfer pricing and other tax regulations that are designed to ensure that appropriate levels of income are reported by our U.S. and foreign entities and are taxed appropriately. Although we believe that we are in compliance with all material regulations and restrictions in this regard, we are subject to the risk that taxing authorities could audit our transfer pricing and related practices and assert that additional taxes are owed. We are also subject to the risk that taxing authorities in any of our markets could change the laws in a manner that may increase our effective tax rate and/or duties on our products. Under tax treaties, we are eligible to receive foreign tax credits in the United States for foreign taxes actually paid abroad. In the event any audits or assessments are concluded adversely to us, we may or may not be able to offset the consolidated effect of foreign income tax assessments through the use of U.S. foreign tax credits. Currently, we are utilizing all foreign tax credits in the year in which they arise. Because the laws and regulations governing U.S. foreign tax credits are complex and subject to periodic legislative amendment, we cannot be sure that we would in fact be able to take advantage of any foreign tax credits in the future. As a result, adverse outcomes in these matters could have a material impact on our financial condition or operating results.

Exchange rate fluctuations affect our foreign operations and our net sales and earnings. Over the past several years, a significant portion of our net sales have been generated outside the United States. Such sales for the year ended December 29, 2007 represented 59.9% of our total net sales. We will likely continue to expand our foreign operations, exposing us to expanding risks of changes in social, political, and economic conditions in foreign countries, including changes in the laws and policies that govern foreign investment or foreign exchange. Because a significant portion of our sales is in foreign countries, exchange rate fluctuations may have a significant effect on our sales and earnings. Further, if exchange rates fluctuate dramatically, it may become uneconomical for us to establish or to continue activities in certain countries. For instance, changes in currency exchange rates may affect the relative prices at which we and our foreign competitors sell similar products in the same market. As our business expands outside the United States, an increasing share of our net sales and operating costs will be transacted in currencies other than the U.S. dollar. Accounting practices require that our non-U.S. financial results be converted to U.S. dollars for reporting purposes. Consequently, our reported net earnings may be significantly affected by fluctuations in currency exchange rates, with earnings generally increasing with a weaker U.S. dollar and decreasing with a strengthening U.S. dollar. Product purchases by our foreign subsidiaries are transacted in U.S. dollars. As operations expand in countries where foreign currency transactions may be made, our operating results will be increasingly subject to the risks of exchange rate fluctuations and we may not be able to accurately estimate the impact that these changes might have on our future business, product pricing, results of operations, or financial condition. In addition, the value of the U.S. dollar in relation to other currencies may also adversely affect our sales to customers outside the United States. From time-to-time we enter into forward and option foreign exchange contracts to manage currency fluctuations on certain commitments that are denominated in foreign currency, including intercompany cash transfers. We do not use derivative instruments for speculative purposes. There can be no assurance that foreign currency contract transactions will protect our operating results or cash flows from potentially adverse effects of currency exchange fluctuations. Those adverse effects would also adversely affect our business, financial condition, or results of operations.

Disruptions to shipping channels that we use to distribute our products to international warehouses may adversely affect our margins and profitability in those markets. In 2004, the financial press reported congestion at West Coast ports caused by increasing cargo volumes, a lack of capacity on the railroads, and a shortage of manpower. We felt the effects in our container shipments to Australia, which required additional use of airfreight to meet demand. Port congestion has since been relieved. Although subsequently there has been no significant port congestion, we continue to watch for signs of upcoming congestion. Congestion to ports can affect previously negotiated contracts with shipping companies, resulting in unexpected increases in shipping costs.

The inability to obtain adequate supplies of raw materials for products at favorable prices, or at all, or the inability to obtain certain products from third-party suppliers, could have a material adverse effect on our business, financial condition, or results of operations. We depend on outside suppliers for raw materials. We acquire all of our raw materials for the manufacture of our products from third-party suppliers. Materials used in manufacturing our products are purchased through purchase order, often invoking pre-negotiated annual supply agreements. We have very few long-term agreements for the supply of these materials. We also contract with third-party manufacturers and suppliers for the production of some of our products, including gelatin-capsuled supplements, Garlic EC™, OptOmega®, certain powdered drink mixes, and nutrition bars. These third-party suppliers and manufacturers produce and, in most cases, package these products according to formulations that have been developed by or in conjunction with our in-house product development team. There is a risk that any of our suppliers or manufacturers could discontinue manufacturing our products or selling their products to us. Although we believe that we could establish alternate sources for most of our products, any delay in locating and establishing relationships with other sources could result in product shortages or back orders for products, with a resulting loss of net sales. In certain situations, we may be required to alter our products or to substitute different products from another source. We have, in the past, discontinued or temporarily stopped sales of certain products that were manufactured by third parties while those products were on back order. There can be no assurance that suppliers will provide the raw materials or manufactured products that are needed by us in the quantities that we request or at the prices that we are willing to pay. Because we do not control the actual production of certain raw materials and products, we are also subject to delays caused by any interruption in the production of these materials, based on conditions not within our control, including weather, crop conditions, transportation interruptions, strikes by supplier employees, and natural disasters or other catastrophic events.

Shortages of raw materials may temporarily adversely affect our margins or our profitability related to the sale of those products. In 2003, the demand for Coenzyme Q10 in the nutrition industry began to increase dramatically, which subsequently caused a shortage in supply of this raw material component. As a result, suppliers began re-tooling their manufacturing facilities to increase production capacity in order to meet the growing demand. Certain of our nutritional products were affected by this raw material shortage. Although we identified multiple sources to supply quality raw ingredients, quantities of materials acquired during this shortage were purchased at higher prices, which negatively impacted our gross margins for those products. By mid-2005, some suppliers had re-tooled their manufacturing facilities to increase production capacity of CoQ10, and more competitors entered the market to produce it, which has caused supply to increase and purchase prices to decline to pre-2003 levels. There is no assurance that other raw materials might not be similarly adversely affected in the future.

Nutritional supplement products may be supported by only limited availability of conclusive clinical studies. Our products include nutritional supplements that are made from vitamins, minerals, herbs, and other substances for which there is a long history of human consumption. Some of our products contain innovative ingredients or combinations of ingredients. Although we believe that all of our products are safe when taken as directed, there is little long-term experience with human consumption of certain of these product ingredients or combinations of ingredients in concentrated form. We conduct research and test the formulation and production of our products, but we have performed or sponsored only limited clinical studies. Furthermore, because we are highly dependent on consumers' perception of the efficacy, safety, and quality of our products, as well as similar products distributed by other companies, we could be adversely affected in the event that those products prove or be asserted to be ineffective or harmful to consumers or in the event of adverse publicity associated with any illness or other adverse effects resulting from consumers' use or misuse of our products or similar products of our competitors.

As a manufacturer, we may be subject to product liability claims. As a manufacturer and a distributor of products for human consumption and topical application, we could become exposed to product liability claims and litigation. Additionally, the manufacture and sale of these products involves the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. To date, we have not been a party to any product liability litigation, although, like any dietary supplement company, we have received reports from individuals who have asserted that they suffered adverse consequences as a result of using our products. The number of reports we have received to date is nominal. These matters historically have been settled to our satisfaction and have not resulted in material payments. We are aware of no instance in which any of our products are or have been defective in any way that could give rise to material losses or expenditures related to product liability claims. Although we maintain product liability insurance, which we believe to be adequate for our needs, there can be no assurance that we will not be subject to such claims in the future or that our insurance coverage will be adequate.

Our business is subject to particular intellectual property risks. Most of our products are not protected by patents. The labeling regulations governing our nutritional supplements require that the ingredients of such products be precisely and accurately indicated on product containers. Accordingly, patent protection for nutritional supplements often is impractical given the large number of manufacturers who produce nutritional supplements having many active ingredients in common. Additionally, the nutritional supplement industry is characterized by rapid change and frequent reformulations of products, as the body of scientific research and literature refines current understanding of the application and efficacy of certain substances and the interactions among various substances. In this respect, we maintain an active research and development program that is devoted to developing better, purer, and more effective formulations of our products. We protect our investment in research, as well as the techniques we use to improve the purity and effectiveness of our products, by relying on trade secret laws. We have also entered into confidentiality agreements with certain of our employees involved in research and development activities. Additionally, we endeavor to seek, to the fullest extent permitted by applicable law, trademark and trade dress protection for our products, which protection has been sought in the United States, Canada, and in many of the other countries in which we are either presently operating or plan to commence operations in the future. Notwithstanding our efforts, as described above, there can be no assurance that these efforts to protect our trade secrets and trademarks will be successful. Nor can there be any assurance that third-parties will not assert claims against us for infringement of the intellectual proprietary rights. If an infringement claim is asserted, we may be required to obtain a license of such rights, pay royalties on a retrospective or prospective basis, or terminate our manufacturing and marketing of our infringing products. Litigation with respect to such matters could result in substantial costs and diversion of management and other resources and could have a material adverse effect on our business, financial condition, or operating results. There can be no assurance that third-party claims will not in the future adversely affect our business, financial condition, or results of operations.

Our manufacturing activity is subject to certain risks. We manufacture approximately 74% of the products sold to our customers. As a result, we are dependent upon the uninterrupted and efficient operation of our manufacturing facilities in Salt Lake City, and Draper, Utah. Those operations are subject to power failures, the breakdown, failure, or substandard performance of equipment, the improper installation or operation of equipment, natural or other disasters, and the need to comply with the requirements or directives of government agencies, including the FDA. There can be no assurance that the occurrence of these or any other operational problems at our facility would not have a material adverse effect on our business, financial condition, or results of operations. We are subject to a variety of environmental laws relating to the storage, discharge, handling, emission, generation, manufacture, use and disposal of chemicals, solid and hazardous waste, and other toxic and hazardous materials. Our manufacturing operations presently do not result in the generation of material amounts of hazardous or toxic substances. Nevertheless, complying with new or more stringent laws or regulations, or more vigorous enforcement of current or future policies of regulatory agencies, could require substantial expenditures by us that could have a material adverse effect on our business, financial condition, or results of operations. Environmental laws and regulations require us to maintain and comply with a number of permits, authorizations, and approvals and to maintain and update training programs and safety data regarding materials used in our processes. Violations of those requirements could result in financial penalties and other enforcement actions and could require us to halt one or more portions of our operations until a violation is cured. The combined costs of curing incidents of non-compliance, resolving enforcement actions that might be initiated by government authorities, or of satisfying new legal requirements could have a material adverse effect on our business, financial condition, or results of operations.

Our stock price has been volatile and subject to various market conditions. There can be no assurance that an active market in our stock will be sustained. The trading price of our common stock has been subject to wide fluctuations. The price of our common stock may fluctuate in the future in response to quarter-to-quarter variations in operating results, material announcements by us or our competitors, governmental regulatory action, conditions in the nutritional supplement industry, negative publicity, or other events or factors, many of which are beyond our control. In addition, the stock market has historically experienced significant price and volume fluctuations, which have particularly affected the market prices of many dietary and nutritional supplement companies and which have, in certain cases, not had a strong correlation to the operating performance of these companies. Our operating results in future quarters may be below the expectations of securities analysts and investors. If that were to occur, the price of our common stock would likely decline, perhaps substantially.

We may incur liability under our "Athlete Guarantee" program, if and to the extent participating athletes make a successful claim against USANA for testing positive for certain banned substances while taking USANA nutritional supplements. USANA believes that its nutritional supplement products are free from substances that have been banned by world-class training and competitive athletic programs. The Company retains independent testing agencies to conduct periodic checks for banned substances. The Company further believes that, while its products promote good health, they are not otherwise considered to be "performance enhancing" as that term has been used in defining substances that are banned from use in international competition by the World Anti-Doping Agency ("WADA"). For many years, USANA has been a sponsor of Olympic athletes and professional competitors around the world. These athletes have been tested on many occasions and have never tested positive for banned substances as a result of taking USANA nutritional products. To back up its claim that athletes who use the Company's products as part of their training regimen will not be consuming banned substances, the Company has offered to enter into agreements with select athletes, some of whom have high-profiles and are highly compensated, which state that, during the term of the agreement, should the athlete test positive for a banned substance included in the WADA, and should such positive result be the result of taking USANA nutritional products, USANA will compensate that athlete two times their current annual earnings up to one million dollars, based on the athlete's personal level of competition, endorsement, and other income, as well as other factors. To mitigate potential exposure under these agreements, we:

- Designate lots identified as dedicated to the program and retain additional samples;

- Store designated lot samples externally with a third-party; and
- Establish a chain of custody that requires signatures on behalf of USANA and the third-party to transfer possession of the product lots and that restricts access by USANA employees after the transfer.

All applicants to this Athlete Guarantee program are subject to screening and acceptance by the Company in its sole discretion. Contracts are tailored to fit the athlete's individual circumstances and the amount of the Company's exposure is limited based on the level of sponsorship of the participating athlete. Although the Company believes that the pool of current and potential participants in the program is small, there is no guarantee that an athlete who is accepted in the program will not successfully make a claim against us. The Company currently has no insurance to protect it from potential claims under this program.

Item 1B. Unresolved Staff Comments

We received no written comments from the Commission staff that remain unresolved regarding periodic or current reports under the Exchange Act in the 180 days prior to December 29, 2007.

Item 2. Properties

We own and lease administrative, manufacturing and distribution facilities throughout the world to conduct our operations.

Owned and Leased Facilities

In Salt Lake City, Utah, we own a 354,000 square foot facility, which we utilize as our world-wide corporate headquarters. This facility is located on a company-owned 16-acre parcel of land. In 2006, we began construction of an addition to this facility, which is nearing completion. At December 29, 2007, approximately 275,000 square feet of this facility was complete and allocated primarily for manufacturing, distribution, research and development, and administrative purposes. The uncompleted portion of the building will add approximately 79,000 square feet to the facility and will provide us with flexibility to add additional manufacturing, distribution and administrative space, based on our needs as we experience future growth. We expect to have the construction of the uncompleted portion of the building completed by the end of 2008.

In addition to our corporate headquarters, we own a 10,000 square-foot production studio and office building in Salt Lake City, Utah, a 31,000 square foot manufacturing facility in Tianjin, China and a 48,000 square foot office/warehouse building in Sydney, Australia. We purchased the production studio in connection with our acquisition of FMG Productions, which is now doing business as USANA Studios. USANA Studios now operates at our corporate headquarters facility, and the former facility in which they operated is currently held for sale. We purchased our Australia facility in 2007 to replace the facility that we currently lease there. We are in the process of remodeling and fitting this facility out and anticipate moving our Australian operations to this facility in mid-2008, at which time we will terminate our existing lease there.

We lease regional offices and distribution warehouses located in Canada, New Zealand, Hong Kong, Japan, Taiwan, South Korea, Singapore, Mexico, and Malaysia. Although we sold our contract manufacturing business during 2007, we continue to lease a portion of the facility in Draper, Utah for the manufacture and packaging of our Sensé™ products.

Productive Capacity

Based on equipment capacity and current product mix, the average manufacturing and packaging utilization rate at our corporate headquarters building is at approximately 90% of capacity. The

Draper, Utah facility, where our personal care products are manufactured, is at approximately 70% of manufacturing and packaging capacity.

Current monthly lease commitments for the properties under lease total approximately $330,000.

Item 3. Legal Proceedings

USANA Health Sciences, Inc. v. Barry Minkow and Fraud Discovery Institute, Inc.

On March 15, 2007, USANA commenced this action against Barry Minkow and his company, the Fraud Discovery Institute, in the United States District Court, District of Utah, Central Division, claiming that the defendants engaged in activity resulting in defamation, business disparagement, and other claims for relief. USANA amended the complaint in June 2007 to include claims under federal law and California state law that defendant's activity resulted in fraudulent stock manipulation and dropped the claim of defamation. On August 2, 2007 the Court approved our motion for expedited discovery as to the identity of other participants in this alleged manipulation, and we will add them as defendants to the suit, as appropriate. On September 6, 2007, the defendants filed their response to our initial complaint and petitioned the court to dismiss the case or, in the alternative, transfer the venue to the State of California. We subsequently filed our response and requested that the case remain in the State of Utah. In December 2007, the court denied the motion to transfer venue. In March 2008, the Court denied the defendant's motion to dismiss USANA's federal stock manipulation claim, but dismissed USANA's state law claims. The court's ruling also overturned a previous decision awarding the defendants expedited discovery against USANA. We will continue to aggressively pursue this litigation.

Consolidated Shareholder Class Action Lawsuit: Case No. 2:07cv177DAK

During 2007, three shareholder class action lawsuits were filed in the United States District Court, District of Utah, Central Division, against the Company; Myron W. Wentz, our Chief Executive Officer; David A. Wentz, our President; and Gilbert A. Fuller, our Chief Financial Officer. These lawsuits were prompted by the allegations against the Company by Barry Minkow. By order dated October 17, 2007, the court consolidated these three lawsuits into one action and appointed the lead plaintiff and counsel for the class. The consolidated amended complaint claims, among other things, that we violated Sections 10(b) and 20(a) and SEC Rule 10b-5 under the Exchange Act by knowingly or recklessly failing to make certain statements that the plaintiffs allege should have been made, including statements regarding the multi-level marketing industry and anti-pyramid laws, sustainability of our marketing plan, Associate sales to end-user customers, and Associate turnover, income, and profitability. Plaintiffs assert that because of such alleged omissions, our statements about our future business prospects were lacking in a reasonable basis and that our reported results and financial statements were misstated. These complaints seek damages, pre-judgment interest, costs, attorney's fees, and other further relief deemed appropriate by the court. We believe these claims are distorted, ignore the documented history of public disclosures by the Company on the very subjects allegedly omitted, are not actionable under established interpretations of Sections 10(b) and 20 (a) of the Exchange Act, and are without merit. In December 2007, we filed a motion to dismiss this lawsuit. Plaintiffs filed an opposition to our motion to dismiss and the court has ordered a hearing on the motion in April 2008. We will continue to vigorously defend the Company and related defendants in this action. Nevertheless, there can be no assurance that this litigation will not have a material adverse impact on our business, financial condition, or results of operation.

Larson on behalf of USANA Health Sciences, Inc. v. Certain Officers and Directors of USANA

On September 4, 2007, a shareholder derivative lawsuit was filed in the Third Judicial District Court of Salt Lake County, State of Utah, against certain of our present and former directors and officers. This lawsuit was also prompted by the allegations against the Company by Barry Minkow. The derivative complaint contained allegations similar to those asserted in the shareholder class action litigation described above and asserted that, as a result of such allegations, the defendant directors and officers breached their fiduciary duties of good faith and loyalty to the Company and were unjustly enriched. Similar to the shareholder class action, we believed the claims in the derivative complaint were distorted, not actionable under applicable law, and without merit. Consequently, we filed a motion to dismiss the lawsuit during the fourth quarter of 2007. In December 2007, the plaintiff offered to withdraw the lawsuit rather than respond to our motion to dismiss. On December 28, 2007, the court granted the motion to dismiss with prejudice.

Johnson vs. USANA

In June 2007, two former Associates filed a class action lawsuit against USANA in state court in San Diego, California. The proposed class consists of distributors who were California residents at any time since 1995. The complaint alleges a number of purported material misrepresentations to the market in violation of state pyramid, deceptive business practices, and business fraud law based on some of the same facts alleged in the shareholder class action. This lawsuit was also prompted by the allegations against the Company by Barry Minkow. On September 4, 2007, we filed our answer to the complaint, which contained a general denial of the allegations in the complaint and set forth our affirmative defenses. Plaintiffs and USANA have stipulated to an agreement, which entails USANA producing a limited amount of discovery beginning in February 2008, subject to a confidentiality agreement. Similar to the shareholder class action, we believe the claims in this complaint are distorted, not actionable under applicable law, and without merit. Nevertheless, there can be no assurance that this litigation will not have a material adverse impact on our business, financial condition, or results of operation.

Informal Inquiry by the United States Securities and Exchange Commission

During the first quarter of 2007, we received notification from the SEC, Salt Lake District Office, that it had begun an informal inquiry regarding the Company. This inquiry was also prompted by the allegations against the Company by Barry Minkow. We cooperated fully with the SEC during the course of this inquiry. In January 2008, we received a letter from the SEC which indicated that the matter had been closed and no enforcement action would be recommended against the Company.

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of shareholders during the quarter ended December 29, 2007.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock trades on The NASDAQ Global Select Market under the symbol "USNA." The following table contains the reported high and low sale prices for our common stock as reported on The NASDAQ Global Select Market for the periods indicated:

2006	High		Low	
First Quarter	$	43.42	$	37.38
Second Quarter	$	42.70	$	35.81
Third Quarter	$	47.33	$	35.06
Fourth Quarter	$	52.84	$	42.76

2007	High		Low	
First Quarter	$	61.80	$	45.27
Second Quarter	$	49.71	$	36.70
Third Quarter	$	51.50	$	28.51
Fourth Quarter	$	48.50	$	36.90

On March 3, 2008, the high and low sales prices of our common stock as reported by NASDAQ were $31.14 and $30.20, respectively.

Shareholders

As of March 3, 2008, we had approximately 511 holders of record of our common stock.

Dividends

We have never declared or paid cash dividends on our common stock. Future cash dividends, if any, will be determined by our Board of Directors and will be based on earnings, available capital, our financial condition, and other factors that the Board of Directors deems to be relevant.

Share Repurchases

There were no share repurchases made during the quarter ended December 29, 2007.

Item 6. Selected Financial Data

Due to the sale of certain assets related to our former third-party contract manufacturing business, we now operate as one reportable business segment, Direct Selling. Our financial results have been adjusted to reflect the reclassification of sales and related expenses in our former Contract Manufacturing segment to "discontinued operations" for all periods presented. Further information on this can be found in Note B to the Consolidated Financial Statements herein under—"Discontinued Operations."

The following selected consolidated financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operation" and the Consolidated Financial Statements and related notes thereto that are included in this report.

	Fiscal Year*				
	2003	2004	2005	2006**	2007
	(in thousands, except per share data)				
Consolidated Statements of Earnings Data:					
Net sales	$ 195,980	$ 259,040	$ 315,017	$ 365,166	$ 423,149
Cost of sales	43,125	57,697	68,703	79,836	87,891
Gross profit	152,855	201,343	246,314	285,330	335,258
Operating expenses:					
Associate incentives	76,486	100,960	124,045	146,251	170,383
Selling, general, and administrative	43,992	53,973	59,920	72,410	90,811
Research and development	1,367	1,796	2,212	2,968	3,363
Total operating expenses	121,845	156,729	186,177	221,629	264,557
Earnings from continuing operations	31,010	44,614	60,137	63,701	70,701
Other income (expense), net	192	233	479	1,408	471
Earnings from continuing operations before income taxes	31,202	44,847	60,616	65,109	71,172
Income taxes	10,477	14,243	20,444	22,966	25,243
Income from continuing operations	20,725	30,604	40,172	42,143	45,929
Income (loss) from discontinued operations, net of tax	92	173	(1,178)	(877)	(612)
Net earnings	$ 20,817	$ 30,777	$ 38,994	$ 41,266	$ 45,317
Earnings per common share:					
Basic					
Continuing operations	$ 1.09	$ 1.60	$ 2.13	$ 2.34	$ 2.74
Discontinued operations	—	0.01	(0.06)	(0.05)	(0.03)
Net earnings	$ 1.09	$ 1.61	$ 2.07	$ 2.29	$ 2.71
Diluted					
Continuing operations	$ 0.98	$ 1.50	$ 2.04	$ 2.25	$ 2.67
Discontinued operations	—	0.01	(0.06)	(0.05)	(0.04)
Net earnings	$ 0.98	$ 1.51	$ 1.98	$ 2.20	$ 2.63
Weighted average common shares outstanding:					
Basic	19,018	19,163	18,873	18,053	16,734
Diluted	21,319	20,415	19,721	18,724	17,206
Dividends per share	—	—	—	—	—

	As of				
	Jan. 3, 2004	Jan. 1, 2005	Dec. 31, 2005	Dec. 30, 2006	Dec. 29, 2007
	(in thousands, except other data)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$ 18,965	$ 15,067	$ 10,579	$ 27,029	$ 12,865
Working capital	$ 18,330	$ 18,073	$ 15,274	$ 20,810	$ 5,807
Current assets	$ 38,249	$ 40,823	$ 41,830	$ 60,615	$ 45,992
Total assets	$ 65,127	$ 71,664	$ 73,708	$ 100,002	$ 109,128
Line of credit	$ —	$ —	$ —	$ —	$ 28,000
Other long-term liabilities	$ 837	$ 1,017	$ 1,414	$ —	$ 2,305
Stockholders' equity	$ 44,371	$ 47,843	$ 45,738	$ 60,197	$ 38,638
Other Data:					
Active Associates	88,000	114,000	133,000	153,000	176,000
Active Preferred Customers	51,000	63,000	70,000	78,000	78,000

Total Active Customers	139,000	177,000	203,000	231,000	254,000

* The Company's fiscal year ends on the Saturday that is closest to December 31. The 2004, 2005, 2006, and 2007 fiscal years were 52-week years. Fiscal year 2003 was a 53-week year.

** Effective January 1, 2006, the Company began recognizing equity-based compensation expense in its statements of earnings.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation

The following discussion and analysis of financial condition and results of operations should be read in conjunction with the Consolidated Financial Statements and notes thereto appearing elsewhere in this report.

Overview

We develop and manufacture high-quality nutritional and personal care products that are distributed internationally through a network marketing system, which is a form of direct selling. Our customer base comprises two types of customer; "Associates" and "Preferred Customers." Associates are independent distributors of our products who also purchase our products for their personal use. Preferred Customers purchase our products strictly for their personal use and are not permitted to resell or to distribute the products.

Our results of operations and financial condition are directly related to the recruitment and retention of Associates and Preferred Customers. We believe that our high quality products and our financially rewarding Compensation Plan are the key components to attracting and retaining Associates. Additionally, we sponsor meetings and events throughout the year, which offer information about our products and our network marketing system. These meetings are designed to assist Associates in business development and to provide a forum for interaction with successful Associates and members of the USANA management team. We also provide low cost sales tools, which we believe are an integral part of building and maintaining a successful home-based business for Associates.

In addition to Company-sponsored meetings and sales tools, we maintain a website exclusively for our Associates where they can keep up on the latest USANA news, obtain training materials, manage their personal information, enroll new customers, shop, and register for Company-sponsored events. Additionally, through this website, Associates can access other online services to which they may subscribe. For example, we offer an online business management service, which includes a tool that helps Associates track and manage their business activity, a personal webpage to which their prospects or retail customers can be directed, e-cards for advertising, and a tax management tool.

We have ongoing operations in the following markets, which are grouped and presented in four geographic regions:

- North America—United States, Canada, Mexico, and direct sales from the United States to the United Kingdom and the Netherlands
- Southeast Asia/Pacific—Australia-New Zealand, Singapore, and Malaysia*

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* Operations in Malaysia commenced in January 2007.

- East Asia—Hong Kong and Taiwan
- North Asia—Japan and South Korea

The number of active Associates and Preferred Customers are used by management as a key non-financial measure because they are a leading indicator for net sales. For purposes of this report, we only count as "active" those Associates and Preferred Customers who have purchased product from USANA at any time during the most recent three-month period. During the years presented, changes in net sales were not significantly affected by product price changes, rather, they were affected by increased product sales volume resulting from an increasing number of Associates and Preferred Customers.

The tables below summarize the changes in our active customer base by geographic region as of the dates indicated.

Active Associates By Region
(rounded to the nearest thousand)

	As of December 30, 2006		As of December 29, 2007		Change from Prior Year	Percent Change
North America	94,000	61.4%	100,000	56.8%	6,000	6.4%
Southeast Asia/Pacific	30,000	19.6%	39,000	22.2%	9,000	30.0%
East Asia	23,000	15.1%	30,000	17.0%	7,000	30.4%
North Asia	6,000	3.9%	7,000	4.0%	1,000	16.7%
	153,000	100.0%	176,000	100.0%	23,000	15.0%

Active Preferred Customers By Region
(rounded to the nearest thousand)

	As of December 30, 2006		As of December 29, 2007		Change from Prior Year	Percent Change
North America	70,000	89.7%	70,000	89.8%	—	0.0%
Southeast Asia/Pacific	7,000	9.0%	6,000	7.6%	(1,000)	(14.3)%
East Asia	**	0.0%	1,000	1.3%	1,000	N/A
North Asia	1,000	1.3%	1,000	1.3%	—	0.0%
	78,000	100.0%	78,000	100.0%	—	0.0%

** Active Preferred Customer count was less than 500.

Total Active Customers By Region
(rounded to the nearest thousand)

	As of December 30, 2006		As of December 29, 2007		Change from Prior Year	Percent Change
North America	164,000	71.0%	170,000	66.9%	6,000	3.7%
Southeast Asia/Pacific	37,000	16.0%	45,000	17.7%	8,000	21.6%
East Asia	23,000	10.0%	31,000	12.2%	8,000	34.8%
North Asia	7,000	3.0%	8,000	3.2%	1,000	14.3%
	231,000	100.0%	254,000	100.0%	23,000	10.0%

Presentation

Due to the sale of our third-party contract manufacturing business, we now operate as one reportable business segment, Direct Selling. Our financial results have been adjusted to reflect the reclassification of sales and related expenses in our former Contract Manufacturing segment to "discontinued operations" for all periods presented. Further information on this sale of assets can be found in Note B to the Consolidated Financial Statements herein under "Discontinued Operations."

Sales and shipping and handling billed to our customers are recorded as revenue when the product is delivered, title has transferred, and risk of loss passes to the customer, net of applicable sales discounts. Payments received for undelivered products are recorded as deferred revenue and are included in other current liabilities. A provision for product returns and allowances is included and is founded on our historical experience. Additionally, the Company collects an annual renewal fee from Associates that is deferred on receipt and is recognized as income on a straight-line basis over a twelve-month period.

Cost of sales primarily consists of expenses related to raw materials, labor, quality assurance, and overhead costs that are directly associated with the production and distribution of our products and sales materials, as well as duties and taxes that are associated with the import and export of products. As our international sales increase as a percentage of net sales, cost of sales are increasingly affected by additional duties, freight, and other factors, such as changes in foreign currency.

Associate incentive expenses represent our most significant expense at 40.3% of net sales in 2007. Associate incentives include commissions and leadership bonuses that are paid weekly, based on group sales volume points. Compensation paid to our Associates for promotions and contests are also reported as a component of Associate incentives. Products are assigned a sales volume point value that is independent of the product's price. Associates earn commissions based on sales volume points that are generated in their downline organization. Items such as our starter kits and sales tools have no sales volume point value, and commissions are not paid on the sale of these items. Although insignificant to our financial statements, an Associate may earn commissions on sales volume points that are generated from personal purchases that are not considered to be part of their "Qualifying Purchases." Qualifying Purchases are the amount of product that Associates must purchase each month, which they must either resell to consumers or personally use in order to qualify to earn commissions or bonuses under USANA's Compensation Plan. Commissions paid to an Associate on personal purchases are considered a sales discount and are reported as a reduction to our net sales.

Selling, general, and administrative expenses include wages and benefits, depreciation and amortization, rents and utilities, Associate events, advertising, and professional fees, along with other marketing and administrative expenses. Wages and benefits represent the largest component of selling, general, and administrative expenses. Significant depreciation and amortization expense is incurred as a result of investments in physical facilities, computer and telecommunications equipment, and systems to support international expansion. We anticipate that additional capital investments will be required in future periods to promote and support our anticipated growth in sales and customers.

Research and development expenses include costs incurred in developing new products, enhancing existing products, and in formulating products for introduction into international markets.

Sales to customers outside the United States are made in the respective local currencies and are translated to U.S. dollars at weighted-average currency exchange rates for the period. Most of our raw material purchases from suppliers and our product purchases from third-party manufacturers are transacted in U.S. dollars. Consequently, our sales and net earnings may be affected by changes in currency exchange rates, with sales and earnings generally increasing with a weakening U.S. dollar and decreasing with a strengthening U.S. dollar.

Results of Operations

The following table summarizes our consolidated operating results as a percentage of net sales, respectively, for the periods indicated:

	Fiscal Year		
	2005	2006	2007
Consolidated Statements of Earnings Data:			
Net sales	100.0 %	100.0 %	100.0%
Cost of sales	21.8 %	21.9 %	20.8%
Gross profit	78.2 %	78.1 %	79.2%
Operating expenses:			
Associate incentives	39.4 %	40.1 %	40.3%
Selling, general, and administrative	19.0 %	19.8 %	21.5%
Research and development	0.7 %	0.8 %	0.8%
Total operating expenses	59.1 %	60.7 %	62.6%
Earnings from continuing operations	19.1 %	17.4 %	16.6%
Other income, net	0.2 %	0.4 %	0.1%
Earnings from continuing operations before income taxes	19.3 %	17.8 %	16.7%
Income taxes	6.5 %	6.3 %	6.0%
Income from continuing operations	12.8 %	11.5 %	10.7%
Loss from discontinued operations, net of tax	(0.4)%	(0.2)%	(0.1)%
Net earnings	12.4 %	11.3 %	10.6%

Summary of 2007 Financial Results and Developments

Fiscal 2007 marked the sixth consecutive year of net sales and earnings growth for USANA, with net sales increasing nearly 16% to $423.1 million and with income from continuing operations increasing 9.0% to $45.9 million. Overall sales growth during the year can be attributed to an increased number of active Associates who purchased our products. Additionally, in January 2007, we began operations in Malaysia, which contributed $17.1 million to net sales for the year. Also, during 2007, we benefited from changes in foreign currency, which added $10.9 million to net sales for the full year. The increase in income from continuing operations can be attributed in large part to increased net sales and to improved gross profit margin, which were offset partially by higher operating costs.

During fiscal 2007, we held our second Asia Pacific Convention in Sydney, Australia, as well as our 15th annual International Convention in Salt Lake City, Utah. At our International Convention, we introduced MyHealthPak™, a new, customizable packaging system for our supplement products that allows customers to create personalized selections of nutritional supplements in daily AM and PM pillow packs. MyHealthPak is currently available only to U.S. and Canadian customers. Because MyHealthPak is simply a new packaging system of the bottled products that many customers currently consume, we expect that sales of this product will increase gradually as customers begin to see the benefits of custom pillow packs and consume their existing supplies of bottled products.

Also, during the year, we sold our third-party contract manufacturing business, which resulted in operations for the Contract Manufacturing segment being accounted for as "discontinued operations" in accordance with SFAS No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets." We retained the assets that are associated with manufacturing and packaging our Sense™ skin and beauty care products and will continue to manufacture these products.

Fiscal Year 2007 compared to Fiscal Year 2006

The following table summarizes the changes in our net sales by geographic region for the fiscal years ended December 30, 2006 and December 29, 2007:

	Net Sales by Region (in thousands) Year Ended				Change from Prior Year	Percent Change
	2006		2007			
North America	$ 246,489	67.5%	$ 267,235	63.1%	$ 20,746	8.4%
Southeast Asia/Pacific	65,104	17.8%	90,690	21.4%	25,586	39.3%
East Asia	37,478	10.3%	49,314	11.7%	11,836	31.6%
North Asia	16,095	4.4%	15,910	3.8%	(185)	(1.1)%
	$ 365,166	100.0%	$ 423,149	100.0%	$ 57,983	15.9%

North America. Net sales in North America, our largest region, increased $20.7 million, or 8.4%, in 2007, compared with 2006. This growth consisted of modest growth in our most mature market, the United States, of 6.4%, strong growth in Mexico of 23.1%, and growth in Canada, much of which came from changes in foreign currency, resulting in a benefit of approximately $4.2 million. Sales growth in this region, however, was adversely affected by various false allegations against the Company that were disseminated in the mass media. We believe these challenges are now largely behind us. During 2008, we plan to implement several new Associate-related initiatives that are designed to regain our momentum in this region.

Southeast Asia/Pacific. Net sales in Southeast Asia/Pacific increased $25.6 million, or 39.3%, in 2007, compared with 2006. This growth was bolstered by the opening of our Malaysia market in January 2007, which contributed $17.1 million in net sales during the year. Also contributing to growth in this region during 2007 were changes in foreign currency, which resulted in a benefit of approximately $6.9 million, most of which came from Australia-New Zealand.

Although Malaysia added significantly to net sales in this region, we believe that a portion of the sales generated in Malaysia would have otherwise been generated in existing markets within this region, as well as in the North Asia and East Asia regions, due to the seamless nature of our Compensation Plan.

East Asia. Net sales in East Asia increased $11.8 million, or 31.6%, in 2007, compared with 2006. This growth included strong growth in Hong Kong of 62.2% to $26.4 million, and modest growth in Taiwan of 8.0% to $22.9 million. Sales growth in this region was largely driven by an increase in the number of active Associates in this region.

North Asia. Net sales in North Asia decreased $185 thousand, or 1.1%, in 2007, compared with 2006. This decline was due to a 2.0% decrease in South Korea sales to $6.8 million. Net sales in this region continue to be soft due to the lack of Associate leadership. A strategic decision was made during mid-2007 to reorganize our internal reporting structure with our vice president of East Asia now having oversight in this region. We believe this change will help bolster trust with our Associate leadership and foster growth in this region.

Gross Profit

Gross profit increased to 79.2% of net sales in 2007 from 78.1% in 2006. This improvement in gross profit margin can be attributed to reduced inventory scrap of about $1.5 million, and lower relative freight costs on shipments to our customers. Also contributing to the improvement in gross profit was a reduction of sales of the edition of *Success From Home* magazine that features the

Company (which were sold at cost and included free shipping during the third and fourth quarters of 2006).

Associate Incentives

Associate incentives were slightly higher during 2007, at 40.3% of net sales, compared with 40.1% in 2006. This increase is the result of a higher payout of base Compensation Plan commissions, which was partially offset by reduced amounts spent on contests and promotions relative to 2006.

Selling, General, and Administrative Expenses

Selling, general, and administrative expenses increased to 21.5% of net sales in 2007 from 19.8% in 2006. In absolute terms, our selling, general and administrative expenses increased in 2007 by $18.4 million. This increase, both as a percentage of net sales and in absolute terms, can be attributed to the following:

- Wage-related increases of $9.8 million, which includes a strategic initiative to hire additional employees to add "bench strength," and additional wages expense related to Malaysia, and increased equity compensation expense;

- A $6.1 million increase in spending to support growing sales and an increased number of customers, which includes $1.2 million spent to support our Malaysia market that commenced operations in January 2007; and

- Legal and other professional services of $2.5 million that related to defending false allegations against the Company that were disseminated in the mass media.

Other Income

Other income decreased from $1.4 million in 2006 to $471 thousand in 2007. This decrease can largely be attributed to an increase in interest expense, resulting from our line of credit, of $696 thousand (net of $705 thousand related to funds borrowed for the expansion of our corporate and Australia facilities, which was capitalized). Additionally, and to a lesser extent, interest income also decreased due to lower cash balances and to lower foreign currency gains.

Income Taxes

Income taxes totaled 35.5% of earnings before income taxes in 2007, compared with 35.3% in 2006. This change was due to the complete phase-out of the Extraterritorial Income Exclusion ("EIE"), which provided an effective tax rate reduction of 1.8% in 2006. In 2007, the complete EIE phase-out was partially offset by tax benefits from a 6.0% deduction for qualified production activities, a favorable adjustment due to the expiration of statutes of limitations on uncertain tax positions, and favorable 2006 tax return adjustments.

Income from Continuing Operations

Income from continuing operations increased 9.0% to $45.9 million in 2007, which is an increase of $3.8 million from $42.1 million in 2006. This increase is due primarily to increased net sales and an improved gross profit margin, which were offset partially by higher operating costs.

Diluted earnings per share from continuing operations improved to $2.67 during 2007, which is an increase of $0.42, or 18.7%, from $2.25 in 2006. This improvement resulted from share repurchases and retirements during the first nine months of 2007, which lowered the diluted shares outstanding by 8.1%, resulting in an $0.18 benefit per share. Also contributing to the improvement was an increase in income from continuing operations.

Fiscal Year 2006 compared to Fiscal Year 2005

Net Sales

Changes in net sales are primarily associated with the recruitment and retention of Associates and Preferred Customers. The following tables summarize the changes in our active customer base by geographic region as of the dates indicated:

Active Associates By Region
(rounded to the nearest thousand)

	As of December 31, 2005		As of December 30, 2006		Change from Prior Year	Percent Change
North America	82,000	61.6%	94,000	61.4%	12,000	14.6%
Southeast Asia/Pacific	27,000	20.3%	30,000	19.6%	3,000	11.1%
East Asia	17,000	12.8%	23,000	15.1%	6,000	35.3%
North Asia	7,000	5.3%	6,000	3.9%	(1,000)	(14.3)%
	133,000	100.0%	153,000	100.0%	20,000	15.0%

Active Preferred Customers By Region
(rounded to the nearest thousand)

	As of December 31, 2005		As of December 30, 2006		Change from Prior Year	Percent Change
North America	63,000	90.0%	70,000	89.7%	7,000	11.1%
Southeast Asia/Pacific	6,000	8.6%	7,000	9.0%	1,000	16.7%
East Asia	**	0.0%	**	0.0%	—	N/A
North Asia	1,000	1.4%	1,000	1.3%	—	0.0%
	70,000	100.0%	78,000	100.0%	8,000	11.4%

** Active Preferred Customer count was less than 500.

Total Active Customers By Region
(rounded to the nearest thousand)

	As of December 31, 2005		As of December 30, 2006		Change from Prior Year	Percent Change
North America	145,000	71.4%	164,000	71.0%	19,000	13.1%
Southeast Asia/Pacific	33,000	16.2%	37,000	16.0%	4,000	12.1%
East Asia	17,000	8.4%	23,000	10.0%	6,000	35.3%
North Asia	8,000	4.0%	7,000	3.0%	(1,000)	(12.5)%
	203,000	100.0%	231,000	100.0%	28,000	13.8%

The following table summarizes the changes in net sales by geographic region for the fiscal years ended December 31, 2005 and December 30, 2006:

	Net Sales by Region (in thousands) Year Ended							
	2005		2006			Change from Prior Year		Percent Change
North America	$	209,445	66.5%	$	246,489	67.5%	$ 37,044	17.7%
Southeast Asia/Pacific		58,300	18.5%		65,104	17.8%	6,804	11.7%
East Asia		32,349	10.3%		37,478	10.3%	5,129	15.9%
North Asia		14,923	4.7%		16,095	4.4%	1,172	7.9%
	$	315,017	100.0%	$	365,166	100.0%	$ 50,149	15.9%

North America. Net sales in North America, our largest and most mature region, increased $37.0 million, or 17.7%, in 2006, compared with 2005. This growth consisted of strong growth in our most mature market, the United States, of 18.7%, and strong growth in Mexico of 29.3%. Canada also had a strong increase in sales of 12.7%, however much of this increase came from changes in foreign currency, resulting in a benefit of approximately $4.4 million. This increase was driven by an increase in the number of active Associates and, to a lesser extent, to an increase in the number of active Preferred Customers. The increase in customers was a result of unique contests and promotions, Company-sponsored events, and the introduction of new products and sales tools.

Southeast Asia/Pacific. Net sales in Southeast Asia/Pacific increased $6.8 million, or 11.7%, during 2006, compared with 2005. This change included an 8.1% increase in sales in Australia-New Zealand to $48.3 million, and a 23.5% increase in sales in Singapore to $16.8 million. This growth was due to an 11.1% increase in the number of active Associates and a 16.7% increase in the number of Preferred Customers.

East Asia. Net sales in East Asia increased $5.1 million, or 15.9%, during 2006, compared with 2005. This increase was driven primarily by 32.8% growth in Hong Kong to $16.3 million. Sales in Taiwan increased a modest 5.5% on a year-over-year basis to $21.2 million. The growth in this region in 2006 was due to a 35.3% increase in the number of Associates.

North Asia. Net sales in North Asia increased by $1.2 million, or 7.9%, in 2006, compared with 2005. Although changes in foreign currency did not significantly affect overall sales growth in this region, it did considerably affect each market within this region. The overall year-over-year change in this region comprised a 10.1% decrease in sales in Japan to $9.2 million, and a 46.1% increase in sales in South Korea to $6.9 million.

Gross Profit

Gross profit decreased slightly to 78.1% of net sales in 2006 from 78.2% in 2005. This decrease can be attributed primarily to the following:

- Higher freight costs on shipments to customers;
- The required inclusion of equity-based compensation expense; and
- Additional costs relating to our promotions on the *Success from Home* magazine, which included selling them to our Associates at cost and offering free shipping on packs of 56 magazines when such orders were placed on our monthly product subscription program known as "Autoship."

This increase was partially offset by lower costs on certain key raw materials, such as Coenzyme Q10.

Associate Incentives

Expenses related to Associate incentives represent our most significant cost as a percentage of net sales. Associate incentives increased to 40.1% of net sales in 2006, compared with 39.4% in 2005. This increase can be primarily attributed to an increase in amounts paid on incentive promotions, including higher-paying contests and promotions.

Selling, General, and Administrative Expenses

Selling, general, and administrative expenses increased to 19.8% of net sales in 2006 from 19.0% in 2005. This increase, as a percentage of net sales, can be attributed largely to the recognition of equity-based compensation expense, the selling, general and administrative portion of which totaled 1.0% of net sales in 2006. This increased cost, as a percentage of sales, was partially offset by modest operating leverage that resulted from our growing sales base.

In absolute terms, our selling, general and administrative expenses increased by $12.5 million from 2005 to 2006. This absolute increase in selling, general and administrative expenses can, in great part, be attributed to the following:

- Increased spending of $8.8 million including that related to supporting growth in our existing markets as well as our international expansion efforts (mostly in Malaysia, which totaled $210 thousand); and
- Expensing of equity-based compensation of $3.7 million;

Other Income

Other income increased to $1.4 million in 2006 from $479 thousand in 2005. This improvement can be attributed to foreign currency gains.

Income Taxes

Income taxes totaled 35.3% of earnings from continuing operations before income taxes in 2006, compared with 33.7% in 2005. This increase reduced diluted earnings per share from continuing operations in 2006 by approximately $0.05. This increase can be attributed to a 40% phase-out of the Extraterritorial Income Exclusion in 2006, a tax expense associated with non-deductible value-added taxes, and taxes associated with equity-based compensation under SFAS No. 123(R). This increase in our 2006 effective tax rate increase was partially offset by an increase in the 2006 Federal Incremental Research Credit.

Income From Continuing Operations

Income from continuing operations increased 4.9% to $42.1 million in 2006, an increase of $1.9 million, from $40.2 million in 2005. Income from continuing operations slowed during 2006 due to the following:

- The inclusion of equity-based compensation expense that impacted income from continuing operations by $3.2 million;
- Higher relative incentives to our Associates;
- Increased expenses that were associated with our international expansion efforts; and
- A higher effective tax rate.

Diluted earnings per share from continuing operations improved to $2.25 in 2006, an increase of $0.21, from $2.04 in 2005. Diluted earnings per share from continuing operations in 2006 included equity-based compensation expense that reduced earnings per share by $0.17, whereas the diluted earnings per share from continuing operations of $2.04 in 2005 did not include equity-based compensation expense. Share repurchases and retirements during 2006 added $0.06 to diluted earnings per share from continuing operations.

Quarterly Financial Information (Unaudited)

The following tables set forth unaudited quarterly operating results for each of the last eight fiscal quarters, as well as percentages of net sales for certain data for the periods indicated. This information is consistent with the Consolidated Financial Statements herein and includes normally recurring adjustments that management considers to be necessary for a fair presentation of the data. Due to the sale of certain assets related to our former third-party contract manufacturing business, we now operate as one reportable business segment, Direct Selling. Our financial results have been adjusted to reflect the reclassification of sales and related expenses in our former Contract Manufacturing segment to "discontinued operations" for all periods presented. Further information on this can be found in Note B to the Consolidated Financial Statements herein under—"Discontinued Operations." Quarterly results are not necessarily indicative of future results of operations. This information should be read in conjunction with the audited Consolidated Financial Statements and notes thereto that are included elsewhere in this report.

	Quarter Ended							
	April 1, 2006	July 1, 2006	Sept. 30, 2006	Dec. 30, 2006	March 31, 2007	June 30, 2007	Sept. 29, 2007	Dec. 29, 2007
	(in thousands, except per share data)							
Consolidated Statements of Earnings Data:								
Net sales	$ 85,384	$ 89,694	$ 91,967	$ 98,121	$ 100,678	$ 107,542	$ 106,181	$ 108,748
Cost of sales	18,378	19,319	20,274	21,865	20,586	22,443	21,960	22,902
Gross profit	67,006	70,375	71,693	76,256	80,092	85,099	84,221	85,846
Operating expenses:								
Associate incentives	34,006	36,025	36,994	39,226	39,549	43,280	43,021	44,533
Selling, general, and administrative	17,489	17,910	17,798	19,213	21,501	22,531	23,053	23,726
Research and development	674	756	830	708	930	902	864	667
Total operating expenses	52,169	54,691	55,622	59,147	61,980	66,713	66,938	68,926
Earnings from continuing operations	14,837	15,684	16,071	17,109	18,112	18,386	17,283	16,920
Other income (expense), net	295	336	65	712	471	(13)	(270)	283
Earnings from continuing operations before Income taxes	15,132	16,020	16,136	17,821	18,583	18,373	17,013	17,203
Income taxes	5,373	5,462	5,698	6,433	6,783	6,966	5,350	6,144
Income from continuing operations	9,759	10,558	10,438	11,388	11,800	11,407	11,663	11,059
Loss from discontinued operations	(199)	(214)	(215)	(249)	(114)	(93)	(405)	—
Net earnings	$ 9,560	$ 10,344	$ 10,223	$ 11,139	$ 11,686	$ 11,314	$ 11,258	$ 11,059
Earnings (loss) per common share*:								
Basic								
Continuing operations	$ 0.53	$ 0.58	$ 0.59	$ 0.64	$ 0.66	$ 0.68	$ 0.72	$ 0.68
Discontinued operations	(0.01)	(0.01)	(0.02)	(0.02)	(0.01)	—	(0.02)	—
Net earnings	$ 0.52	$ 0.57	$ 0.57	$ 0.62	$ 0.65	$ 0.68	$ 0.70	$ 0.68
Diluted								
Continuing operations	$ 0.51	$ 0.56	$ 0.56	$ 0.62	$ 0.64	$ 0.66	$ 0.70	$ 0.67
Discontinued operations	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	—	(0.02)	—
Net earnings	$ 0.50	$ 0.55	$ 0.55	$ 0.61	$ 0.63	$ 0.66	$ 0.68	$ 0.67
Weighted average shares outstanding:								
Basic	18,460	18,149	17,780	17,824	17,896	16,709	16,173	16,160
Diluted	19,228	18,777	18,486	18,405	18,463	17,163	16,613	16,586

* Earnings per common share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly earnings per share amounts does not necessarily equal the total for the year.

Consolidated Statements of Earnings as a percentage of Net Sales:

	Quarter Ended							
	April 1, 2006	July 1, 2006	Sept. 30, 2006	Dec. 30, 2006	March 31, 2007	June 30, 2007	Sept. 29, 2007	Dec. 29, 2007
Net sales	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Cost of sales	21.5	21.5	22.0	22.3	20.4	20.9	20.7	21.1
Gross profit	78.5	78.5	78.0	77.7	79.6	79.1	79.3	78.9
Operating expenses:								
Associate incentives	39.8	40.2	40.2	40.0	39.3	40.2	40.5	41.0
Selling, general and administrative	20.5	20.0	19.4	19.6	21.4	21.0	21.7	21.8
Research and development	0.8	0.8	0.9	0.7	0.9	0.8	0.8	0.6
Total operating expenses	61.1	61.0	60.5	60.3	61.6	62.0	63.0	63.4
Earnings from continuing operations	17.4	17.5	17.5	17.4	18.0	17.1	16.3	15.5
Other income (expense), net	0.3	0.4	0.1	0.7	0.5	(0.0)	(0.3)	0.3
Earnings from coninuing operations before Income taxes	17.7	17.9	17.6	18.1	18.5	17.1	16.0	15.8
Income taxes	6.3	6.1	6.2	6.6	6.7	6.5	5.0	5.6
Income from continuing operations	11.4	11.8	11.4	11.5	11.8	10.6	11.0	10.2
Loss from discontinued operations	(0.2)	(0.2)	(0.2)	(0.2)	(0.2)	(0.1)	(0.4)	—
Net earnings	11.2%	11.6%	11.2%	11.3%	11.6%	10.5%	10.6%	10.2%

We may experience variations in the results of operations from quarter to quarter as a result of factors that include the following:

- The recruiting and retention of Associates;
- The opening of new markets;
- The timing of Company-sponsored events, contests, and promotions;
- Fluctuations in currency exchange rates;
- New product introductions;
- The timing of holidays, which may reduce the amount of time that our Associates spend selling products or recruiting new Associates;
- The negative impact of changes in or interpretations of regulations that may limit or restrict the sale of certain products in some countries;
- The adverse effect of a failure by us or an Associate (or allegations of such failure) to comply with applicable governmental regulations;
- The integration and operation of new information technology systems;
- The inability to introduce new products or the introduction of new products by competitors;
- Entry into one or more of our markets by competitors;
- Availability of raw materials;

- General conditions in the nutritional supplement, personal care, and weight management industries or the network marketing industry; and

- Consumer perceptions of our products and operations.

Because our products are ingested by consumers or applied to their bodies, we are highly dependent upon consumers' perception of the safety, quality, and efficacy of our products. As a result, substantial negative publicity, whether founded or unfounded, concerning one or more of our products or of other products that are similar to our products could adversely affect our business, financial condition, or results of operations.

As a result of these and other factors, quarterly revenues, expenses, and results of operations could vary significantly in the future, and period-to-period comparisons should not be relied upon as indications of future performance. There can be no assurance that we will be able to increase revenues in future periods or be able to sustain the level of revenue or rate of revenue growth on a quarterly or annual basis that we have sustained in the past. Due to the foregoing factors, future results of operations could be below the expectations of public market analysts and investors. If that occurred, the market price of our common stock would likely decline.

Liquidity and Capital Resources

We have historically met our working capital and capital expenditure requirements, including funding for the expansion of our operations, through net cash flows that have been provided by our operating activities and have periodically utilized our line of credit in doing so. Our principal source of liquidity is our operating cash flows, the availability of which is directly affected by variations in the sales of our products. There are no material restrictions on our ability to transfer and remit funds among our international subsidiaries. In 2007, net cash flows from operating activities totaled $57.2 million, compared with $60.2 million in 2006. Cash and cash equivalents decreased to $12.9 million at December 29, 2007, from $27.0 million at December 30, 2006. Net working capital decreased to $5.8 million at December 29, 2007, compared with $20.8 million at December 30, 2006. Most of this decrease resulted from the drop in cash and cash equivalents. During 2007, much of our cash flows from operating activities and cash and cash equivalents, as well as amounts available under our line of credit, were utilized to purchase shares of our common stock under the Company's share repurchase plan, totaling $79.6 million. Additionally, $26.3 million was spent on property and equipment, including costs for the expansion of our corporate headquarters in Salt Lake City, Utah, as well as a portion of the purchase, remodel, and fit-out of a new facility in Sydney, Australia, both of which are discussed further below.

We are expanding our corporate headquarters and anticipate that this expansion will involve a total investment of approximately $21 million, an increase from the $16 million estimate that we provided in our 2006 Form 10-K. This increase is primarily due to a further increase in the scope of the expansion, as well as to continuing increases in the cost of materials. As of December 29, 2007, billings on this expansion totaled $17.7 million, of which $16.6 million was paid and of which $1.1 million was accrued for work performed through December 29, 2007.

We have purchased a facility in Sydney, Australia, and we expect to move our Australian operations to this new facility in mid-2008. We anticipate that the purchase, remodel, and fit-out of this facility will require a total investment of approximately $14 million, an increase from the $9.6 million estimate that we provided in our 2006 Form 10-K. This increase is due to a further increase in the scope of the remodel and fit-out. As of December 29, 2007, billings on this facility, including the remodel and fit-out, totaled $9.0 million, of which $8.5 million was paid and of which $0.5 million was accrued for work performed through December 29, 2007.

During the quarter ended June 30, 2007, our $25 million credit facility was amended, increasing the line of credit to $40 million. As of December 29, 2007, our outstanding balance on this line of credit was $28.0 million. This balance primarily consists of amounts that we have used to expand our facilities in Salt Lake City, Utah, and in Sydney, Australia, as well as to fund share repurchases and retirements.

The credit agreement relating to our line of credit contains restrictive covenants that are based on EBITDA and a specified debt coverage ratio. As of December 29, 2007, we were in compliance with these covenants. This credit agreement also contains other covenants which are customary for a financing transaction, including a covenant that requires us to comply in all material respects with all laws applicable to us, with which we believe we were in compliance as of December 29, 2007.

We believe that current cash balances, cash provided by operations, and amounts available under our line of credit will be sufficient to cover our capital needs in the ordinary course of business for the foreseeable future. If we experience an adverse operating environment or unusual capital expenditure requirements, additional financing may be required. No assurance can be given, however, that additional financing, if required, would be available on favorable terms. We might also require or seek additional financing for the purpose of expanding new markets, growing our existing markets, or for other reasons. Such financing may include the sale of additional equity securities. Any financing which involves the sale of equity securities or instruments that are convertible into equity securities could result in immediate and possibly significant dilution to our existing shareholders.

We believe that the future investments in our corporate headquarters, as well as in the new facility in Australia, will be funded with cash flows generated from operations, and, to the extent necessary, with our line of credit. Our total investments in property, plant, and equipment in 2008 are expected to be between $15 and $20 million, including the aforementioned facilities.

During the fiscal year ended December 29, 2007, directors, officers, and employees exercised equity awards, resulting in cash proceeds to the Company of $3.1 million.

Contractual Obligations and Commercial Contingencies

The following table summarizes our expected contractual obligations and commitments subsequent to December 29, 2007:

Payments Due By Period
(in thousands)

Contractual Obligations	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating Leases	$ 8,160	$ 3,815	$ 4,021	$ 324	$ —
Capital Commitments	11,571	11,571	—	—	—
Other Commitments	5,904	3,096	2,246	562	—
Total Contractual Obligations	$ 25,635	$ 18,482	$ 6,267	$ 886	$ —

Included in "Capital Commitments" to be paid in less than one year is the estimated remaining of $4.4 million for the expansion to our corporate headquarters building, and the $5.5 million to complete the remodel and fit-out of the Australia facility.

Additionally, we maintain a line of credit, which had a balance of $28.0 million as of December 29, 2007. We will be required to pay the balance on our line of credit in full at the time of maturity; May 2011. Also, please refer to Note E to the Consolidated Financial Statements for information on our potential obligations under FIN No. 48, "Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109," which clarifies the accounting for uncertainty in income tax positions.

Inflation

We do not believe that inflation has had a material impact on our historical operations or profitability.

Critical Accounting Estimates

Our Consolidated Financial Statements included in this report have been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP). Our significant accounting policies are described in Note A to the Consolidated Financial Statements herein. The preparation of financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying footnotes. Those estimates and assumptions are derived and are continually evaluated based on our historical experiences, current facts and circumstances, and on changes in the business environment. Actual results, however, may sometimes differ materially from estimates under different conditions. Critical accounting estimates are defined as both those that are material to the portrayal of our financial condition and results of operations and those that require management's most subjective judgments. We believe that our most critical accounting estimates are described in this section.

Revenue Recognition.

- In accordance with Staff Accounting Bulletin 104, "Revenue Recognition," revenue is recognized at the estimated point of delivery of the merchandise, at which point the risks and rewards of ownership have passed to the customer. SAB 104 specifies that revenue is realizable when the following four criteria are met: persuasive evidence of a sale arrangement exists, delivery of the product has occurred, the price is fixed or determinable, and payment is reasonably assured. We require cash or credit card payment prior to shipping and do not extend credit to customers.

- Payments received for undelivered products are recorded as deferred revenue and are included in other current liabilities.

- A provision for product returns and allowances is established and is founded on our historical experience.

- In accordance with Emerging Issues Task Force No 00-10, "Accounting of Shipping and Handling Fees and Costs," amounts billed to customers for shipping and handling are classified as revenue.

- In accordance with the guidelines of Emerging Issues Task Force No 01-09, "Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products)," commissions paid to an Associate on his or her own orders are captured and reported as a reduction to net sales in the form of a sales discounts. Management estimates, based on the structure of USANA's Compensation Plan, that an Associate who places an order with sales volume points in a personal sales position will eventually be paid commission on that purchase. Such reduction of revenue for Associates outside of the United States is converted to U.S. Dollars at the average currency exchange rate for the period.

- We collect an annual renewal fee from our Associates that is deferred when it is collected and is recognized as income on a straight-line basis over the subsequent twelve-month period.

Allowance for Inventory Valuation. Inventories are stated at the lower of cost or market, using the first-in, first-out method. The components of inventory cost include raw materials, labor, and overhead. An allowance for inventory valuation is maintained and is based on the difference between the cost of the inventory and its estimated market value. To estimate the allowance, various assumptions are made in regard to excess or slow-moving inventories, non-conforming inventories, expiration dates, current and future product demand, production planning, and market conditions. A change in any of these variables could result in additional reserves.

Valuation of Goodwill and Impairment Analysis. Goodwill represents the excess of purchase price paid over the fair market value of identifiable net assets of companies acquired. In accordance with SFAS No. 142, "Goodwill and Other Intangible Assets," goodwill is not amortized; however it is tested at least annually for impairment or more frequently if events (or changes in circumstances) indicate impairment. We use a two-step approach to test for impairment. The first step involves testing for impairment of goodwill by estimating the fair values of reporting units. We determine the fair value of reporting units that we have acquired using widely accepted valuation methods, including both a market approach and an income approach. The market approach involves judgment when considering the appropriateness of comparable entities and the use of related multiples to determine fair value in terms of operating activities, size, and scope. The income approach requires the use of estimates and assumptions in projecting future operating results and related cash flows. If the carrying amount of goodwill exceeds its fair value, the second step of the impairment test is performed to measure the amount of the impairment loss. In the second step, the implied fair value of the goodwill is estimated as the fair value of the reporting unit as determined in step one, less fair values of all other net tangible and intangible assets of the reporting unit. If the carrying amount of the goodwill exceeds its implied fair value, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill. There were no changes in the carrying amount of goodwill for each of the acquired subsidiaries for the year ended December 29, 2007.

Accounting for Income Taxes. We calculate income taxes in each of the jurisdictions in which we operate in accordance with SFAS No. 109, "Accounting for Income Taxes." This process involves estimating our current tax exposure, together with assessing temporary differences for items treated differently for tax and financial reporting. Judgment is required in assessing the future tax consequences of events that have been recognized in our financial statements or tax returns. Additional information is available in Note E to the Consolidated Financial Statements herein. Variations in the actual outcome of these future tax consequences could materially impact our financial position, results of operations, or cash flows.

In June 2006, the FASB issued FIN No. 48, "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109," which clarifies the required accounting for uncertainty in income tax positions. FIN 48 defines the threshold for recognizing tax return positions in the financial statements as "more likely than not." FIN 48 also provides guidance on the measurement, classification, and disclosure of tax return positions in the financial statements. FIN 48 was effective for the Company's first quarterly reporting period in 2007. The impact of adopting FIN 48 was not material.

On an interim basis, we estimate what our effective tax rate will be for the full fiscal year, and we record a quarterly income tax provision in accordance with this anticipated effective rate. As the fiscal year progresses, we continually refine our estimate based upon actual events and earnings by jurisdiction during the year. This estimation process periodically results in changes to our expected effective tax rate for the fiscal year. When this occurs, we adjust the income tax provision during the quarter in which the change in estimate occurs so that the year-to-date provision equals the expected annual rate.

Equity-Based Compensation. We calculate equity-based compensation expense using the provisions of SFAS No. 123(R), "Share Based Payment." Under the fair value recognition provisions of this statement, equity-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is generally the vesting period. For more information regarding the assumptions and estimates used in calculating this equity-based compensation expense, see Note L to the Consolidated Financial Statements herein.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We conduct business in several countries and intend to continue to expand our foreign operations. Net sales, earnings from operations, and net earnings are affected by fluctuations in currency exchange rates, interest rates, and other uncertainties that are inherent in doing business and selling product in more than one currency. In addition, our operations are exposed to risks that are associated with changes in social, political, and economic conditions in our foreign operations, including changes in the laws and policies that govern foreign investment in countries where we have operations, as well as, to a lesser extent, to changes in United States laws and regulations relating to foreign trade and investment.

Foreign Currency Risks. Net sales outside the United States represented 57.4%, 56.4%, and 59.9% of our net sales in 2005, 2006, and 2007 respectively. Inventory purchases are transacted primarily in U.S. dollars from vendors located in the United States. The local currency of each international subsidiary is considered the functional currency, with all revenue and expenses being translated at weighted-average currency exchange rates for the applicable periods. In general, our reported sales and earnings are affected positively by a weakening of the U.S. dollar and negatively by a strengthening of the U.S. dollar. Changes in currency exchange rates affect the relative prices at which we sell our products. Given the uncertainty of exchange rate fluctuations, we cannot estimate the effect that these fluctuations may have on our future business, product pricing, results of operations, or financial condition.

We seek to reduce exposure to fluctuations in foreign exchange rates by creating offsetting positions through the use of foreign currency exchange contracts. We do not use derivative financial instruments for trading or speculative purposes. Our strategy in this regard includes entering into foreign currency exchange contracts to manage currency fluctuations in our expected net cash flow from certain of our international markets, which are primarily represented by intercompany cash transfers. More specifically, we purchase put options, which give us the right, but not the obligation, to sell foreign currency at a specified exchange rate ("strike price"). These contracts provide protection in the event that the foreign currency weakens beyond the option strike price. The fair value of these contracts is estimated based on period-end quoted market prices, and the resulting asset and expense, which historically has not been material, is recognized in our Consolidated Financial Statements. At various periods throughout 2007, we had contracts in place to offset our exposure to the Canadian Dollar, New Zealand Dollar, New Taiwan Dollar, and the Mexican Peso; none of which, individually or in the aggregate, had a material affect on our results of operations. As of December 29, 2007, we had no contracts in place to offset exposure to foreign currencies. There can be no assurance that our practices will be successful in eliminating all or substantially all of the risks that may be encountered in connection with our foreign currency transactions.

Following are the average exchange rates of foreign currency units to one U.S. dollar for each of our foreign markets for fiscal years 2005, 2006, and 2007:

	Year ended		
	2005	2006	2007
Canadian Dollar	1.21	1.13	1.07
Australian Dollar	1.31	1.33	1.19
New Zealand Dollar	1.42	1.54	1.36
Hong Kong Dollar	7.78	7.77	7.80
Japanese Yen	109.95	116.27	117.67
New Taiwan Dollar	32.13	32.52	32.85
Korean Won	1,023.94	954.46	929.03
Singapore Dollar	1.66	1.59	1.51
Mexican Peso	10.89	10.90	10.93
Chinese Yuan(1)	8.08	7.97	7.61
Malaysian Ringitt	*	*	3.44

(1) The 2005 Chinese Yuan exchange rate represents the average for the first three months of operations of our Chinese manufacturing facility, which we acquired in October 2005.

* USANA operations had not commenced during period indicated.

Interest Rate Risks. As of December 29, 2007, we had a balance of $28.0 million outstanding on our line of credit, with a weighted-average interest rate of 6.0%. This interest rate is computed at the bank's Prime Rate, or LIBOR, adjusted by features specified in our loan agreements, with fixed rate term options of up to six months. The annual impact on after-tax expense of a 100-basis-point increase in the interest rate on the above balance would not materially affect our earnings.

Item 8. Financial Statements and Supplementary Data

The Financial Statements and Supplementary Data required by this Item are set forth at the pages indicated at Item 15 below.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information that is required to be disclosed in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding any required disclosure. In designing and evaluating these disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures.

As of the end of the period covered by this report, our Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a- 15(e) under the Exchange Act). Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective to provide reasonable assurance as of December 29, 2007.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, (as defined in Rule 13a- 15 (f) under the Exchange Act). The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

- Provide reasonable assurance that transactions are recorded, as necessary, to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

- Provide reasonable assurance regarding the prevention or timely detection of any unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of the Company's internal control over financial reporting as of December 29, 2007. In making this assessment, management used the criteria that have been set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*. Based on its assessment, using those criteria, management concluded that, as of December 29, 2007, the Company's internal control over financial reporting was effective.

The effectiveness of the Company's internal control over financial reporting as of December 29, 2007, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal controls over financial reporting that occurred during the quarter ended December 29, 2007, that have materially affected, or that are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information for this Item is incorporated by reference to the definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act.

Item 11. Executive Compensation

The information for this Item is incorporated by reference to the definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information for this Item is incorporated by reference to the definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information for this Item is incorporated by reference to the definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act.

Item 14. Principal Accounting Fees and Services

The information for this Item is incorporated by reference to the definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this Form:

1. *Financial Statements*

2. *Financial Statement Schedules.* [Those that are required are included in the Consolidated Financial Statements or Notes thereto.]

3. *Exhibits.*

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation (incorporated by reference to Current Report on Form 8-K, filed April 25, 2006)
3.2	Bylaws (Incorporated by reference to Current Report on Form 8-K, filed April 25, 2006)
4.1	Specimen Stock Certificate for Common Stock, no par value (incorporated by reference to Registration Statement on Form 10, File No. 0-21116, effective April 16, 1993)
10.1	2002 USANA Health Sciences, Inc. Stock Option Plan (incorporated by reference to Registration Statement on Form S-8, filed July 18, 2002)*
10.2	Form of employee or director non-statutory stock option agreement under the 2002 Stock Option Plan (incorporated by reference to Report on Form 10-K, filed March 6, 2006)*
10.3	Form of employee incentive stock option agreement under the 2002 Stock Option Plan (incorporated by reference to Report on Form 10-K, filed March 6, 2006)*
10.4	Credit Agreement by and between Bank of America, N.A. and USANA Health Sciences, Inc. (incorporated by reference to Report on Form 10-Q for the period ended July 3, 2004)
10.5	Amendment, dated May 17, 2006, to Credit Agreement, dated June 16, 2004 (incorporated by reference to Report on Form 10-Q for the period ended September 30, 2006)
10.6	Amendment, dated April 24, 2007, to Credit Agreement, dated June 16, 2004 (incorporated by reference to Report on Form 10-Q for the period ended March 31, 2007)
10.7	USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed April 25, 2006)*
10.8	Form of Stock Option Agreement for award of non-statutory stock options to employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed April 26, 2006)*
10.9	Form of Stock Option Agreement for award of non-statutory stock options to directors who are not employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed April 26, 2006)*

10.10 Form of Incentive Stock Option Agreement for award of incentive stock options to employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed April 26, 2006)*

10.11 Form of Stock-Settled Stock Appreciation Rights Award Agreement for award of stock-settled stock appreciation rights to employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed April 26, 2006)*

10.12 Form of Stock-Settled Stock Appreciation Rights Award Agreement for award of stock-settled stock appreciation rights to directors who are not employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed April 26, 2006)*

10.13 Form of Deferred Stock Unit Award Agreement for grants of deferred stock units to directors who are not employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed April 26, 2006)*

11.1 Computation of Net Income per Share (included in Notes to Consolidated Financial Statements)

14 Code of Ethics of USANA Health Sciences, Inc. (posted on the Company's internet web site at www.usanahealthsciences.com)

21 Subsidiaries of the Registrant, as of March 3, 2008 (filed herewith)

23.1 Consent of Independent Registered Public Accounting Firm (Grant Thornton LLP) (filed herewith)

23.2 Consent of Independent Registered Public Accounting Firm (PricewaterhouseCoopers LLP) (filed herewith)

31.1 Certification of Chief Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)

31.2 Certification of Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)

32.1 Certification of Chief Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 (filed herewith)

32.2 Certification of Chief Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 (filed herewith)

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* Denotes a management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

USANA Health Sciences, Inc.

By: /s/ MYRON W. WENTZ

Myron W. Wentz, PhD,
Chairman and Chief Executive Officer

Date: March 13, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ MYRON W. WENTZ Myron W. Wentz, PhD	Chairman and Chief Executive Officer (Principal Executive Officer)	March 13, 2008
/s/ DAVID A. WENTZ David A. Wentz	President	March 13, 2008
/s/ RONALD S. POELMAN Ronald S. Poelman	Director	March 13, 2008
/s/ ROBERT ANCIAUX Robert Anciaux	Director	March 13, 2008
/s/ JERRY G. MCCLAIN Jerry G. McClain	Director	March 13, 2008
/s/ GILBERT A. FULLER Gilbert A. Fuller	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 13, 2008

REPORT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of USANA Health Sciences, Inc.

In our opinion, the consolidated balance sheet and the related consolidated statements of earnings, stockholders' equity and comprehensive income and cash flows present fairly, in all material respects, the financial position of USANA Health Sciences, Inc. and its subsidiaries at December 29, 2007, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 29, 2007, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in, Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audit. We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audit of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Salt Lake City, UT
March 4, 2008

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
USANA Health Sciences, Inc. and Subsidiaries

We have audited the accompanying consolidated balance sheets of USANA Health Sciences, Inc. and Subsidiaries (the "Company") as of December 30, 2006, and the related consolidated statements of earnings, stockholders' equity and comprehensive income, and cash flows for each of the two years in the period ended December 30, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of USANA Health Sciences, Inc. and Subsidiaries as of December 30, 2006, and the consolidated results of their operations and their consolidated cash flows for each of the two years in the period ended December 30, 2006 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note A to the consolidated financial statements, the Company adopted Statement 123R, Share-Based Payment, on a modified prospective basis as of January 1, 2006.

As discussed in Note B to the consolidated financial statements, on June 5, 2007, the Company adopted a plan to discontinue the operations of its third-party contract manufacturing business. The financial statements referred to above include the effects of the adjustments which have been retrospectively applied.

/s/ GRANT THORNTON LLP

Salt Lake City, Utah
February 19, 2007, except for Note B as to which the date is March 12, 2008.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands)

	December 30, 2006	December 29, 2007
ASSETS		
Current assets		
Cash and cash equivalents	$ 27,029	$ 12,865
Inventories	22,483	19,439
Prepaid expenses and other current assets	8,908	11,639
Deferred income taxes	2,195	2,049
Total current assets	60,615	45,992
Property and equipment, net	30,323	52,061
Assets held for sale	—	607
Goodwill	5,690	5,690
Other assets	3,374	4,778
	$ 100,002	$ 109,128
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 10,241	$ 8,111
Other current liabilities	29,564	32,074
Total current liabilities	39,805	40,185
Line of credit	—	28,000
Other long-term liabilities	—	2,305
Stockholders' equity		
Common stock, $0.001 par value; authorized 50,000 shares, issued and outstanding 17,859 as of December 30, 2006 and 16,198 as of December 29, 2007	18	16
Additional paid-in capital	15,573	7,525
Retained earnings	44,251	30,108
Accumulated other comprehensive income	355	989
Total stockholders' equity	60,197	38,638
	$ 100,002	$ 109,128

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

(in thousands, except per share data)

	Year ended 2005	Year ended 2006	Year ended 2007
Net sales	$ 315,017	$ 365,166	$ 423,149
Cost of sales	68,703	79,836	87,891
Gross profit	246,314	285,330	335,258
Operating expenses:			
Associate incentives	124,045	146,251	170,383
Selling, general and administrative	59,920	72,410	90,811
Research and development	2,212	2,968	3,363
Total operating expenses	186,177	221,629	264,557
Earnings from continuing operations	60,137	63,701	70,701
Other income (expense):			
Interest income	561	654	555
Interest expense	(12)	(110)	(806)
Other, net	(70)	864	722
Other income (expense), net	479	1,408	471
Earnings from continuing operations before income taxes	60,616	65,109	71,172
Income taxes	20,444	22,966	25,243
Income from continuing operations	40,172	42,143	45,929
Loss from discontinued operations, net of tax benefit	(1,178)	(877)	(612)
Net earnings	$ 38,994	$ 41,266	$ 45,317
Earnings (loss) per common share			
Basic			
Continuing operations	$ 2.13	$ 2.34	$ 2.74
Discontinued operations	(0.06)	(0.05)	(0.03)
Net earnings	$ 2.07	$ 2.29	$ 2.71
Diluted			
Continuing operations	$ 2.04	$ 2.25	$ 2.67
Discontinued operations	(0.06)	(0.05)	(0.04)
Net earnings	$ 1.98	$ 2.20	$ 2.63
Weighted average common shares outstanding			
Basic	18,873	18,053	16,734
Diluted	19,721	18,724	17,206

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME

Years ended December 31, 2005; December 30, 2006; and December 29, 2007

(in thousands)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Value				
Balance at January 1, 2005	18,953	$ 19	$ 11,853	$ 34,496	$ 1,475	$ 47,843
Comprehensive income						
Net earnings for the year	—	—	—	38,994	—	38,994
Foreign currency translation adjustment, net of tax benefit of $420	—	—	—	—	(636)	(636)
Comprehensive income						38,358
Common stock repurchased and retired	(1,160)	(1)	(11,428)	(37,770)	—	(49,199)
Common stock issued under stock option plan, including tax benefit of $5,775	550	—	8,736	—	—	8,736
Balance at December 31, 2005	18,343	$ 18	$ 9,161	$ 35,720	$ 839	$ 45,738
Comprehensive income						
Net earnings for the year	—	—	—	41,266	—	41,266
Foreign currency translation adjustment, net of tax benefit of $152	—	—	—	—	(484)	(484)
Comprehensive income						40,782
Common stock repurchased and retired	(1,045)	(1)	(8,222)	(32,735)	—	(40,958)
Common stock awarded to Associates	2	1	100	—	—	101
Equity-based compensation expense	—	—	4,789	—	—	4,789
Common stock issued under stock option and equity incentive award plans, including tax benefit of $6,198	559	—	9,745	—	—	9,745
Balance at December 30, 2006	17,859	$ 18	$ 15,573	$ 44,251	$ 355	$ 60,197
Comprehensive income						
Net earnings for the year	—	—	—	45,317	—	45,317
Foreign currency translation adjustment, net of tax expense of $385	—	—	—	—	634	634
Comprehensive income						45,951
Common stock repurchased and retired	(1,892)	(2)	(20,118)	(59,460)	—	(79,580)
Common stock awarded to Associates	1	—	47	—	—	47
Equity-based compensation expense	—	—	6,108	—	—	6,108
Common stock issued under equity incentive award plan, including tax benefit of $2,767	230	—	5,915	—	—	5,915
Balance at December 29, 2007	16,198	$ 16	$ 7,525	$ 30,108	$ 989	$ 38,638

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Year ended 2005	2006	2007
Cash flows from operating activities			
Net earnings	$ 38,994	$ 41,266	$ 45,317
Adjustments to reconcile net earnings to net cash provided by operating activities			
Depreciation and amortization	5,904	5,562	5,333
(Gain) loss on sale of property and equipment	10	(1)	53
Equity-based compensation expense	—	4,789	6,108
Excess tax benefit from equity-based payment arrangements	—	(5,288)	(2,532)
Common stock awarded to Associates	—	101	47
Deferred income taxes	(631)	(1,304)	(1,565)
Provision for inventory valuation	1,830	2,346	1,323
Changes in operating assets and liabilities:			
Inventories	(6,420)	(2,224)	2,681
Prepaid expenses and other assets	(1,625)	(3,266)	(2,556)
Accounts payable	(107)	4,374	(3,140)
Other liabilities	10,063	13,840	6,150
Total adjustments	9,024	18,929	11,902
Net cash provided by operating activities	48,018	60,195	57,219
Cash flows from investing activities			
Acquisitions, net of cash acquired	(1,406)	—	—
Receipts on notes receivable	—	—	123
Increase in notes receivable	—	(660)	(666)
Proceeds from sale of property and equipment	19	18	797
Purchases of property and equipment	(4,311)	(11,038)	(26,264)
Net cash used in investing activities	(5,698)	(11,680)	(26,010)
Cash flows from financing activities			
Proceeds from stock options exercised	$ 2,961	$ 3,547	$ 3,148
Excess tax benefits from equity-based payment arrangements	—	5,288	2,532
Repurchase of common stock	(49,199)	(40,958)	(79,580)
Borrowings on line of credit	—	—	104,093
Payments on line of credit	—	—	(76,093)
Net cash used in financing activities	(46,238)	(32,123)	(45,900)
Effect of exchange rate changes on cash and cash equivalents	(570)	58	527
Net increase (decrease) in cash and cash equivalents	(4,488)	16,450	(14,164)
Cash and cash equivalents, beginning of year	15,067	10,579	27,029
Cash and cash equivalents, end of year	$ 10,579	$ 27,029	$ 12,865
Supplemental disclosures of cash flow information			
Cash paid during the year for:			
Interest, net of amount capitalized	$ 11	$ 6	$ 659
Income taxes	15,156	19,040	25,421

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial statement presentation

The accounting and reporting policies of USANA Health Sciences, Inc. and its Subsidiaries (the Company) conform with accounting principles generally accepted in the United States of America (US GAAP).

Principles of consolidation

The Consolidated Financial Statements include the accounts and operations of USANA Health Sciences, Inc. and its wholly owned subsidiaries in four geographic regions: "North America" includes the United States, Canada, Mexico, and direct sales from the United States to the United Kingdom and the Netherlands; "Southeast Asia/Pacific" includes Australia, New Zealand, Singapore, and Malaysia; "East Asia" includes Hong Kong, and Taiwan; and "North Asia" includes Japan and South Korea. All significant inter-company accounts and transactions have been eliminated in this consolidation.

Business activity

The Company operates in one reportable business segment manufacturing high-quality nutritional and personal care products that are distributed through a network marketing system throughout the United States, Canada, Mexico, the United Kingdom, the Netherlands, Australia, New Zealand, Singapore, Malaysia, Hong Kong, Taiwan, Japan, and South Korea. The Company manages its business primarily by managing its worldwide Associate base. No Associate accounted for more than 10% of net sales for the years ended 2005, 2006, or 2007. An immaterial amount of third-party manufacturing is conducted at the Company's facility located in Tianjin, China.

Prior to the sale of assets that were related to its third-party contract manufacturing business, the Company operated two reportable business segments: Direct Selling and Contract Manufacturing. The Company's financial results have since been adjusted to reflect the reclassification of sales and related expenses in the former Contract Manufacturing segment to "discontinued operations" for all periods presented. Further information on this sale can be found in Note B—Discontinued Operations below.

Fiscal year

The Company operates on a 52-53 week year, ending on the Saturday closest to December 31. Fiscal years 2005, 2006 and 2007 were 52-week years. Fiscal year 2005 covered the period January 2, 2005 to December 31, 2005 (hereinafter 2005). Fiscal year 2006 covered the period January 1, 2006 to December 30, 2006 (hereinafter 2006). Fiscal year 2007 covered the period December 31, 2006 to December 29, 2007 (hereinafter 2007).

Use of estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and the related notes. Significant estimates for the Company include revenue recognition, obsolescence, goodwill, equity-based compensation, and income taxes. Actual results could differ from those estimates. These estimates may be adjusted as more current information becomes available, and any adjustment could be significant.

Fair value of financial instruments

The Company's financial instruments include: cash and cash equivalents, accounts receivable, accounts payable, and line of credit. The recorded values of cash and cash equivalents, accounts receivable, and accounts payable approximate their fair values, based on their short-term nature. The recorded value of the line of credit approximates fair value as interest adjusts to market based on LIBOR and prime rates.

Translation of foreign currencies

The Company's foreign subsidiaries' asset and liability accounts, which are originally recorded in the appropriate local currency, are translated, for consolidated financial reporting purposes, into U.S. dollar amounts at period-end exchange rates. Revenue and expense accounts are translated at the weighted-average rates for the period. Equity accounts are translated at historical rates. Foreign currency translation adjustments are accumulated as a component of other comprehensive income.

Cash and cash equivalents

The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase to be cash equivalents. The Company is required to maintain cash deposits with banks in certain subsidiary locations for various operating purposes.

Inventories

Inventories consist of raw materials, work in progress and finished goods and are stated at the lower of cost or market, using the first-in, first-out method.

Income taxes

The Company accounts for income taxes using the asset and liability method as prescribed by SFAS No. 109, "Accounting for Income Taxes." This method requires recognition of deferred tax assets and liabilities for the expected future tax consequences of the differences between the financial statement assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates that are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates liabilities is recognized in income in the period that includes the enactment date. Deferred tax expense or benefit is the result of changes in deferred tax assets and liabilities. The Company evaluates the probability of realizing the future benefits of its deferred tax assets and provides a valuation allowance for the portion of any deferred tax assets where the likelihood of realizing an income tax benefit in the future does not meet the "more-likely-than-not" criteria for recognition. The Company adopted the provisions of FIN 48, "Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109" on December 31, 2006. The Company recognizes interest and penalties related to unrecognized tax benefits in income taxes.

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Interest cost capitalized

In accordance with SFAS No. 34, "Capitalization of Interest Cost," the Company capitalizes interest cost that it has incurred on funds that it has used to construct property, plant, and equipment. This capitalized interest is recorded as part of the asset to which it relates and is amortized over the asset's estimated useful life once placed in service.

Depreciation and amortization

Property and equipment are recorded at cost. Maintenance, repairs, and renewals, which neither materially add to the value of the property nor appreciably prolong its life, are charged to expense as incurred. Depreciation is provided in amounts sufficient to relate the cost of depreciable assets to operations over the estimated useful lives of the related assets. The straight-line method of depreciation and amortization is followed for financial statement purposes. Leasehold improvements are amortized over the shorter of the life of the respective lease or the useful life of the improvements. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period.

Goodwill

Goodwill represents the excess of the purchase price over the fair market value of identifiable net assets of acquired companies. In accordance with SFAS No. 142, "Goodwill and Other Intangible Assets," goodwill is not amortized; however it is tested at least annually for impairment (or more frequently if events or changes in circumstances indicate impairment). During 2007, the Company's goodwill was tested in July.

Self insurance

The Company is self-insured, up to certain limits, for employee group health claims. The Company has purchased stop-loss insurance on both an individual and an aggregate basis, which will reimburse the Company for individual claims in excess of $100,000, and aggregate claims that are greater than 125% of projected claims. The Company reports the cost of claims with an estimate of claims that have been incurred but not reported. A liability for unpaid claims and the associated claim expenses, including losses that have been incurred but not reported, is estimated and reflected in the Balance Sheet as an accrued liability. Total expense under this program was approximately $2,497, $3,303 and $3,499 in 2005, 2006 and 2007, respectively.

Common stock and additional paid-in capital

The Company records cash that it received upon the exercise of equity awards by crediting common stock and additional paid-in capital. The Company received $3,148 in cash proceeds from the exercise of equity awards in 2007. The Company also realizes an income tax benefit from the exercise of certain equity awards. For equity awards earned prior to January 1, 2006, this tax benefit resulted in a decrease in current income taxes payable and an increase in additional paid-in capital. For equity awards earned after January 1, 2006, the tax benefits are recorded in accordance with SFAS

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

No. 123(R), "Share-Based Payment." Under SFAS No. 123(R), the Company establishes deferred tax assets for the value of certain equity awards. Upon exercise, the deferred tax assets are reversed and the difference between the deferred tax assets and the realized tax benefit creates a tax windfall or shortfall that increases or decreases the additional paid-in capital pool ("APIC Pool") explained further in Note L below. If the APIC Pool is reduced to zero, additional shortfalls are treated as a current tax expense. The total tax benefit recorded in additional paid-in capital was $5,775 in 2005, $6,198 in 2006, and $2,767 in 2007.

The Company has a stock repurchase plan in place that has been authorized by the Board of Directors. As of December 29, 2007, $50,261 was available to repurchase shares under this plan.

Revenue recognition and deferred revenue

The Company receives payment, primarily via credit card, for the sale of products at the time customers place orders. Sales and related fees billed to customers are recorded as revenue when the product is delivered and when title and the risk of ownership passes to the customer, net of applicable sales discounts. Payments received for unshipped products are recorded as deferred revenue and are included in other current liabilities. Certain incentives offered to Associates, including sales discounts, are classified as a reduction of revenue. A provision for product returns and allowances is included and is founded on historical experience. Additionally, the Company collects an annual renewal fee from Associates that is deferred on receipt and is recognized as income on a straight-line basis over the subsequent twelve-month period.

Taxes that have been assessed by governmental authorities and that are directly imposed on revenue-producing transactions between the Company and its customers, including sales, use, value-added, and some excise taxes, are presented on a net basis (excluded from net sales) as permitted under EITF 06-3.

Product return policy

All product that is returned within the first 30 days following purchase is refunded at 100% of the sales price to retail customers and Preferred Customers. This 30-day return policy is offered to Associates only on their first order. All other returned product that is unused and resalable is refunded up to one year from the date of purchase at 100% of the sales price less a 10% restocking fee. According to the terms of the Associate agreement, return of product that was not damaged at the time of receipt by the Associate, where the purchase amount exceeds one hundred dollars, may result in cancellation of the Associate's distributorship. Depending upon the conditions under which product was returned, Associates and Preferred Customers may receive their refunded amount either based on their original form of payment or with product or credit on account. Product returns totaled approximately 1.6% of net sales during fiscal years 2005 and 2006, and 1.5% of net sales during fiscal year 2007.

Shipping and handling costs

The Company's shipping and handling costs are included in cost of sales for all periods presented.

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity-based compensation

Effective January 1, 2006, the Company adopted SFAS No. 123(R) and began recording compensation expense associated with equity awards. SFAS No. 123(R) requires companies to recognize in the statement of operations the cost of employee services received in exchange for awards of equity instruments, based on the grant date fair value of those awards (with limited exceptions). Prior to the adoption of SFAS No. 123(R), the Company accounted for stock-based employee compensation using the intrinsic value method prescribed by APB Opinion No. 25, "Accounting for Stock Issued to Employees." Accordingly, compensation expense had only been recorded in the consolidated financial statements for any equity awards that had been granted below the fair market value of the underlying stock as of the date of grant.

The Company adopted the modified prospective transition method provided for under SFAS No. 123(R) and, accordingly, prior period results have not been retroactively adjusted. The modified prospective transition method requires that stock-based compensation expense be recorded for (i) all new equity awards granted on or after January 1, 2006, based on the fair value of the equity award on the date of grant and (ii) all unvested equity awards granted prior to January 1, 2006, based on the fair value. The fair values of these awards are determined in accordance with SFAS No. 123(R).

Upon adoption of SFAS No. 123(R) in 2006, the Company presented the cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for equity awards exercised ("excess tax benefit") as a financing activity in the Consolidated Statements of Cash Flows. Prior to the adoption of SFAS No. 123(R), the Company presented all tax benefits resulting from exercises of equity awards as an operating activity in the Consolidated Statements of Cash Flows.

Further information regarding equity awards can be found in Note L—Equity-Based Compensation below.

Advertising

Advertising costs are charged to expense as incurred. Advertising expense totaled $648 in 2005, $656 in 2006, and $1,219 in 2007.

Research and development

Research and development costs are charged to expense as incurred.

Earnings per share

Basic earnings per common share (EPS) are based on the weighted-average number of common shares that were outstanding during each period. Diluted earnings per common share are based on shares that were outstanding (computed as under basic EPS) and potentially dilutive common shares. Potential common shares that are included in the diluted earnings per share calculation include in-the-money, equity-based awards that have been granted but have not been exercised.

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent accounting pronouncements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements." SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements. SFAS No. 157 is effective for financial assets and liabilities for fiscal years beginning after November 15, 2007. In February 2008, the FASB issued FSP FAS 157-2, "Effective Date of FASB Statement No. 157." FSP 157-2 delays the effective date of SFAS No. 157 for all non-financial assets and non-financial liabilities that are not re-measured at fair value on a recurring basis until fiscal years beginning after November 15, 2008. Any amounts recognized upon adoption of this rule as a cumulative effect adjustment will be recorded to the opening balance of retained earnings in the year of adoption. The Company has evaluated SFAS No. 157 and has determined that it will not have a material impact on its Consolidated Financial Statements.

On February 15, 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities—Including an Amendment of FASB Statement No. 115." SFAS No. 159 permits an entity to choose to measure eligible items at fair value at specified election dates. An entity will report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The fair value option: (a) may be applied instrument by instrument, with a few exceptions, such as investments otherwise accounted for by the equity method; (b) is irrevocable (unless a new election date occurs); and (c) is applied only to entire instruments and not to portions of instruments. SFAS No. 159 is effective for fiscal years that begin after November 15, 2007. The Company has evaluated SFAS No. 159 and has determined that it will not have a material impact on its Consolidated Financial Statements and the Company has not early adopted.

NOTE B—DISCONTINUED OPERATIONS

Consistent with the Company's long-term objectives of focusing on its Direct Selling Segment, on June 5, 2007, the Company adopted a plan to discontinue the operations of its third-party contract manufacturing business at its Draper, Utah facility. On August 10, 2007, the Company completed the sale of certain assets of its third-party contract manufacturing business for total cash proceeds of $3,444. These assets consisted of accounts receivable, inventories, and property and equipment. The Company retained assets that are associated with manufacturing and packaging its Sensé™ skin and beauty care products and continues to manufacture these products at the Draper, Utah facility. The results of the third-party contract manufacturing operations have been classified as "discontinued operations" for all periods.

The Company's sales reported in discontinued operations for the years ended December 31, 2005, December 30, 2006, and December 29, 2007 were $8,072, $9,024 and $4,460, respectively.

(in thousands, except per share data)

NOTE B—DISCONTINUED OPERATIONS (Continued)

The following table shows the composition of discontinued operations on the Consolidated Statement of Earnings for the years ended December 31, 2005, December 30, 2006, and December 29, 2007.

	Year ended		
	2005	2006	2007
Loss from discontinued operations	$ (1,766)	$ (1,355)	$ (938)
Income tax benefit	588	478	343
Loss from disposal, included in other income (expense)	—	—	(17)
Loss from discontinued operations (net of tax benefit)	$ (1,178)	$ (877)	$ (612)

The following table is a summary of the assets that were sold:

Inventory	$ 1,669
Accounts receivable	1,086
Property, plant and equipment, net of $594 of accumulated depreciation	706
Net assets of discontinued operations	$ 3,461

NOTE C—INVENTORIES

Inventories consist of the following:

	December 30, 2006	December 29, 2007
Raw materials	$ 8,073	$ 5,730
Work in progress	4,227	5,825
Finished goods	10,183	7,884
	$ 22,483	$ 19,439

NOTE D—PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consist of the following:

	December 30, 2006	December 29, 2007
Prepaid insurance	$ 886	$ 1,300
Other prepaid expenses	1,264	1,646
Federal income taxes receivable	1,702	2,754
Miscellaneous receivables, net	3,381	4,109
Deferred commissions	682	1,179
Other current assets	993	651
	$ 8,908	$ 11,639

(in thousands, except per share data)

NOTE E—INCOME TAXES

Income tax expense (benefit) included in income from continuing operations consists of the following:

	Year ended 2005	2006	2007
Current			
Federal	$ 17,939	$ 19,949	$ 20,849
State	1,881	2,315	2,239
Foreign	1,209	2,033	3,416
	21,029	24,297	26,504
Deferred			
Federal	76	(1,796)	(1,064)
State	5	(127)	(75)
Foreign	(666)	592	(122)
	$ 20,444	$ 22,966	$ 25,243

The income tax provision, as reconciled to the tax computed at the federal statutory rate of 35% for 2005, 2006, and 2007, is as follows:

	Year ended 2005	2006	2007
Federal income taxes at statutory rate	$ 21,216	$ 22,788	$ 24,910
State income taxes, net of federal tax benefit	1,623	1,380	1,762
Difference between U.S. statutory rate and foreign rate	29	14	(15)
Foreign taxes net of foreign tax credit	86	195	—
Extraterritorial income exclusion	(1,875)	(1,370)	—
Qualified production activities deduction	(343)	(332)	(991)
R&D tax credit	(418)	(598)	(436)
Equity-based compensation—incentive stock options	—	234	138
Non-deductible VAT Expense	—	406	133
All other, net	126	249	(258)
	$ 20,444	$ 22,966	$ 25,243

(in thousands, except per share data)

NOTE E—INCOME TAXES (Continued)

Deferred tax assets and liabilities consist of the following:

	December 30, 2006	December 29, 2007
Current deferred tax assets (liabilities)		
Inventory capitalization	$ 480	$ 588
Intercompany sales	255	241
Prepaid expenses	(583)	(991)
Vacation accrual	355	585
Inventory reserve	1,015	970
Allowance for bad debts	154	130
Sales returns and allowances	354	348
All other, net	165	178
	$ 2,195	$ 2,049
Long-term deferred tax assets (liabilities)		
Accumulated depreciation/amortization	$ (124)	$ 175
Accumulated other comprehensive income	(353)	(737)
Equity based compensation	1,350	2,810
All other, net	2	34
	$ 875	$ 2,282

The Company files income tax returns in the U.S. federal jurisdiction and in various states and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state, local, or non-U.S. income tax examinations by tax authorities for years before 2003.

The Company adopted the provisions of FIN 48 on December 31, 2006. The implementation of FIN 48 did not result in a material change to the Company's previous liability for unrecognized tax benefits. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Balance at December 30, 2006	$ 1,523
Additions based on tax positions related to the current year	284
Additions for tax positions of prior years	319
Settlements	(9)
Lapse of statute	(439)
Balance at December 29, 2007	$ 1,678

The Company anticipates that it is reasonably possible that unrecognized tax benefits, including interest and penalties, of up to $548 could be recognized within the next twelve months due to the lapse of the applicable statute of limitations. Recognition of these uncertain tax positions or any uncertain tax position that is included in the December 29, 2007 balance would result in an adjustment to the Company's effective tax rate.

(in thousands, except per share data)

NOTE E—INCOME TAXES (Continued)

The Company recognizes interest and penalties accrued related to unrecognized tax benefits in income taxes. In 2007, the Company recognized $121 in interest and penalties, compared to $79 in 2006 and $52 in 2005. The Company has accrued $320 and $352 for the payment of interest and penalties at the end of 2006 and 2007, respectively.

NOTE F—PROPERTY AND EQUIPMENT

	Years	December 30, 2006	December 29, 2007
Buildings	40	$ 10,682	$ 23,466
Laboratory and production equipment	5-7	10,863	11,563
Sound and video library	5	600	600
Computer equipment and software	3-5	23,365	25,745
Furniture and fixtures	3-5	2,719	3,839
Automobiles	3-5	242	198
Leasehold improvements	3-5	2,834	3,700
Land improvements	15	931	1,579
		52,236	70,690
Less accumulated depreciation and amortization		33,330	36,459
		18,906	34,231
Land		2,070	1,956
Deposits and projects in process		9,347	15,874
		$ 30,323	$ 52,061

During 2007, the Company utilized its line of credit to expand its facilities in Salt Lake City, Utah, and in Sydney, Australia. The interest expense associated with these projects has been capitalized as part of the asset to which it relates and will be amortized over the asset's estimated useful life. Total interest expense incurred during 2006 and 2007 was $110 and $1,511, respectively, of which $0 was capitalized in 2006, and of which $705 was capitalized in 2007.

NOTE G—ASSETS HELD FOR SALE

Due to the completion of the majority of the construction at the Company's corporate headquarters, the Company placed for sale the facility that had formerly been occupied by its subsidiary, USANA Studios. The carrying amount of these assets as of December 29, 2007 is $607, comprising $126 in land and $481 in building. This amount was determined to be less than the fair market value and, as such, the Company has not recorded an impairment loss on these assets. In accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," the Company has stopped depreciating these assets and classified them as available for sale.

(in thousands, except per share data)

NOTE H—GOODWILL

Goodwill represents the excess of the purchase price paid of acquired entities over the fair market value of the net assets acquired. As of December 29, 2007, goodwill totaled $5,690, comprising $4,267 that was associated with the July 1, 2003 acquisition of Wasatch Products Development and $1,423 that was associated with the February 1, 2004 acquisition of FMG. These acquired entities for which the Company has a goodwill balance both relate to business units within the United States and amounts have not changed since their acquisition.

NOTE I—OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

	December 30, 2006	December 29, 2007
Associate incentives	$ 5,793	$ 4,733
Accrued employee compensation	7,022	10,139
Income taxes	3,095	2,106
Sales taxes	4,031	4,111
Associate promotions	711	917
Deferred revenue	3,092	4,302
Provision for returns and allowances	947	931
All other	4,873	4,835
	$ 29,564	$ 32,074

NOTE J—LONG-TERM DEBT AND LINE OF CREDIT

The Company has a $40,000 line of credit. At December 29, 2007, there was an outstanding balance of $28,000 associated with the line of credit, with a weighted-average interest rate of 6.0%. The Company, therefore, had $12,000 available under the line of credit. The interest rate is computed at the bank's Prime Rate or LIBOR, adjusted by features specified in the Credit Agreement. The collateral for this line of credit is the pledge of the capital stock of certain subsidiaries of the Company, as set forth in a separate pledge agreement with the bank. The Credit Agreement contains restrictive covenants based on EBITDA and a debt coverage ratio.

NOTE K—COMMITMENTS AND CONTINGENCIES

1. *Operating leases*

With the exception of the Company's headquarters, facilities are generally leased. Each of the facility lease agreements is a non-cancelable operating lease and expires prior to or during year 2012.

(in thousands, except per share data)

NOTE K—COMMITMENTS AND CONTINGENCIES (Continued)

The Company utilizes equipment under non-cancelable operating leases, expiring through 2012. The minimum rental commitments under operating leases at December 29, 2007 are as follows:

Year ending		
2008	$	3,815
2009		2,154
2010		1,198
2011		669
2012		324
	$	8,160

These leases generally provide that property taxes, insurance, and maintenance expenses are the responsibility of the Company. The total rent expense for the years ended 2005, 2006, and 2007 was approximately $3,230, $3,412, and $4,530, respectively.

2. *Contingencies*

The Company is involved in various lawsuits and disputes arising in the normal course of business. In the opinion of management, based upon advice of counsel, the probability of an adverse outcome against the Company is remote. As such, management believes that the ultimate outcome of these lawsuits will not have a material impact on the Company's financial position or results of operations.

3. *Employee Benefit Plan*

The Company sponsors an employee benefit plan under Section 401(k) of the Internal Revenue Code. This plan covers employees who are at least 18 years of age and have been employed by the Company longer than three months. The Company makes matching contributions of 50 cents for each one dollar of contribution up to six percent of the participating employees' compensation, subject to the limits of ERISA. In addition, the Company may make a discretionary contribution based on earnings. The Company's matching contributions vest at 25% per year. Contributions made by the Company to the plan in the United States for the years ended 2005, 2006, and 2007 were $363, $503, and $622, respectively. The 401(k) match balances for 2005, 2006, and 2007 were decreased by $36, $25, and $8, respectively, due to the application of prior year forfeitures of the unvested match balances of terminated employees.

4. *Construction Commitments*

As of December 29, 2007, the Company had outstanding commitments for construction projects of approximately $9.9 million related to the expansion of the Company's corporate headquarters and another facility in Australia. The Company anticipates completion of both projects during 2008.

NOTE L—EQUITY-BASED COMPENSATION

Effective January 1, 2006, the Company adopted the provisions of SFAS No. 123(R) using the modified prospective application. Under this method, compensation expense includes the fair value of equity awards earned during the reported periods. Expense for equity awards earned is determined using the grant date fair value previously calculated for pro forma disclosures under SFAS No. 148,

(in thousands, except per share data)

NOTE L—EQUITY-BASED COMPENSATION (Continued)

"Accounting for Stock-Based Compensation—Transition and Disclosure—An Amendment of FASB Statement No. 123." Prior to adopting SFAS No. 123(R) the Company accounted for equity-based compensation using the intrinsic value method under the provisions of APB Opinion No. 25, under which no compensation expense was recognized in the Company's Consolidated Statements of Earnings for the year ended December 31, 2005. In connection with the modified prospective method, disclosures made for periods prior to the adoption of SFAS No. 123(R) do not reflect restated amounts.

Equity-based compensation expense for the years ended December 30, 2006 and December 29, 2007 is as follows:

	Year Ended December 30, 2006	Year Ended December 29, 2007
Cost of sales	$ 558	$ 650
Selling, general and administrative	3,710	5,078
Research and development	521	380
	4,789	6,108
Related tax benefit	1,544	2,141
Net equity-based compensation expense	$ 3,245	$ 3,967

In 2006 and 2007, earnings per basic and diluted share were reduced $0.17 and $0.23, respectively, from what earnings would have been if the Company had not been required to accrue equity-based compensation expense. The following table presents the pro forma effects on net earnings and earnings per share as if the Company had applied the fair value recognition provisions of SFAS No. 123, as amended by SFAS No. 148, to equity-based compensation for 2005:

		Year Ended 2005
Net earnings	As reported	$ 38,994
Add: Compensation cost included in reported net income		—
Deduct: Total compensation expense under the fair value method for all awards		(7,614)
Net earnings	Pro forma	$ 31,380
Earnings per share—basic	As reported	$ 2.07
	Pro forma	$ 1.66
Earnings per share—diluted	As reported	$ 1.98
	Pro forma	$ 1.59

(in thousands, except per share data)

NOTE L—EQUITY-BASED COMPENSATION (Continued)

The following table shows the remaining unrecognized compensation expense on a pre-tax basis for all types of equity awards outstanding as of December 29, 2007. This table does not include an estimate for future grants that may be issued.

2008	$ 5,807
2009	3,913
2010	3,452
2011	2,015
Thereafter	435
	$ 15,622

The cost above is expected to be recognized over a weighted-average period of 2.2 years.

Prior to the adoption of SFAS No. 123(R), the Company presented all tax benefits resulting from equity-based compensation as cash flows from operating activities in the condensed consolidated statements of cash flows. SFAS No. 123(R) requires cash flows resulting from tax deductions in excess of the fair value of equity awards on the date of grant to be included in cash flows from financing activities.

The Company has elected to follow the transition guidance indicated in Paragraph 81 of SFAS No. 123(R) for purposes of calculating the pool of excess tax benefits that are available to absorb possible future tax deficiencies. As such, the Company has calculated its historical APIC Pool of windfall tax benefits using the long-form method.

The Company's 2006 Equity Incentive Award Plan (the "2006 Plan"), which was approved by the shareholders at the Annual Shareholders' Meeting held on April 19, 2006, allows for the grant of various equity awards, including stock-settled stock appreciation rights, stock options, deferred stock units, and other types of equity-based awards, to the Company's officers, key employees, and non-employee directors. Prior to the approval of the 2006 Plan, the Company maintained the 2002 Stock Option Plan (the "2002 Plan"), which was limited to the granting of incentive and non-qualified stock options. Options granted under the 2002 Plan generally vest 20% each year on the anniversary of the grant date and expire five to ten years from the date of grant. The 2006 Plan replaced the 2002 Plan for all future grants, and no new awards have been granted under the 2002 Plan. The 2006 Plan authorized 5,000 shares of common stock for issuance, of which 4,187 shares were available for future issuance as of December 29, 2007. Of the 813 shares that have been granted under the 2006 Plan, 765 were stock-settled stock appreciation rights, 42 were stock options, and 6 were deferred stock units. The Company's Compensation Committee has initially determined that awards to be granted to officers and key employees under the 2006 Plan will generally vest 20% each year on the anniversary of the grant date and expire five to five and one-half years from the date of grant.

Awards of stock options and stock-settled stock appreciation rights to be granted to non-employee directors will generally vest 25% each quarter commencing on the last day of the fiscal quarter in which the awards are granted, and will expire five years to five and one-half years from the date of grant. Awards of deferred stock units are full-value shares at the date of grant, vesting over the periods of service, and do not have expiration dates.

(in thousands, except per share data)

NOTE L—EQUITY-BASED COMPENSATION (Continued)

The Company continues to use the Black-Scholes option pricing model to estimate fair value of equity awards, which requires the input of highly subjective assumptions, including the expected stock price volatility. Prior to the implementation of SFAS No. 123(R), expected volatility represented the historical share prices of the Company's common stock over the expected life of the award, and the risk-free interest rate was based on the U.S. Treasury yield curve on the date of grant with respect to the expected life of the award. Expected life was based on the contractual term of the award.

Preceding the adoption of SFAS No. 123(R), the assumptions that were used by the Company in the estimation of fair value of equity awards were analyzed to determine changes that might be necessary in order to more accurately reflect the equity awards that have been granted by the Company. Based on this analysis, the Company decided that, effective January 1, 2006, expected volatility would be calculated by averaging the historical volatility of the Company and a peer group index in order to incorporate volatility of the industry in which the Company operates. The risk-free interest rate would continue to be based on the U.S. Treasury yield curve on the date of grant with respect to the expected life of the award. Also, effective January 1, 2006, due to the "plain vanilla" characteristics of the Company's equity awards, the simplified method, as permitted by the guidance in Staff Accounting Bulletin No. 107 was used to determine expected life for awards granted during 2006 and 2007.

The following table includes weighted-average assumptions that the Company has used to calculate the fair value of equity awards that were granted during the periods indicated. Deferred stock units are full-value shares at the date of grant and have been excluded from the table below.

	Year Ended		
	2005	2006	2007
Expected volatility	70.4%	57.0%	41.9%
Risk-free interest rate	4.4%	4.8%	4.6%
Expected life	8.6 yrs.	4.1 yrs.	4.2 yrs.
Expected dividend yield	0.0%	0.0%	0.0%
Weighted-average grant price	$39.94	$38.00	$42.21

The weighted-average fair value of stock options and stock-settled stock appreciation rights that were granted in 2005, 2006, and 2007 was $29.55, $18.77, and $16.81, respectively.

(in thousands, except per share data)

NOTE L—EQUITY-BASED COMPENSATION (Continued)

A summary of the Company's stock option and stock-settled stock appreciation right activity is as follows:

	Shares		Weighted-average Exercise Price	Weighted-average Remaining Contractual Term		Aggregate Intrinsic Value*
Outstanding at January 1, 2005	1,932	$	9.35	7.3	$	48,005
Granted	396	$	39.94			
Exercised	(551)	$	5.38			
Canceled or expired	(4)	$	1.61			
Outstanding at December 31, 2005	1,773	$	17.43	7.0	$	37,747
Granted	518	$	38.00			
Exercised	(559)	$	6.35			
Canceled or expired	(12)	$	27.69			
Outstanding at December 30, 2006	1,720	$	27.15	5.8	$	42,172
Granted	464	$	42.21			
Exercised	(230)	$	13.67			
Canceled or expired	(90)	$	35.06			
Outstanding at December 29, 2007	1,864	$	32.18	4.9	$	12,606
Exercisable at December 31, 2005	640	$	20.28	7.7	$	11,950
Exercisable at December 30, 2006	535	$	26.37	7.2	$	13,528
Exercisable at December 29, 2007	782	$	24.51	5.6	$	10,562

* Aggregate intrinsic value is defined as the difference between the current market value and the exercise price of awards that were in-the-money, and is estimated using the closing price of the Company's common stock on the last trading day of the period.

The total intrinsic value of equity awards that were exercised during 2005, 2006, and 2007, which include stock options and stock-settled stock appreciation rights, was $21,360, $20,488, and $8,430 respectively.

A summary of the Company's deferred stock unit activity for the year ended December 29, 2007 is as follows:

	Shares		Weighted-average Fair Value
Nonvested at December 30, 2006	1	$	37.60
Granted	3	$	40.59
Vested	(3)	$	39.80
Canceled or expired		$	
Nonvested at December 29, 2007	1	$	40.59

NOTE L—EQUITY-BASED COMPENSATION (Continued)

The total fair value of equity awards that vested during fiscal years 2005, 2006, and 2007 was $12,180, $3,767, and $5,226 respectively. This total fair value includes equity-based awards issued in the form of stock options, stock-settled stock appreciation rights, and deferred stock units.

NOTE M—SEGMENT INFORMATION

USANA operates in one reportable business segment as a direct selling company that develops, manufactures, and distributes high-quality nutritional and personal care products that are sold through a global seamless network marketing system of independent Associates. Over the past three years, the Company's nutritional products have represented between 82% and 87% of net sales, and its personal care products have represented between 10% and 15% of net sales. The Company manages its business primarily by managing its worldwide Associate base. Resources are allocated to markets for the purpose of developing an infrastructure that supports this Associate base and related sales. The Company does not use profitability reports on a regional or market basis for making business decisions. Performance for a region or market is primarily evaluated based on sales. No single customer accounted for 10% or more of net sales in any of the last three fiscal years.

Change in Presentation

Prior to the second quarter of 2007, the Company's operations were reported as two business segments: Direct Selling and Contract Manufacturing. Due to the sale of assets associated with its third-party contract manufacturing business, which was completed on August 10, 2007, the Company currently operates in only one reportable segment, Direct Selling. Therefore, the financial results previously disclosed in segment information for the contract manufacturing business have been reclassified as discontinued operations, and, as such, are excluded from the presentation below.

Historically, selected financial information for the Direct Selling segment was presented for two geographic regions: North America and Asia Pacific. North America included the United States, Canada, and Mexico. Asia Pacific included Australia, New Zealand, Hong Kong, Japan, Taiwan, South Korea, and Singapore. As the Company's international presence has continued to grow, it now presents this information in four geographic regions: North America, Southeast Asia/Pacific, East Asia, and North Asia. "North America" includes the United States, Canada, and Mexico. "Southeast Asia/Pacific" includes Australia, New Zealand, Singapore, and Malaysia. "East Asia" includes Hong Kong and Taiwan. "North Asia" includes Japan and South Korea.

(in thousands, except per share data)

NOTE M—SEGMENT INFORMATION (Continued)

Selected Financial Information

Financial information, presented by geographic region for the years ended December 30, 2006 and December 29, 2007, is listed below:

	2005	2006	2007
Net Sales to External Customers			
North America	$ 209,445	$ 246,489	$ 267,235
Southeast Asia/Pacific	58,300	65,104	90,690
East Asia	32,349	37,478	49,314
North Asia	14,923	16,095	15,910
Consolidated Total	$ 315,017	$ 365,166	$ 423,149
Long-lived Assets			
North America	$ 27,484	$ 33,347	$ 46,964
Southeast Asia/Pacific	971	1,914	10,368
East Asia	1,685	1,771	2,030
North Asia	1,738	1,480	1,492
Consolidated Total	$ 31,878	$ 38,512	$ 60,854
Total Assets			
North America	$ 56,478	$ 79,010	$ 79,697
Southeast Asia/Pacific	7,961	10,218	17,925
East Asia	5,225	6,480	6,911
North Asia	4,044	4,294	4,595
Consolidated Total	$ 73,708	$ 100,002	$ 109,128

The following table provides further net sales information on markets that represent ten percent or more of net sales:

	2005	2006	2007
Net sales:			
United States	$ 134,227	$ 159,377	$ 169,645
Canada	$ 61,252	$ 69,053	$ 75,360
Australia/New Zealand	$ 44,711	$ 48,316	$ 56,471

Due to the centralized structure of the Company's manufacturing operations and its corporate headquarters in the United States, a significant concentration of assets exists in this market. Long-lived assets in the United States totaled $26,486, $32,998 and $46,620, as of December 31, 2005, December 30, 2006 and December 29, 2007, respectively. Additionally, due to the purchase, remodel, and fit-out of a new facility in Sydney, Australia, during 2007, long-lived assets in this market totaled $9,170. There is no significant concentration of long-lived assets in any other market.

(in thousands, except per share data)

NOTE N—QUARTERLY FINANCIAL RESULTS (Unaudited)

Summarized quarterly financial information for fiscal years 2006 and 2007 is as follows:

2006	First	Second	Third	Fourth
Net sales	$ 85,384	$ 89,694	$ 91,967	$ 98,121
Gross profit	$ 67,006	$ 70,375	$ 71,693	$ 76,256
Income from continuing operations	$ 9,759	$ 10,558	$ 10,438	$ 11,388
Net earnings	$ 9,560	$ 10,344	$ 10,223	$ 11,139
Earnings per share:(1)				
Basic	$ 0.52	$ 0.57	$ 0.57	$ 0.62
Diluted	$ 0.50	$ 0.55	$ 0.55	$ 0.61

2007	First	Second	Third	Fourth
Net sales	$ 100,678	$ 107,542	$ 106,181	$ 108,748
Gross profit	$ 80,092	$ 85,099	$ 84,221	$ 85,846
Income from continuing operations	$ 11,800	$ 11,407	$ 11,663	$ 11,059
Net earnings	$ 11,686	$ 11,314	$ 11,258	$ 11,059
Earnings per share:(1)				
Basic	$ 0.65	$ 0.68	$ 0.70	$ 0.68
Diluted	$ 0.63	$ 0.66	$ 0.68	$ 0.67

(1) Earnings per share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly earnings per share amounts does not necessarily equal the total for the year.

NOTE O—EARNINGS PER SHARE

Basic earnings per share are based on the weighted-average number of shares outstanding for each period. Weighted-average shares that were redeemed during fiscal years 2005, 2006, and 2007 have been included in the calculation of weighted-average shares that are outstanding for basic earnings per share. Diluted earnings per common share are based on shares that are outstanding (computed under

(in thousands, except per share data)

NOTE O—EARNINGS PER SHARE (Continued)

basic EPS) and potential dilutive shares. Shares included in the diluted earnings per share calculations include equity awards that are in-the-money but have not yet been exercised.

	Year ended 2005	Year ended 2006	Year ended 2007
Earnings from continuing operations available to common shareholders	$ 40,172	$ 42,143	$ 45,929
Loss from discontinued operations available to common shareholders	(1,178)	(877)	(612)
Net earnings available to common shareholders	$ 38,994	$ 41,266	$ 45,317
Basic EPS			
Shares			
Common shares outstanding entire period	18,953	18,343	17,859
Weighted average common shares:			
Issued during period	270	257	123
Canceled during period	(350)	(547)	(1,248)
Weighted average common shares outstanding during period	18,873	18,053	16,734
Earnings per common share from continuing operations—basic	$ 2.13	$ 2.34	$ 2.74
Loss per common share from discontinued operations—basic	(0.06)	(0.05)	(0.03)
Earnings per common share from net earnings—basic	$ 2.07	$ 2.29	$ 2.71
Diluted EPS			
Shares			
Weighted average common shares outstanding during period—basic	18,873	18,053	16,734
Dilutive effect of in-the-money equity awards	848	671	472
Weighted average common shares outstanding during period—diluted	19,721	18,724	17,206
Earnings per common share from continuing operations—diluted	$ 2.04	$ 2.25	$ 2.67
Loss per common share from discontinued operations—diluted	(0.06)	(0.05)	(0.04)
Earnings per common share from net earnings—diluted	$ 1.98	$ 2.20	$ 2.63

Equity awards for 17, 163, and 21 shares of stock were not included in the computation of EPS for the years ended 2005, 2006, and 2007, respectively, due to their exercise prices being greater than the average market price of the shares.

During the years ended December 30, 2006, and December 29, 2007, the Company expended $40,958 and $79,580 to purchase 1,045 and 1,892 shares, respectively, under the Company's share repurchase plan. The purchase of shares under this plan reduces the number of shares outstanding in the above calculations.

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EXHIBIT 21

SUBSIDIARIES

Set forth below is a list of all active subsidiaries of the Registrant, the state or other jurisdiction of incorporation or organization of each, and the names under which subsidiaries do business as of March 3, 2008.

Name	Jurisdiction of Incorporation
USANA Canada Co.	Canada
USANA Australia Pty, Ltd.	Australia
USANA Health Sciences (NZ) Corporation	New Zealand
USANA Hong Kong Limited	Hong Kong
USANA Japan, Inc.	Japan
USANA Health Sciences Korea Ltd.	South Korea
USANA Health Sciences Singapore Pte, Ltd.	Singapore
USANA Mexico S.A. de C.V.	Mexico
USANA Health Sciences Tianjin Co. Ltd	People's Republic of China
FMG Productions, Inc. (dba USANA Studios)	Utah
UHS Essential Health Malaysia SND BHD	Malaysia

Except as noted above, each subsidiary listed above is doing business under its corporate name.

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SUBSIDIARIES

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Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated February 19, 2007, except for Note B as to which the date is March 12, 2008, accompanying the consolidated financial statements in the Annual Report of USANA Health Sciences, Inc. on Form 10-K for the year ended December 29, 2007. We hereby consent to the incorporation by reference of said report in the Registration Statements of USANA Health Sciences, Inc. on Forms S-8 (File Nos. 333-02934, 333-02860, 333-96645, 333-128103, and 333-133385).

/s/ GRANT THORNTON LLP

Salt Lake City, Utah
March 12, 2008

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (File Nos. 333-02934, 333-02860, 333-96645, 333-128103, and 333-133385) of USANA Health Sciences, Inc. of our report dated March 4, 2008 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Salt Lake City, UT
March 4, 2008

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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EXHIBIT 31.1

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Myron W. Wentz, certify that:

1. I have reviewed this Annual Report on Form 10-K of USANA Health Sciences, Inc. (the "Registrant");

2. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Annual Report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Annual Report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Annual Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Annual Report based on such evaluation; and

   d) disclosed in this Annual Report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the the Registrant's internal control over financial reporting.

Date: March 13, 2008

/s/ MYRON W. WENTZ

Myron W. Wentz, PhD
Chief Executive Officer
(Principal Executive Officer)

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CHIEF EXECUTIVE OFFICER CERTIFICATION

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EXHIBIT 31.2

CHIEF FINANCIAL OFFICER CERTIFICATION

I, Gilbert A. Fuller, certify that:

1. I have reviewed this Annual Report on Form 10-K of USANA Health Sciences, Inc. (the "Registrant");

2. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Annual Report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Annual Report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Annual Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Annual Report based on such evaluation; and

   d) disclosed in this Annual Report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the the Registrant's internal control over financial reporting.

Date: March 13, 2008

/s/ GILBERT A. FULLER

Gilbert A. Fuller
Chief Financial Officer
(Principal Accounting and Financial Officer)

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[CHIEF FINANCIAL OFFICER CERTIFICATION]

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EXHIBIT 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned hereby certifies that the Annual Report on Form 10-K of USANA Health Sciences, Inc. for the year ended December 29, 2007 as filed March 13, 2008 with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d) of The Securities Exchange Act of 1934 (15 U.S.C. 78m) and that the information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of USANA Health Sciences, Inc.

Date: March 13, 2008

/s/ MYRON W. WENTZ

Myron W. Wentz, PhD
Chairman and Chief Executive Officer
(Principal Executive Officer)

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CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned hereby certifies that the Annual Report on Form 10-K of USANA Health Sciences, Inc. for the year ended December 29, 2007 as filed March 13, 2008 with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d) of The Securities Exchange Act of 1934 (15 U.S.C. 78m) and that the information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of USANA Health Sciences, Inc.

Date: March 13, 2008	/s/ GILBERT A. FULLER
	Gilbert A. Fuller Chief Financial Officer (Principal Accounting and Financial Officer)

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CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Addendum B

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

FORM 10-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 2, 2016

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________ to ____________

Commission file number: 001-35024

USANA HEALTH SCIENCES, INC.

(Exact name of registrant as specified in its charter)

Utah	87-0500306
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3838 West Parkway Blvd., Salt Lake City, Utah 84120
(Address of principal executive offices, Zip Code)

(801) 954-7100
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

(Title of each class)	(Name of each exchange on which registered)
Common Stock, Par Value $0.001 Per Share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [X]	Accelerated filer [ ]
Non-accelerated filer [ ]	Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [ ] No [X]

The aggregate market value of common stock held by non-affiliates of the registrant as of July 2, 2015 was approximately $832,428,673, based on a closing market price of $141.74 per share.

There were 11,944,164 shares of the registrant's common stock outstanding as of February 26, 2016.

Documents incorporated by reference. The registrant incorporates information required by Part III (Items 10, 11, 12, 13, and 14) of this report by reference to the registrant's definitive proxy statement to be filed pursuant to Regulation 14A for its 2016 Annual Shareholders Meeting.

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FORM 10-K
For the Fiscal Year Ended January 2, 2016
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The statements contained in this report on Form 10-K that are not purely historical are considered to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements include, but are not limited to: any projections of net sales, earnings, or other financial items; any statements of the strategies, plans and objectives of management for future operations; any statements concerning proposed new products or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements may include the words "may," "will," "estimate," "intend," "continue," "believe," "expect" or "anticipate" and any other similar words. These statements represent our expectations, beliefs, anticipations, commitments, intentions, and strategies regarding the future and include, but are not limited to, the risks and uncertainties outlined in Item 1A Risk Factors and Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations. Readers are cautioned that actual results could differ materially from the anticipated results or other expectations that are expressed in forward-looking statements within this report. The forward-looking statements included in this report speak only as of the date hereof, and we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

In this Annual Report on Form 10-K, unless otherwise expressly indicated, references to "dollars" and "$" are to United States dollars.

PART I

Item 1. Business

General

USANA Health Sciences, Inc., a Utah corporation, was founded in 1992 by Myron W. Wentz, Ph.D. We develop and manufacture high-quality, science-based nutritional and personal care products with a primary focus on promoting long-term health and reducing the risk of chronic degenerative disease. In so doing, we are committed to continuous product innovation and sound scientific research. We have operations in 20 markets worldwide, where we distribute and sell our products by way of direct selling. We have chosen this distribution method as we believe it is the most conducive to meeting our vision as a company, which is improving the overall health and nutrition of individuals and families around the world. Our net sales in fiscal year 2015 were $918.5 million, of which 84.8% were in markets outside of the United States. As a U.S.-based multi-national company with an expanding international presence, our operating results are sensitive to currency fluctuations, as well as economic and political conditions in markets throughout the world. Additionally, we are subject to the various laws and regulations in the United States, China, and the other markets in which we operate with respect to the products that we sell and to our method of distribution.

Our customer base comprises two types of customers: "Associates" and "Preferred Customers." Associates share in our company vision by acting as independent distributors of our products in addition to purchasing our products for their personal use. Preferred Customers purchase our products strictly for personal use and are not permitted to resell or to distribute the products. As of January 2, 2016, we had 421,000 active Associates and 89,000 active Preferred Customers worldwide.

Current Focus and Recent Developments

We have implemented the following strategies and initiatives to increase the number of Associates and Preferred Customers who use our products throughout the world and, thereby, further our company vision:

- *Personalization:* Over the last few years, we have focused heavily on personalizing and improving our customers' experience with USANA.

  In August 2015, we introduced our new "MySmart™Foods" line of products, which continues our philosophy and strategy of personalization. MySmart™Foods are science-based, healthy nutrition shakes, bars, boosters and flavor optimizers. We made MySmart™Foods available to our Associates for a limited time at our 2015 International Convention only, as a pre-launch opportunity to purchase and try the products. We intend to officially launch MySmart™Foods during the first half of 2016.

  We will continue to personalize each of our product lines going forward. In this regard, we have new product and technology launches planned for 2016 and 2017, which we believe will create a new foundation of personalization for USANA to build on as we go forward.

  In 2014, we launched an all-new digital marketing suite for our world-wide Associates, which is designed to personalize and simplify conducting a USANA business. This suite provides our Associates with new tools, consisting of a back office hub, personal websites, and advanced communication and marketing tools, all of which enhance our Associates' ability to personalize, manage, promote and build their business in today's demanding e-business environment.

  In 2013, we implemented several strategic changes to our business (referred to throughout this report as the "2013 strategic changes"), which were all aimed at promoting customer loyalty, enjoyment and success with USANA. These changes included: (i) simplification of our pricing structure, which included an overall 10% price reduction, while maintaining a price discount on products ordered through our monthly Auto Order program (collectively "price discounts"), (ii) a new reward based on the amount of a customer's initial product order to then be credited on their subsequent two Auto Orders, and (iii) increased payout under and simplification of our Compensation Plan.

  We have experienced growth in several business indicators tied to the strategic changes that we implemented in 2013 and continued promoting in 2014 and 2015. These indicators include: active customer counts; world-wide unit volume; percent of sales processed through our Auto Order program; and the number of Associates earning a commission check.

- *Market-Specific Strategies:* We have implemented market-specific strategies to facilitate growth and strengthen our business around the world.

  In 2015, we continued our strategy to increase our brand-recognition to make it easier for our Associates to introduce USANA to customers. In this regard, we expanded our relationship with Dr. Mehmet Oz and became a Trusted Partner and Sponsor of *The Dr. Oz Show*. Under this partnership, USANA products are regularly featured on *The Dr. Oz Show*. This partnership has helped drive growth in North America and our other regions around the world by increasing awareness and recognition of the USANA brand. Each episode of *The Dr. Oz Show* that features a USANA product is translated into the predominant language of a particular USANA market and made available to Associates in that market via YouTube and other social media outlets for use in promoting the USANA brand. Additionally, viewers of *The Dr. Oz Show* are able to purchase USANA products via a direct link on *The Dr. Oz Show* website. We plan on continuing this partnership in 2016.

In late 2014, after we passed the anniversary of the 2013 strategic changes, we began offering short-term incentives and promotions for our Associates around the world to generate excitement and additional customer growth. One particular incentive that we offered in late 2014 and early 2015 increased compensation to Associates for sales generated by new Associates and accelerated our sales and customer growth during the fourth quarter of 2014 and the first half of 2015. We plan to continue offering market-specific incentives and promotions going forward to generate excitement in our business.

In 2013, we implemented a price reduction in several of our mature markets to make our products and business opportunity more equitable around the world. Although these price reductions initially had an impact on our net sales on a year-over-year basis, they have been successful in the past helping grow our active customer counts and net sales in these markets, where growth had been declining or flat for several years. We followed this pricing initiative with a new worldwide policy to prohibit cross-border purchasing by our customers. We believe that it is in the best interest of the Company and of our customers to have customers purchase products that are approved and offered in their home market. While this policy had a short-term negative impact on net sales in 2013, these policies have strengthened our underlying business and have improved our opportunity for growth going forward.

- *Product Innovation and Information Technology:* Although we originally planned for significant increases in our investment in product and technology innovation to further our Company vision during 2015, much of this investment was delayed as we carefully acquired the necessary human resources. In 2016, we plan to continue to pursue these investment strategies as well as additional investments in our information technology systems and infrastructure to continue to improve our customers' experience with us and to prepare to become a much larger company. These investments will be reflected as both additional SG&A expense and capital expenditures.

- *International Development:* Given the significant opportunity that exists in China, we plan to continue focusing significant time and resources on growing this market. Our efforts in this regard include finalizing our new state-of-the-art manufacturing and production facility in Beijing, which we anticipate will become operational during the first half of 2016. We continue to believe that significant growth opportunities exist in new international markets. During the fourth quarter of 2015 we commenced operations in Indonesia. Indonesia is our 20th market and we believe it offers a promising growth opportunity for us.

Products

The following table summarizes our product lines.

Product Line/Category	Description	Percent of Product Sales by Fiscal Year	Product examples
USANA® Nutritionals Essentials	Includes core vitamin and mineral supplements that provide a foundation of advanced total body nutrition for every age group beginning with children 13 months of age.	2013—26% 2014 24% 2015—22%	USANA® Essentials HealthPak 100™
Optimizers	Consists of targeted supplements designed to meet individual health and nutritional needs. These products support needs such as cardiovascular health, skeletal/structural health, and digestive health and are intended to be used in conjunction with the Essentials.	2013—54% 2014—55% 2015—59%	Proflavanol CoQuinone® 30 BiOmega-3™
Foods	Includes low-glycemic meal replacement shakes, snack bars, and other related products that provide optimal macro-nutrition (complex carbohydrates, complete proteins, and beneficial fats) in great tasting and convenient formats. These products can be used along with Essentials and Optimizers to provide a complete and healthy diet and sustained energy throughout the day.	2013—12% 2014—13% 2015—11%	Nutrimeal Fibergy RESET™ weight-management program and accompanying RESET kit
Sensé—beautiful science®	Includes premium, science-based, personal care products that support healthy skin and hair by providing advanced topical nourishment, moisturization, and protection. These products are designed to complement inner nutrition for the skin provided by the USANA Nutritionals and are manufactured with our patented, self-preserving technology, which uses a unique blend of botanicals, antioxidants, and active ingredients to keep products fresh, without adding traditional chemical preservatives.	2013—6% 2014—7% 2015—7%	Daytime Protective Emulsion Night Renewal Perfecting Essence
All Other	Includes materials and online tools that are designed to assist our Associates in building their businesses and in marketing our products.	2013—2% 2014—1% 2015—1%	Associate Starter Kit Product Brochures

In addition to the products described above, we offer products designed specifically for prenatal, infant, and young-child age groups in China. As we continue to increase our focus on personalization and innovation, we will look for innovative product opportunities such as our MyHealthPak™ product, which is a fully customized, supplement regimen that can include any of our Essentials and Optimizers.

The approximate percentage of total product sales represented by our top-selling products for the last three fiscal years is as follows:

Key Product	Year Ended 2013	2014	2015
USANA® Essentials	17%	16%	14%
Proflavanol®	13%	13%	13%
BiOmega-3™	8%	10%	12%

Other top-selling products include our HealthPak 100™ and CoQuinone ® 30.

Geographic Presence

Our products are distributed and sold in 20 markets. We have organized our markets into two geographic regions: (i) Asia Pacific, which includes three sub-regions, and (ii) Americas and Europe, as noted below.

Asia Pacific

Asia Pacific is organized into three sub-regions: Greater China, Southeast Asia Pacific, and North Asia. Markets included in each of these sub-regions are as follows:

- Greater China—Hong Kong, Taiwan, and China(1)
- Southeast Asia Pacific—Australia, New Zealand, Singapore, Malaysia, the Philippines, Thailand and Indonesia(2)
- North Asia—Japan and South Korea

Asia Pacific has driven our growth the last several years. Our most recent market expansions in this region include our entry into Indonesia in late 2015, Thailand in 2012 and our entry into China in 2010 through our acquisition of BabyCare. Historically, our growth in this region was led by Hong Kong and the Philippines. Since our acquisition of BabyCare, however, our strategy in Asia Pacific has been centered on generating growth in China. Consequently, our growth in Asia Pacific over the last few years has been led by China, and our results in Hong Kong have declined. Our Hong Kong market has now reached our projected size, in terms of customers and sales, and we anticipate modest organic growth for this market going forward. We also anticipate that China and the Philippines will continue to drive our growth in this region going forward, but expect our business to grow in most of our other markets in this region.

Americas and Europe

Americas and Europe is our most mature region. Our most recent market expansions in this region include our entry into Colombia in 2013 and France and Belgium in 2012. Americas and Europe has grown modestly over the last several years due to sales and customer growth in Canada in Mexico. Our results in the United States and our newest markets in this region, however, have not paralleled our success in Canada and Mexico. We remain optimistic about our potential to generate growth in the United States and our newest markets and are confident in the growth strategies we have in place. We also anticipate that our growth in Canada and Mexico will continue in 2016.

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(1) Our business in China is that of BabyCare Holdings, Ltd. ("BabyCare"), our wholly-owned subsidiary.

(2) We commenced operations in Indonesia in the fourth quarter of 2015.

Net Sales by Region

The following table shows net sales by geographic region for our last three fiscal years. We report net sales in a geographic region if a product shipment originates in that geographic region. Additional financial information relating to our geographic regions can be found in Note K to the Consolidated Financial Statements included in this report.

	2013		2014		2015	
			(in thousands)			
Asia Pacific						
Greater China	$ 271,812	37.9%	$ 326,134	41.3%	$ 441,284	48.0%
Southeast Asia Pacific	155,362	21.6%	177,940	22.5%	183,828	20.0%
North Asia	29,319	4.1%	32,667	4.1%	39,751	4.4%
Asia Pacific Total	456,493	63.6%	536,741	67.9%	664,863	72.4%
Americas and Europe	261,682	36.4%	253,730	32.1%	253,636	27.6%
	$ 718,175	100.0%	$ 790,471	100.0%	$ 918,499	100.0%

Research and Development

Our research and development efforts are focused on developing and providing high-quality, science-based products that promote long-term health and reduce the risk of chronic degenerative disease. Our research and development activities include developing products that are new to USANA and new to the industry, updating existing USANA brand formulas to keep them current with the latest science, and adapting existing formulas to meet ever-changing regulations in new and existing international markets. In addition, we have an active clinical studies program in place to verify the efficacy of our existing products and our new formulations. Our scientific staff includes experts on human nutrition, cellular biology, biochemistry, natural product chemistry, and clinical research. These experts continually review the latest published research on nutrition, attend scientific conferences, and work with a number of third-party research institutions and researchers to identify possible new products and opportunities and also to reformulate our existing products.

Our in-house research team is working closely with scientists at a number of universities and top research institutes, including the University of Washington, the University of Texas, the University of Colorado Health Sciences Center in Denver, Utah State University, the Linus Pauling Institute at Oregon State University, The Foods for Health Institute at The University of California, Davis, McGill University, in Montreal, Canada, and The Orthopedic Specialty Hospital ("TOSH"), in Salt Lake City, Utah, to maintain our leadership in clinical research in nutrition, oxidative stress, glycemic stress, chronic inflammation and health implications of the microbiome.

We follow pharmaceutical standards established by the U.S. Pharmacopeia and other pharmacopeias in the development and formulation of our products. Our ingredients are selected to meet a number of criteria, including, but not limited to: safety, potency, purity, stability, bio-availability, and efficacy. We control the quality of our products beginning at the formulation stage, and we maintain our quality control through controlled sourcing of raw ingredients, manufacturing, packaging, and labeling. In fiscal years 2013, 2014, and 2015, we expended $5.1 million, $5.1 million, and $6.4 million, respectively, on product research and development activities. Going forward, we expect to increase our spending and resources for research and development in connection with our personalization and product innovation strategies.

Manufacturing and Quality Assurance

We conduct nearly all of the manufacturing, production and quality control operations for our nutritional and personal care products in-house. We have established and maintain a manufacturing and quality control facility in Salt Lake City, Utah. BabyCare manufactures and produces nearly all of its products in-house and maintains manufacturing and quality control facilities in Beijing, China and Tianjin, China. Additional information about our manufacturing, production and quality control operations is set out below.

Tablet Manufacturing

Our tablet production process uses automatic and semi-automatic equipment and includes the following activities: auditing and qualifying suppliers of raw materials, acquiring raw materials, analyzing raw material quality, weighing or otherwise measuring raw materials, mixing raw materials into batches, forming mixtures into tablets, coating and sorting the tablets, analyzing tablet quality, packaging finished products, and analyzing finished product quality. We conduct sample testing of raw materials, in-process materials, and finished products for purity, potency, and composition to determine whether our products conform to our internal specifications, and we maintain complete documentation for each of these tests. We employ a qualified staff of professionals to develop, implement and maintain a quality system designed to assure that our products are manufactured to our internal and applicable regulatory agency specifications.

Our Salt Lake City manufacturing facility is registered with the U.S. Food and Drug Administration ("FDA"), Health Canada Natural Health Products Directorate, the Australian Therapeutic Goods Administration ("TGA"), and other governmental agencies, as required. This facility is audited regularly by various organizations and government agencies to assess, among other things, compliance with current Good Manufacturing Practices ("GMPs") and with labeling claims. Additionally, our Salt Lake City manufacturing facility is also certified, through inspection and audits, with the Islamic Foods and Nutrition Counsel of America in compliance with Halal, NSF International in compliance with product testing and GMPs, and the TGA in compliance with the current Therapeutic Goods Act in Australia.

The manufacture of nutritional or dietary supplements and related products in the United States requires compliance with dietary supplement GMPs, which are based on the food-model GMPs and pharmaceutical GMPs, with additional requirements that are specific to dietary supplements. We are audited by the FDA, specifically for dietary supplements, and have been found in full compliance with GMPs for dietary supplements.

Personal Care Manufacturing

The production process for personal care products includes identifying and evaluating suppliers of raw materials, acquiring raw materials, analyzing raw material quality, weighing or otherwise measuring the raw materials, mixing raw materials into batches, analyzing liquid batch quality, packaging-finished products, and analyzing finished product quality. We conduct sample testing of raw materials, in-process materials, and finished products for purity, potency, and composition to determine whether our products conform to our internal specifications, and we maintain complete documentation for each of these tests.

At our Salt Lake City facility, we have standard technology for producing batches of personal care items, and we have semi-automatic packaging equipment for packaging end products. We employ qualified staff to develop, implement, and maintain a quality system. Although the FDA has not promulgated GMPs for personal care items, it has issued guidelines for manufacturing personal care products. We voluntarily maintain compliance with the guidance established by the FDA and the Personal Care Products Council.

Third-Party Suppliers and Manufacturers

We contract with third-party suppliers and manufacturers for the production of some of our products, which account for approximately 24% of our product sales. These third-party suppliers and manufacturers produce and, in most cases, package these products according to formulations that have been developed by or in conjunction with our in-house product development team. These products include most of our gelatin-capsulated supplements, Rev3 Energy™ Drink, Probiotic, our powdered drink mixes, nutrition bars, and certain of our personal care products. In particular, we have entered into a strategic relationship with a third-party manufacturer of our nutrition bars. Under this relationship we have extended credit to this supplier in the form of a secured loan to allow the supplier to acquire the necessary equipment to manufacture our bars. This relationship improves our supply chain stability and creates a mutually beneficial relationship between both parties. Products manufactured by third-party suppliers at their locations must also pass through quality control and assurance procedures to ensure they are manufactured in conformance with our specifications. We require products manufactured at these facilities to be shipped to USANA, where a quality inspection and release also takes place.

Quality Control/Assurance

We have microbiology and analytical chemistry labs in which we conduct quality control processes. In our microbiology laboratory, scientists test for biological contamination of raw materials and finished goods. In our analytical chemistry laboratory, scientists test for chemical contamination and accurate levels of active ingredients in both raw materials and finished products. Both laboratories conduct stability tests on finished products to determine the shelf life of our products. Our Salt Lake City laboratory staff also performs chemical assays on vitamin and mineral constituents, using U.S. Pharmacopoeia methods and other internally validated methods. In addition to our quality control and clinical laboratories, our headquarters and China facilities also house a laboratory designated for research and development.

Raw Materials

Most of the raw ingredients that are used in the manufacture of our products are available from a number of suppliers. We have not generally experienced difficulty in obtaining necessary quantities of raw ingredients. When supplies of certain raw materials have tightened, we have been able to find alternative sources of raw materials, and believe we will be able to do so in the future, if the need arises. Our raw material suppliers must demonstrate stringent process and quality control before we use their products in our manufacturing process.

Distribution and Marketing

General

We distribute our products internationally through a network marketing system, which is a form of person-to-person direct selling. Under this system, distributors purchase products at wholesale prices from the manufacturer for resale to consumers and for personal consumption. The concept of network marketing is based on the strength of personal recommendations that frequently come from friends, neighbors, relatives, and close acquaintances. We believe that network marketing is an effective way to distribute our products because it allows person-to-person product education and testimonials, as well as higher levels of customer service, all of which are not as readily available through other distribution channels.

Structure of Network Marketing Program

Associates. A person who wishes to sell USANA products must join our independent sales force as an Associate. A person becomes an Associate by completing an application under the sponsorship of an existing Associate. The new Associate then becomes part of the sponsoring Associate's sales organization. New Associates sign a written contract and agree to adhere to the USANA policies and procedures. Under the policies and procedures, Associates may not, among other things: (i) use deceptive or unlawful practices to sell USANA products; (ii) make deceptive or unlawful claims or representations concerning our products or Compensation Plan; or (iii) sell competitive products to other USANA Associates or solicit USANA Associates to participate in other network marketing opportunities. New Associates are required to purchase a starter kit that includes a detailed manual describing our business and products, as well as our policies and procedures. We sell these kits at a nominal cost averaging $30 in each of our markets. No other investment is required to become an Associate.

Once a person becomes an Associate, she or he may purchase products directly from us at wholesale prices for personal use and resale to customers. Our Associates are also entitled to build sales organizations by attracting and enrolling new Associates and establishing a network of product users. Associates are not required to recruit or sponsor new Associates and we do not compensate Associates for sponsoring or recruiting Associates. The sponsoring of new Associates results in the creation of multiple levels within our network marketing structure. Sponsored Associates are referred to as part of the sales organization of the sponsoring Associate. New Associates may also sponsor new Associates, creating additional levels in their network, but also forming a part of the same sales organization as the original sponsoring Associate. As outlined below, Associates who are interested in earning additional income must successfully sell USANA products and establish a business network in order to qualify for commissions, including bonuses. Subject to payment of a minimal annual account renewal fee, Associates may continue to distribute or consume our products as long as they adhere to our policies and procedures.

Individuals who reside in China and who are interested in being part of USANA's organization in China may do so by joining BabyCare as an Associate. The process for joining BabyCare is very similar to the process for joining USANA and requires an initial Associate application and an agreement by the Associate to adhere to the policies and procedures in China. Much like our operations in other markets, an Associate in China is provided with opportunities to build a sales organization and receive compensation for sales generated by that organization. Associates in China are compensated under a compensation plan created and implemented by BabyCare specifically for China.

Preferred Customers. We also sell directly to customers who purchase products only for personal use. This program is our "Preferred Customer" program. Preferred Customers may not resell or distribute our products. We believe this program gives us access to a market that would otherwise be missed, by targeting customers who enjoy USANA products, but who prefer not to maintain a distribution relationship with us. Although our policies prohibit Preferred Customers from engaging in retail sales of products, they may enroll as Associates at any time, if they desire. Preferred Customers are not eligible to earn commissions or to participate in our Compensation Plan. Our China operations also utilize a Preferred Customer program, which is based on USANA's Preferred Customer program in our other markets with modifications that we have made specifically for our China market.

Associate Training and Motivation

Initial training of Associates about the products, the Compensation Plan, network marketing, and USANA is provided primarily by an Associate's sponsor and others in their sales organization. We develop and sell training materials and sales tools to assist Associates in building their businesses, as well as provide reprints from other commercial publications that feature USANA and may be used as sales tools. We also sponsor and conduct regional, national, and international Associate events, as well as intensive leadership training seminars. Attendance at these sessions is voluntary, and we undertake no generalized effort to provide individualized training to Associates, although experience shows that the most effective and successful Associates participate in training activities. Although we provide leadership training and sales tools, we ultimately rely on our Associates to sell our products, attract new Associates and Preferred Customers to purchase our products, and to educate and train new Associates regarding our products and Compensation Plan.

Associate Compensation

As outlined below, our Compensation Plan provides several opportunities for Associates to earn compensation, provided they are willing to consistently work at building, training, and retaining their sales organizations to sell USANA products to consumers. The purpose behind each form of compensation under our Compensation Plan is to reward Associates for generating product sales either directly or indirectly through their sales organization and network of product consumers. We believe our Compensation Plan is distinctive for its weekly payouts to Associates.

Associates can earn compensation in four ways:

- *Commissions.* The primary way an Associate is compensated is through earning commissions. Associates earn commissions through generating sales volume points, which are a measure of the product sales of their sales organization. Each of our products has an assigned sales volume point value comprised of a certain percent of the product price in U.S. dollars. To be eligible to earn commissions, an Associate must sell a certain amount of product each month ("Qualifying Sales"). Qualifying Sales may include products that the Associates either use personally or that they resell to consumers. Associates do not earn commissions on these Qualifying Sales. Associates may earn commissions on their sale of products above the Qualifying Sales as well as the sale of products by Associates in their organization and to Preferred Customers. Additionally, Associates do not earn commissions for simply recruiting and enrolling others in their organization. Commissions are paid only on the sale of products. We pay Associate commissions on a weekly basis. As noted elsewhere in this report, our China operations maintain their own compensation plan, which has been implemented by BabyCare specifically for China.

- *Bonuses.* We offer Associates several bonus opportunities, including our leadership bonus, elite bonus, and lifetime matching bonus. These bonus opportunities are based on a pay-for-performance philosophy and, therefore, are paid out when the Associate achieves the required performance measures.

- *Retail Mark-Ups.* As discussed previously, in markets where retail mark-ups are permitted, our Associates purchase products from us at the Preferred Price and may resell them to consumers at higher retail prices. In this case, the Associate retains the retail mark-up as another form of compensation.

- *Contests and Promotions.* We periodically sponsor contests and promotions designed to incentivize Associates to generate sales, grow their sales organization, and increase the number of product users. These promotions are also based on a pay-for-performance philosophy and, therefore, are only paid upon the achievement of the promotion objectives.

We endeavor to integrate our Compensation Plan seamlessly across all markets where legally permissible, allowing Associates to receive commissions for global—not merely local—product sales. This seamless sales organization structure is designed to allow Associates to build a global network by establishing or expanding their sales organization in any of the markets where we operate. We believe our Compensation Plan significantly enhances our ability to expand internationally, and we intend to continue to integrate new markets, where permitted, into our Compensation Plan.

Operating Strengths

Our principal objective is to improve the overall health and nutrition of individuals and families around the world. We do this through (i) developing and manufacturing high-quality, science-based nutritional and personal care products that promote long-term health, and (ii) providing a rewarding opportunity through network marketing for our Associates who distribute our products. Our strategy is to capitalize on our operating strengths, which include: a strong research and development program; in-house manufacturing capability; science-based products; an attractive Associate Compensation Plan; a scalable business model; and an experienced management team.

Emphasis on Research and Development. We have a technical team of experienced scientists, including several holding Ph.D. degrees, quality engineers, and regulatory specialists who contribute to our research and development activities. In our research and development laboratories, our scientists and researchers:

- Investigate activities of natural extracts and formulated products in laboratory and clinical settings;
- Identify and research combinations of nutrients that may be candidates for new products;
- Develop new nutritional ingredients for use in supplements;
- Study the metabolic activities of existing and newly identified nutritional ingredients;
- Enhance existing USANA brand products, as new discoveries in nutrition and skin care are made;
- Formulate products to meet diverse regulatory requirements across all of our markets; and
- Investigate processes for improving the production of our formulated products.

Our scientists and researchers also conduct double-blind, placebo-controlled, clinical studies, which are intended to further evaluate the efficacy of our products. In addition, we work with outside research organizations to further support various aspects of our research and development efforts. Our in-house research team is working closely with scientists at a number of universities and top research institutes, including those listed under the caption "Research and Development" above, to maintain our leadership in clinical research in nutrition, oxidative stress, glycemic stress, chronic inflammation and health implications of the micro-biome. We have also funded clinical research programs at Boston University, the University of Colorado, the University of Utah, the University of Sydney in Australia, TOSH, and Utah State University. Our R&D team also works closely with the Medical staff at Sanoviv Medical Institute in Rosarito, Mexico to obtain additional perspectives on the use of supplements in a clinical setting and to get feedback on formulas in development. Additionally, our Scientific Advisory Council, comprised of health care professionals and nutritional science experts worldwide, provides us with valuable insights into product applications and efficacy. It is through our internal research and development efforts, as well as our relationships with outside research organizations and health care providers, that we can provide what we believe to be some of the highest quality health products in the industry.

In-house Manufacturing. We manufacture products that account for approximately 76% of our product sales. We believe that our ability to manufacture our own products in-house is a significant competitive advantage for the following reasons:

- We can better control the quality of raw materials and finished products;

- We can more reliably monitor the manufacturing process to better guarantee potency and bioavailability and to reduce the risk of product contamination;
- We can better control production schedules to increase the likelihood of maintaining an uninterrupted supply of products for our customers;
- We are able to produce most of our own prototypes in the research phase of product development; and
- We are better able to manage the underlying costs associated with manufacturing our products.

Science-based Products. As a result of our emphasis on research and development and our in-house manufacturing capabilities, we have developed a line of high-quality health products that we believe provides health benefits to our customers. Our products have been developed based on a combination of published research, in-house laboratory and third-party clinical studies, and sponsored research.

Attractive Associate Compensation Plan and Support. We are committed to increasing our product sales by providing a highly competitive compensation plan to attract and retain Associates who constitute our sales force. We motivate our Associates by paying incentives on a weekly basis. Additionally, our Compensation Plan is, where permissible, a global-seamless plan, meaning that Associates can be compensated each week for their business success in any market in which they have a sales organization where we conduct business. As noted elsewhere in this report, our China operations maintain their own compensation plan, which is structured differently than USANA's plan in other markets.

To support our Associates, we sponsor meetings and events throughout the year, which offer information about our products and our network marketing system. These meetings are designed to assist Associates in business development and to provide a forum for interaction with some of our Associate leaders and with members of the USANA management team. We also provide low-cost sales tools and resources, which we believe are an integral part of building and maintaining a successful home-based business for our Associates. For example, we offer a computer-based, interactive presentation tool, called Health and Freedom Solution, which is designed to help our Associates easily explain and share the USANA opportunity, including the benefits of our products and our Compensation Plan.

In addition to company-sponsored meetings, sales tools and resources, we maintain a website exclusively for our Associates, where they can access the latest USANA news, obtain training materials, manage their personal information, enroll new customers, shop for products, and register for company-sponsored events. Additionally, through this website, Associates can access other online services to which they may subscribe. For example, we offer an online business management service, which includes a tool that helps Associates track and manage their business activity, a personal webpage to which prospects or retail customers can be directed, and e-cards for advertising.

We also believe that recognition is an important factor in supporting and retaining our Associates. We understand that being a successful USANA Associate requires hard work and dedication, and we celebrate key achievements and rank advancements of our Associates. We believe that our recognition programs greatly contribute to our ability to retain our Associates.

Business Model. We believe that our business model provides, among others, the following advantages:

- No requirement for a company-employed sales force to sell our products, with a relatively low incremental cost to add a new Associate;
- Commissions paid to our Associates are tied to sales performance;

- Accounts receivable are minimal because payment is required at the time an Associate or Preferred Customer purchases product;
- A stream of recurring revenue from our monthly product subscription program known as "Auto Order," which we utilize in all of our markets (for the year ended January 2, 2016, this program represented 48% of our product sales volume); and
- We can typically expand into new international markets with moderate investment because we generally maintain only warehouse facilities, customer support, and minimal administrative facilities in those international markets. Larger markets, including China however, require more significant local investment.

Experienced Management Team. Our management team includes individuals with expertise in various scientific and managerial disciplines, including nutrition, product research and development, international development, marketing, customer network development, information technology, manufacturing, finance, legal, regulatory, and operations. This team is responsible for supporting growth, research and development, international expansion, strengthening our financial condition, and improving our internal controls.

Growth Strategy

We seek to grow our business by pursuing the following strategies:

Attract and Retain Customers. Our customers, and Associates in particular, are central to the growth and success of our business. Accordingly, our primary growth strategy focuses on increasing our overall customer counts throughout the world. We will execute this strategy by applying both world-wide and region-specific initiatives, which include the initiatives set out below. Our management team maintains a close working relationship with our Associate leaders by interacting with them on a regular basis through in-person meetings and phone calls. Further, in addition to our Annual International Convention and our Asia Pacific Convention, we hold several regional events in key growth areas to provide support and training to Associates. We continue to invest in these events and in the marketing of our business to help Associates improve the productivity of their businesses.

Personalization. Our personalization initiative has been a key marketing and operating strategy for us over the last few years and will continue to be a key strategy going forward. This initiative focuses on personalizing and improving our overall business, as well as our customers' experience with USANA. We have already applied personalization to many aspects of our business and have several additional enhancements planned going forward, all of which is further discussed under "Current Focus and Recent Developments" above.

New Product Introductions. Our research and development team continually reviews the latest scientific findings related to nutrition, conducts or manages research and clinical trials, reviews new technologies, and attends scientific conferences. If, in the process, we see potential for a new product or ingredient that provides a measurable and important health benefit, and if we believe this benefit can be realized by a significant number of our customers, we will generally pursue development of that product. Our research and development focus has and will continue to be centered on personalization and innovation. To the extent reasonably possible, we intend to personalize our product offering and product delivery systems to our customers' individual needs. As discussed above, we have several significant new product introductions and launches planned for 2016 and 2017, which we believe will create a new foundation for USANA to build on for years to come.

Successfully Grow each of our Regions through Market Specific Strategies and Incentives. In light of the strength of our Asia Pacific region and our growing Associate base in Asia, we believe that Greater China continues to be the most significant and imminent growth opportunity for us. Our strategy in this region is focused on generating customer growth in each market, with an emphasis on China. Our wholly-owned subsidiary, BabyCare, is our operating entity in China. BabyCare has been granted licenses to engage in direct selling in the municipalities of Beijing, Jiangsu, Shaanxi and Tianjin and is working to obtain similar licenses in other provinces. We have spent the last few years registering a portfolio of USANA products for sale by BabyCare in China, educating our customers on our product offering and business model in China, and improving our information systems, technology and infrastructure in China. In 2016, we will continue to execute these strategies and finalize our new state-of-the-art manufacturing and production facility, which we anticipate will become operational during the first half of 2016.

We are also confident in our growth potential in our Southeast Asia Pacific region. While the Philippines and Australia-New Zealand have been key growth markets for us in this region, we generated local currency sales and customer growth in nearly every market in this region in 2015. We have implemented strategies for each market in this region, which are intended to continue our customer growth trend in 2016. Additionally, 2016 will be the first full operational year for Indonesia, our newest market in this region. Indonesia is USANA's 20th market and we believe it offers a promising growth opportunity for us.

Our Americas and Europe region is also very important to our business and a significant part of our growth strategy. We achieved double-digit local currency sales and Associate growth in Mexico and Canada through market-specific initiatives in 2015, and expect growth in these markets to continue in 2016. We also remain focused on customer growth in the United States. Our objective for this region in 2016 is centered on increasing the overall number of customers who consistently use USANA products. To achieve our objective, we will continue to execute our personalization and brand-awareness strategies and also utilize market-specific promotions and incentives.

Brand Awareness: To facilitate customer growth, we plan to continue to promote global awareness of the USANA brand through various strategies, including professional athlete sponsorships and credible associations with individuals and organizations. Examples of this include our sponsorship of the U.S. Ski Team and our partnership with the Women's Tennis Association. We continue to serve as the official health supplement supplier for these teams and organizations and are also increasing our sponsorship of individual athletes who rely on our products and brand. We seek to leverage these relationships to build brand credibility and increase product consumption and loyalty. In addition to our athlete sponsorships, we seek to advertise and collaborate with credible, nationally recognized organizations and individuals to enhance our global brand. We will also continue our relationship with Dr. Mehmet Oz as a Trusted Partner and Sponsor of *The Dr. Oz Show*, as discussed further under "Current Focus and Recent Developments" above. While branding efforts such as this have a global reach, the primary objective of this initiative is to grow sales and customers in the Americas and Europe.

Enter New Markets. We believe that significant growth opportunities continue to exist in markets where we currently conduct business and in new international markets. We commenced operations in Colombia in 2013, and commenced operations in Indonesia during the fourth quarter of 2015. These markets, as well as future markets, are selected following an assessment of several factors, including market size, anticipated demand for USANA products, receptiveness to network marketing, and the market entry process, which includes consideration of possible regulatory restrictions on our products or our network marketing system. We have also begun to register certain products with regulatory and government agencies in other countries in preparation for further international expansion. Wherever possible, we expect to seamlessly integrate the Compensation Plan in each market to allow Associates to receive commissions for global—not merely local—product sales. This seamless sales structure is designed to allow an Associate to build a global network by creating a sales organization across national borders. We believe our seamless Compensation Plan significantly enhances our ability to expand internationally, and we intend, where permitted, to integrate future markets into this

Compensation Plan. While we deem new market expansion as a key growth strategy, given the significant opportunity that currently exists in China, we plan to focus the majority of our time and resources on growing that market.

Pursue Strategic Acquisitions. We believe that attractive acquisition opportunities may arise in the future. We intend to pursue strategic acquisition opportunities that would grow our customer base, expand our product lines, enhance our manufacturing and technical expertise, allow vertical integration, or otherwise complement our business or further our strategic goals.

Competition

We compete with manufacturers, distributors, and retailers of nutritional products for consumers, and we compete with network marketing companies for distributors. On both fronts, some of our competitors are significantly larger than we are, have a longer operating history, higher visibility and name recognition, and have greater financial resources than we do. We compete with these entities by emphasizing the underlying science, value, and superior quality of our products, the simplicity in our product offerings, and the convenience and financial benefits afforded by our network marketing system and global seamless Compensation Plan.

Our business is driven primarily by our distributors, whom we refer to as Associates. Our ability to compete with other network marketing companies depends, in significant part, on our success in attracting and retaining Associates. There can be no assurance that our programs for attracting and retaining Associates will be successful. The pool of individuals interested in network marketing is limited in each market and is reduced to the extent other network marketing companies successfully attract these individuals into their businesses. Although we believe that we offer an attractive opportunity for our Associates, there can be no assurance that other network marketing companies will not be able to recruit our existing Associates or deplete the pool of potential Associates in a given market.

We believe that the leading network marketing company in the world, based on total sales, is Amway Corporation and its affiliates, and that Avon Products, Inc. is the leading direct seller of beauty and related products worldwide. Leading competitors in the nutritional network marketing and nutritional product industry include Herbalife Ltd., Inc.; Nu Skin Enterprises, Inc.; and NBTY, Inc. Based on information that is publicly available, 2015 net sales of the aforementioned companies ranged from $2.3 billion to $8.6 billion. There are other manufacturers of competing product lines that have or may launch direct selling enterprises that compete with us in certain product lines and in the recruiting of Associates. There can be no assurance that we will be able to successfully meet the challenges posed by increased competition.

Product Returns

Product returns have not been a material factor in our business, totaling approximately 0.9% in 2013, 0.8% in 2014, and 0.6% in 2015. Customer satisfaction has always been and will continue to be a hallmark of our business. We believe that we have always offered a generous product return policy. Historically, our standard return policy allowed Associates and Preferred Customers to return any unused product from their first purchase within the first 30 days for a 100% refund of the sales price. Thereafter, any returned product that was unused and resalable was refunded up to one year from the date of purchase at 100% of the sales price, less a 10% restocking fee. During 2015 we updated our return policy and eliminated the 10% restocking fee on product returns. Accordingly, Associates and Preferred Customers now receive a 100% refund of the sales price of unused and resalable products that are returned up to one year from the date of purchase. This standard policy differs slightly in a few of our international markets due to the regulatory environment in those markets. To avoid manipulation of our Compensation Plan, return of product where the purchase amount exceeds $100 and was not damaged at the time of receipt by the Associate may result in cancellation of an Associate's distributorship.

Major Customers

Sales are made to independent Associates and Preferred Customers. No single customer accounted for 10% or more of net sales. Notwithstanding the foregoing, the nature of our business model results in a significant amount of sales to several different Associate leaders and their sales organizations. Although no single Associate accounted for 10% or more of our net sales, the loss of a key Associate leader or that Associate's sales organization could adversely affect our net sales and our overall operating results.

Compliance by Associates

We continually monitor and review our Associates' compliance with our policies and procedures as well as the laws and regulations applicable to our business around the world. Part of this review entails an assessment of our Associates' sales activities to ensure that Associates are actually selling products to consumers. Our policies and procedures require Associates to present our products and the USANA opportunity ethically and honestly. Associates are not permitted to make claims about our products or Compensation Plan that are not consistent with our policies and procedures and applicable laws and regulations. The majority of our Associates must use marketing and promotional materials provided by USANA. Associates who have achieved a certain leadership level are permitted, however, to produce their own marketing and promotional materials, but only if such materials are approved by USANA prior to use.

From time to time, we have Associates who fail to adhere to our policies and procedures. We systematically review reports of alleged Associate misbehavior. Infractions of the policies and procedures are reported to our compliance group, who determine what disciplinary action is warranted in each case. More serious infractions are reported to our Compliance Committee, which includes USANA executives. If we determine that an Associate has violated any of our policies and procedures, we may take a number of disciplinary actions, such as warnings, fines or probation. We may also withdraw or deny awards, suspend privileges, withhold commissions until specific conditions are satisfied, or take other appropriate actions in our discretion, including termination of the Associate's purchase and distribution rights.

We believe that Associate compliance is critical to the integrity of our business and, therefore, we are aggressive in ensuring that our Associates comply with our policies and procedures. As explained above, when an Associate fails to comply with our policies and procedures, we may terminate their purchase and distribution rights. From time to time, we become involved in litigation with Associates whose purchase and distribution rights have been terminated. We consider such litigation to be routine and incidental to our business and will continue to be aggressive in ensuring that our Associates comply with our policies and procedures.

Information Technology

We believe that the ability to efficiently manage distribution, compensation, manufacturing, inventory, and communication functions through the use of secure, sophisticated, and dependable information processing systems is critical to our success. We continually evaluate changes in the information technology environment to ensure that we are capitalizing on new technologies, keeping pace with regulatory standards, and ensuring that our systems and data are secure. Over the next few years we intend to increase our investment in technology systems and infrastructure as we prepare to become a much larger company.

Our information technology resources are maintained primarily by our in-house staff to optimally support our customer base and core business processes. Our IT staff manages an array of systems and processes which support our global operations 24 hours a day and 365 days a year. Three of our most critical applications include:

- A web-based application that provides online services to Associates, such as training sessions and presentations, online shopping, enrollment, a real-time reporting engine, Company and product information, web-hosting, email, and other tools to help Associates effectively manage their business and sales organizations.

- A web-based order-entry system that handles order entry, customer information, compensation, Associate business structure, returns, invoices, and other transactional-based processes.

- A fully integrated world-wide Enterprise Resource Planning ("ERP") system that handles accounting, human resources, inventory management, production processes, quality assurance, and reporting requirements in a multinational environment.

Our web applications are supported by a clustered environment providing high availability. All production systems are fully backed-up and stored off-site so that our business will not suffer significant interruption in the event of a disaster at the locations of our primary servers.

Regulatory Matters

General. In the United States and the other countries where we operate, our business is subject to extensive governmental laws and regulations. These laws and regulations exist at various levels in the United States and other countries and pertain to our products, network marketing program, and other aspects of our business as described in more detail below.

Product Regulation. Numerous governmental agencies in the United States and other countries regulate the manufacturing, packaging, labeling, advertising, promoting, importing, distributing, and the selling of nutrition, health, beauty, and weight-management products. In the United States, advertisement of our products is regulated by the Federal Trade Commission ("FTC") under the FTC Act and, where such advertising is considered to be product labeling by the FDA, under the Food, Drug, and Cosmetic Act ("FDCA") and the regulations thereunder. USANA products in the United States are also subject to regulation by, among others, the Consumer Product Safety Commission, the U.S. Department of Agriculture, and the Environmental Protection Agency.

Our largest selling product group includes products that are regulated as dietary supplements under the FDCA. Dietary supplements are also regulated in the United States under the Dietary Supplement Health and Education Act of 1994 ("DSHEA"), which we believe is generally favorable to the dietary supplement industry. Some of our powdered drink, food bar, and other nutrition products are regulated as foods under the Nutrition Labeling and Education Act of 1990 ("NLEA"). The NLEA establishes requirements for ingredient and nutritional labeling including product labeling claims. The manufacture of nutritional or dietary supplements and related products in the United States requires compliance with dietary supplement GMPs, which are based on the food-model GMPs and Pharmaceutical GMP's, with additional requirements that are specific to dietary supplements. We are audited annually by the US FDA, specifically for dietary supplements and have been found in full compliance with GMPs for dietary supplements. The Dietary Supplement & Nonprescription Drug Consumer Protection Act requires manufacturers of dietary supplement and over-the-counter products to notify the FDA when they receive reports of serious adverse events occurring within the United States. We have an internal adverse event reporting system that has been in place for several years, and we believe that we are in compliance with this law.

In general, our personal care products, which are regulated as cosmetic products by the FDA, are not subject to pre-market approval by that agency. Cosmetics, however, are subject to regulation by the FDA under the FDCA adulteration and misbranding provisions. Cosmetics also are subject to specific labeling regulations, including warning statements, if the safety of a cosmetic is not adequately substantiated or if the product may be hazardous, as well as ingredient statements and other packaging requirements under the Fair Packaging and Labeling Act. Cosmetics that meet the definition of a drug, such as sunscreens, are regulated as drugs. Over-the-counter ("OTC") drug products, including cosmetics, may be marketed if they conform to the requirements of the OTC monograph that is applicable to that drug. Drug products not conforming to monograph requirements require an approved New Drug Application ("NDA") before marketing may begin. Under these provisions, if the agency were to find that a product or ingredient of one of our OTC drug products is not generally recognized as safe and effective or is not included in a final monograph that is applicable to one of our OTC drug products, we would be required to reformulate or cease marketing that product until it is the subject of an approved NDA or until the time, if ever, that the monograph is amended to include such product.

Advertising of our products in the United States is subject to regulation by the FTC under the FTC Act. Under the FTC's Substantiation Doctrine, an advertiser is required to have a "reasonable basis" for all objective product claims before the claims are made. Failure to adequately substantiate claims may be considered either deceptive or unfair practices. Pursuant to this FTC requirement, we are required to have adequate substantiation for all material advertising claims that we make for our products in the United States. In recent years, the FTC has initiated numerous investigations of and actions against companies that sell dietary supplement, weight-management, and cosmetic products. The FTC has issued guidance to assist companies in understanding and complying with its substantiation requirement. We believe that we have adequate substantiation for all material advertising claims that we make for our products in the United States, and we believe that we have organized the documentation to support our advertising and promotional practices in compliance with these guidelines. However, no assurance can be given that the FTC would reach the same conclusion if it were to review or question our substantiation for our advertising claims in the United States.

The FTC may enforce compliance with the law in a variety of ways, both administratively and judicially, using compulsory process, cease and desist orders, and injunctions. FTC enforcement can result in orders requiring, among other things, limits on advertising, corrective advertising, consumer redress, divestiture of assets, rescission of contracts, and such other relief as the agency deems necessary to protect the public. Violation of these orders could result in substantial financial or other penalties. Although, to our knowledge, we have not been the subject of any action by the FTC, no assurance can be given that the FTC will not question our advertising or other operations in the United States in the future. Any action in the future by the FTC could materially and adversely affect our ability to successfully market our products in the United States.

The manufacturing, labeling, and advertising of our products are also regulated by various governmental agencies outside the United States in each country where they are distributed. For example, in Australia, product registration, labeling and manufacturing is regulated by the TGA and, in Japan, the Ministry of Health, Labor and Welfare. In China, the China Food and Drug Administration ("CFDA") regulates product registration, labeling and manufacturing. In markets outside the United States, prior to commencing operations or marketing products, we may be required to obtain approvals, licenses, or certifications from a country's Food Administration, Ministry of Health or comparable agency. Approvals or licensing may be conditioned on reformulation of USANA products for the market or may be unavailable with respect to certain products or product ingredients. We must also comply with local product labeling and packaging regulations that vary from country to country. For example, China extensively regulates the registration, labeling and marketing of our products. In China, our nutritional products are typically classified as "health functional foods" and our personal care products are typically classified as "non-special use cosmetics". The registration process for health functional foods is complex and generally requires extensive analysis and approval by the CFDA. As a result, it may take several years to register a product as a health functional food in China. While all products currently sold by BabyCare in China have been registered with the CFDA, we continue to work through the registration process for other health functional food products, which we also hope to begin selling through BabyCare in the future.

We cannot predict the nature of any future laws, regulations, interpretations, or applications, nor can we determine what effect additional governmental regulations or administrative orders, when and if promulgated, would have on our business. Future changes could include requirements for the reformulation of certain products to meet new standards, the recall or discontinuation of certain products that cannot be reformulated, additional record keeping, expanded documentation of the properties of certain products, expanded or different labeling, and additional scientific substantiation. Any or all of these requirements could have a material adverse effect on our business, financial condition, and operating results.

Network Marketing Regulation. Various laws and regulations in the United States and other countries regulate network marketing, or direct selling. These laws and regulations exist at many levels of government in many different forms, including statutes, rules, regulations, judicial decisions, and administrative orders. Generally, the regulations are directed at: (i) ensuring that product sales ultimately are made to consumers and that advancement within a sales organization is based on product sales rather than on investments in the organization or on other criteria that are not related to sales; and (ii) preventing the use of deceptive or fraudulent practices that have sometimes been inappropriately associated with legitimate direct selling and network marketing activities. Network marketing regulations are inherently fact-based and often do not include "bright line" rules. Additionally, we are subject to the risk that the regulations, or a regulator's interpretation and enforcement of the regulations, could change. From time to time, we have received requests to supply information regarding our network marketing plan to regulatory agencies. We have also modified our network marketing plan in the past to comply with the interpretation of the regulations by authorities. Where required by law, we obtain regulatory approval of our network marketing plan, or, where approval is not required or available, the favorable opinion of local counsel as to regulatory compliance. Nevertheless, we remain subject to the risk that, in one or more countries, our network marketing plan, or the conduct of certain of our Associates, could be found not to be in compliance with applicable laws and regulations. Additionally, we cannot predict the nature of any future law, regulation, or interpretation, nor can we predict what effect additional governmental regulations, judicial decisions, or administrative orders, when and if promulgated, would have on our business. Failure by us, or our Associates, to comply with these regulations could have a material adverse effect on our business in a particular market or in general.

Network marketing companies, and the industry in general, continue to experience significant media and public scrutiny in many countries. Several companies similar to ours have been scrutinized and penalized in several markets where we operate, including the United States, Canada, China, Japan, and South Korea. This scrutiny, along with the uncertainty of the laws and regulations pertaining to network marketing in many countries, can affect how a regulator or member of the public perceives our Company. For instance, there has been significant media and short-seller attention regarding the viability and legality of network marketing in the United States and China over the past few years. This attention has led to intense public scrutiny of the industry, as well as volatility in our stock price and the stock prices of companies similar to our company. We cannot predict the impact that this scrutiny may have on our business or the industry in general.

The Chinese government has adopted direct selling laws and regulations that are uncertain and evolving. These regulations contain a number of financial and operational restrictions for direct selling companies, most notably on pyramid selling and multi-level compensation. These regulations are also subject to discretionary interpretation and enforcement by various municipal and provincial level officials in China. Our business in China is that of BabyCare, a direct selling company that we indirectly acquired several years ago to facilitate our expansion into China. BabyCare's business model has been developed specifically for China in light of Chinese direct selling laws and regulations.

BabyCare has been granted licenses from the Chinese government to conduct direct selling in four provinces in China and will be required to obtain licenses from municipalities and provinces in China where it does not hold a license. The process for obtaining government approval in China to conduct direct selling continues to evolve, is time-consuming, and expensive. The complexity of the approval process, as well as the government's continued cautious approach to direct selling in China, make it difficult to predict the timeline for obtaining additional approvals. If the process for obtaining approvals is delayed, changed or interpreted differently than currently understood, such events could have a negative impact on BabyCare's growth prospects in China. Ultimately, there can be no assurance that BabyCare will be successful in obtaining additional direct-selling licenses or the required approvals to expand into additional locations in China that are important to its business there.

Transfer Pricing Regulation. In the United States and many other countries, we are subject to transfer pricing and other tax regulations that are designed to ensure that appropriate levels of income are reported by our U.S. or international entities and are taxed accordingly. We have adopted transfer prices, which are supported by formal transfer pricing studies for the sale of products to our subsidiaries in accordance with applicable transfer pricing laws. In addition, we have entered into agreements with our subsidiaries for services and other contractual obligations, such as the payment of Associate incentives that are also supported by the same formal transfer pricing studies. If the U.S. Internal Revenue Service or the taxing authorities of any other jurisdiction were to successfully challenge these agreements or require changes in our standard transfer pricing practices for products, we could become subject to higher taxes and our earnings could be adversely affected. The tax treaties between the United States and most countries provide competent authority for relief to avoid any double taxation. We believe that we operate in compliance with all applicable transfer pricing regulations. There can be no assurance, however, that we will continue to be found to be operating in compliance with transfer pricing regulations or that those laws will not be modified, which may require that we change our operating procedures.

Intellectual Property

Trademarks. We have developed and use registered trademarks in our business, particularly relating to our corporate and product names. We own 25 trademarks that are registered with the U.S. Patent and Trademark Office. Federal registration of a trademark enables the registered owner of the mark to bar the unauthorized use of the registered mark in connection with a similar product in the same channels of trade by any third-party anywhere in the United States, regardless of whether the registered owner has ever used the trademark in the area where the unauthorized use occurs. We have filed applications and own trademark registrations, and we intend to register additional trademarks in countries outside the United States where USANA products are or may be sold in the future. Protection of registered trademarks in some jurisdictions may not be as extensive as the protection in the United States.

We also claim ownership and protection of certain product names, unregistered trademarks, and service marks under common law. Common law trademark rights do not provide the same level of protection that is afforded by the registration of a trademark. In addition, common law trademark rights are limited to the geographic area in which the trademark is actually used. We believe these trademarks, whether registered or claimed under common law, constitute valuable assets, adding to recognition of USANA and the effective marketing of USANA products. Trademark registration once obtained is essentially perpetual, subject to the payment of a renewal fee. We therefore believe that these proprietary rights have been and will continue to be important in enabling us to compete.

Trade Secrets. We own certain intellectual property, including trade secrets that we seek to protect, in part, through confidentiality agreements with employees and other parties. Even where these agreements exist, there can be no assurance that these agreements will not be breached, that we would have adequate remedies for any breach, or that our trade secrets will not otherwise become known to or independently developed by competitors. Our proprietary product formulations are generally considered trade secrets, but are not otherwise protected under intellectual property laws.

Patents. We have three U.S. patents. Two of our patents relate to the method of extracting an antioxidant from olives and the byproducts of olive oil production. These patents were issued in 2002 and will continue in force until December 20, 2019. Our third patent relates to a method of self-preserving our Sensé™ line of personal care products. This patent was issued in May 2007 and will continue in force until August 5, 2024.

We intend to protect our legal rights concerning intellectual property by all appropriate legal action. Consequently, we may become involved from time to time in litigation to determine the enforceability, scope, and validity of any of the foregoing proprietary rights. Any patent litigation could result in substantial cost and divert the efforts of management and technical personnel.

Seasonality

Although we are not significantly affected by seasonality, we do experience variations in the activity of our Associates in many of our markets in the first and fourth quarters around major cultural events such as Chinese New Year and Christmas.

Backlog

Our products are typically shipped within 72 hours after receipt of an order. As of February 26, 2016 we had no significant backlog of orders.

Working Capital Practices

We maintain sufficient amounts of inventory in stock in order to provide a high level of service to our Associates and Preferred Customers. Substantial inventories are required to meet the needs of our dual role as manufacturer and distributor. We also watch seasonal commodity markets and may buy ahead of normal demand to hedge against cost increases and supply risks.

Environment

We are not aware of any instance in which we have contravened federal, state, or local laws relating to protection of the environment or in which we otherwise may be subject to liability for environmental conditions that could materially affect operations.

Employees

As of February 26, 2016 we had approximately 1,664 employees worldwide, as measured by full-time equivalency. Our employees are not currently represented by a collective bargaining agreement, and we have not experienced work stoppages as a result of labor disputes. We believe that we have a good relationship with our employees.

Additional Available Information

We maintain executive offices and principal facilities at 3838 West Parkway Boulevard, Salt Lake City, Utah 84120. Our telephone number is (801) 954-7100. We maintain a World Wide Web site at www.usanahealthsciences.com. The information on our web site should not be considered part of this report on Form 10-K.

We make available, free of charge at our corporate web site, copies of our annual reports on United States Securities and Exchange Commission ("SEC") Form 10-K, quarterly reports on SEC Form 10-Q, current reports on SEC Form 8-K, proxy statements, and all amendments to these reports, as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act. This information may also be obtained from the SEC's on-line database, which is located at www.sec.gov.

Item 1A. Risk Factors

Forward-Looking Statements and Certain Risks

We encounter substantial risks in our business, any one of which may adversely affect our business, results of operations or financial condition. The fact that some of these risk factors may be the same or similar to those that we have filed with the Securities and Exchange Commission in past reports means only that the risks are present in multiple periods. We believe that many of the risks that are described here are part of doing business in the industry in which we operate and will likely be present in all periods. The fact that certain risks are endemic to the industry does not lessen their significance. These risk factors should be read together with the other items in this report, including Item 1, "Business," and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations." Among others, risks and uncertainties that may affect our business, financial condition, performance, development, and results of operations include the following:

We are a network marketing company and are dependent upon an independent sales force of "Associates" to sell our products. If we are unable to attract and retain Associates, our business may be harmed. We rely on non-employee, independent Associates to market and sell our products and to generate our sales. Our ability to maintain and increase sales in the future will depend in large part upon our success in increasing the number of new Associates, retaining and motivating our existing Associates, and in improving the productivity of our Associates. Associates typically market and sell our products on a part-time basis and likely will engage in other business activities, some of which may compete with us. We rely primarily upon our Associates to attract, train and motivate new Associates. Our ability to continue to attract and retain Associates can be affected by a number of factors, some of which are beyond our control, including:

- General business and economic conditions;
- Adverse publicity or negative misinformation about our industry, us or our products;
- Negative public perceptions about network marketing programs;
- High-visibility investigations or legal proceedings against network marketing companies by federal or state authorities or private citizens;
- Public perceptions about the value and efficacy of nutritional or dietary supplement, products generally;
- Other competing network marketing organizations entering into the marketplace that may recruit our existing Associates or reduce the potential pool of new Associates; and
- Changes to the Compensation Plan required by law or implemented for business reasons that make attracting and retaining Associates more difficult.

We can provide no assurance that the number of Associates will increase or remain constant or that their productivity will increase. Our Associates may terminate their services at any time, and, like most direct selling companies, we experience a high turnover among new Associates from year to year. While our total number of active Associates has continued to increase during recent years, a few of our markets, including the United States, have experienced a decline in the number of active Associates. If our strategies and initiatives do not drive growth in our Associate numbers, particularly in the United States, China and other markets, our operating results could be harmed. We cannot accurately predict any fluctuation in the number and productivity of Associates because we primarily rely upon existing Associates to sponsor and train new Associates and to motivate new and existing Associates. Our operating results in other markets could also be adversely affected if we and our existing Associates do not generate sufficient interest in our business to successfully retain existing Associates and attract new Associates.

The loss of a significant USANA Associate or downline sales organization could adversely affect our business. We rely on the successful efforts of our Associates that become leaders within our Compensation Plan. Our Compensation Plan is designed to permit Associates to sponsor new Associates, creating multiple "business centers," or levels in the downline organization. Sponsored Associates are referred to as "downline" Associates within the sponsoring Associate's "downline network." If these downline Associates in turn sponsor new Associates, additional business centers are created, with the new downline Associates becoming part of the original sponsoring Associate's downline network. As a result of this network marketing system, Associates develop business relationships with other Associates. The loss of a key Associate or group of Associates, large turnover or decreases in the size of the key Associate force, seasonal or other decreases in purchase volume, sales volume reduction, the costs associated with training new Associates, and other related expenses may adversely affect our business, financial condition, or results of operations.

The violation of marketing or advertising laws by Associates in connection with the sale of our products or the improper promotion of our Compensation Plan could adversely affect our business. All Associates sign a written contract and agree to adhere to our policies and procedures. Although these policies and procedures prohibit Associates from making false, misleading and other improper claims regarding products or income potential from the distribution of the products, Associates may, from time to time, without our knowledge and in violation of our policies, create promotional materials or otherwise provide information that does not accurately describe our marketing program. They also may make statements regarding potential earnings, product claims, or other matters in violation of our policies or applicable laws and regulations concerning these matters. These violations may result in legal action against us by regulatory agencies, state attorneys general, or private parties. Legal actions against our Associates or others who are associated with us could lead to increased regulatory scrutiny of our business, including our network marketing system. We take what we believe to be commercially reasonable steps to monitor the activities of our Associates to guard against misrepresentation and other illegal or unethical conduct by Associates and to assure that the terms of our policies and procedures and Compensation Plan are observed. There can be no assurance, however, that our efforts in this regard will be sufficient to accomplish this objective, particularly in times/regions where we may experience rapid growth. Adverse publicity resulting from such activities could also make it more difficult for us to attract and retain Associates and may have an adverse effect on our business, financial condition, and results of operations.

We may have or could incur obligations relating to the activities of our Associates. Our Associates are subject to taxation, and, in some instances, legislation or governmental agencies impose an obligation on us to collect taxes, such as sales taxes or value added taxes, and to maintain appropriate records of such transactions. In addition, we are subject to the risk in some jurisdictions of being responsible for social security and similar taxes with respect to our Associates. In the event that local laws and regulations or the interpretation of local laws and regulations change to require us to treat our independent Associates as employees, or if our Associates are deemed by local regulatory authorities in one or more of the jurisdictions in which we operate to be our employees rather than independent contractors, under existing laws and interpretations, we may be held responsible for a variety of obligations that are imposed upon employers relating to their employees, including social security and related taxes in those jurisdictions, plus any related assessments and penalties, which could harm our financial condition and operating results.

Network marketing is subject to intense government scrutiny, and regulation and changes in the law, or the interpretation and enforcement of the law, might adversely affect our business. Various laws and regulations in the United States and other countries regulate network marketing, or direct selling. These laws and regulations exist at many levels of government in many different forms, including statutes, rules, regulations, judicial decisions, and administrative orders. Network marketing regulations are inherently fact-based and often do not include "bright line" rules. As a result, regulators and courts have broad discretion in their application, interpretation and enforcement of these laws and regulations, and any of the foregoing can change. We are subject to the risk that, in one or more countries, our network marketing plan, or the conduct of certain of our Associates, could be found not to be in compliance with applicable laws and regulations. Further, we may simply be prohibited from distributing products through a network-marketing channel in some countries, or we may be forced to alter our Compensation Plan.

We are also subject to the risk that new laws or regulations might be implemented or that current laws or regulations might change, or be interpreted or enforced differently, which could require us to change or modify the way we conduct our business in certain markets. This could be particularly detrimental to us if we had to change or modify the way we conduct business in markets that represent a significant percentage of our net sales.

We are aware of regulatory challenges, investigations and litigation against other network marketing companies in the industry in the United States and other countries where we operate. Any adverse ruling in these investigations could harm our business and industry if the laws and regulations are interpreted in a manner that results in additional burdens or restrictions on network marketing companies. Additionally, we cannot assure you that we will not be subject to challenges by regulators regarding our network marketing plan.

Our products and manufacturing activities are subject to extensive government regulation, which could limit or prevent the sale of our products in some markets. The manufacture, packaging, labeling, advertising, promotion, distribution, and sale of our products are subject to regulation by numerous national and local governmental agencies in the United States and other countries, including the FDA and the FTC. For example, failure to comply with FDA regulatory requirements may result in, among other things, injunctions, product withdrawals, recalls, product seizures, fines, and criminal prosecutions. Any action of this type by the FDA could materially adversely affect our ability to successfully market our products. With respect to FTC matters, if the FTC has reason to believe the law is being violated, it can initiate an enforcement action. The FTC has a variety of processes and remedies available to it for enforcement, both administratively and judicially. Any action against us by the FTC could materially and adversely affect our ability to successfully market our products.

The manufacture of nutritional or dietary supplements and related products in the United States requires compliance with dietary supplement GMPs, which are based on the food-model GMPs, with additional requirements that are specific to dietary supplements. We believe our manufacturing processes comply with these GMPs for dietary supplements. Nevertheless, any action by the FDA which determined that our processes were non-compliant with dietary supplement GMPs, could materially adversely affect our ability to manufacture and market our products. Additionally, the Dietary Supplement & Nonprescription Drug Consumer Protection Act requires manufacturers of dietary supplement and over-the-counter products to notify the FDA when they receive reports of serious adverse events occurring within the United States. Potential FDA responses to any such report could include injunctions, product withdrawals, recalls, product seizures, fines, or criminal prosecutions. We have an internal adverse event reporting system that has been in place for several years and believe that we are in compliance with this new law. Nevertheless, any action by the FDA in response to a serious adverse event report that may be filed by us could materially and adversely affect our ability to successfully market our products.

In markets outside the United States, prior to commencing operations or marketing our products, we may be required to obtain approvals, licenses, or certifications from a country's ministry of health or a comparable agency. For example, our manufacturing facility has been registered with the FDA and Health Canada and is certified by Australia's TGA. Approvals or licensing may be conditioned on reformulation of products or may be unavailable with respect to certain products or product ingredients. China also extensively regulates the registration, labeling and marketing of our products.

Consequently, the registration process for our products in China is complex and generally requires extensive analysis and approval by the CFDA. As a result, it may take several years to register a product in China. We must also comply with product labeling and packaging regulations that vary from country to country. These activities are also subject to regulation by various agencies of the countries in which our products are sold.

We cannot predict the nature of any future laws, regulations, interpretations, or applications, nor can we determine what effect additional governmental regulations or administrative orders, when and if promulgated, could have on our business. These potential effects could include, however, requirements for the reformulation of certain products to meet new standards, the recall or discontinuance of certain products, additional record keeping and reporting requirements, expanded documentation of the properties of certain products, expanded or different labeling, or additional scientific substantiation. Any or all of these requirements could have a material adverse effect on our business, financial condition, or results of operations.

Our manufacturing activity is subject to certain risks. We manufacture approximately 76% of the products sold to our customers. As a result, we are dependent upon the uninterrupted and efficient operation of our manufacturing facilities. Those operations are subject to power failures, the breakdown, failure, or substandard performance of equipment, the improper installation or operation of equipment, natural or other disasters, and the need to comply with the requirements or directives of government agencies, including the FDA. There can be no assurance that the occurrence of these or any other operational problems at our facility would not have a material adverse effect on our business, financial condition, or results of operations. We are subject to a variety of environmental laws relating to the storage, discharge, handling, emission, generation, manufacture, use and disposal of chemicals, solid and hazardous waste, and other toxic and hazardous materials. Our manufacturing operations presently do not result in the generation of material amounts of hazardous or toxic substances. Nevertheless, complying with new or more stringent laws or regulations, or more vigorous enforcement of current or future policies of regulatory agencies, could require substantial expenditures by us that could have a material adverse effect on our business, financial condition, or results of operations. Environmental laws and regulations require us to maintain and comply with a number of permits, authorizations, and approvals and to maintain and update training programs and safety data regarding materials used in our processes. Violations of those requirements could result in financial penalties and other enforcement actions and could require us to halt one or more portions of our operations until a violation is cured. The combined costs of curing incidents of non-compliance, resolving enforcement actions that might be initiated by government authorities, or of satisfying new legal requirements could have a material adverse effect on our business, financial condition, or results of operations.

We may incur liability with respect to our products. As a manufacturer and a distributor of products for human consumption and topical application, we could become exposed to product liability claims and litigation. Additionally, the manufacture and sale of these products involves the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. To date, we have not been a party to any product liability litigation, although, like any dietary supplement company, we have received reports from individuals who have asserted that they suffered adverse consequences as a result of using our products. The number of reports we have received to date is nominal. These matters historically have been settled to our satisfaction and have not resulted in material payments. We are aware of no instance in which any of our products are or have been defective in any way that could give rise to material losses or expenditures related to product liability claims. Although we maintain product liability insurance, which we believe to be adequate for our needs, there can be no assurance that we will not be subject to such claims in the future or that our insurance coverage will be adequate.

Our Greater China region accounts for a significant part of our business and expected growth. Any decline in sales or customers in this region would harm our business, financial condition and results of operations. Our Greater China region consists of China, Hong Kong and Taiwan and is currently our largest and most rapidly growing region. Since our acquisition of BabyCare, Ltd. in China in 2010, our international growth strategy has been centered on growing BabyCare's business in China. As a result of this strategy, China has been our fastest growing market over the last few years and is now our largest individual market. As we have focused on China, we have also experienced a meaningful decline in sales and customers in our Hong Kong market and our results in this market may continue to decline in the future. If we are not successful in continuing to grow BabyCare's sales and customer base in China, our consolidated growth as a company will be negatively affected and our business, financial condition and results of operations may be harmed. BabyCare must comply with significant operational, financial, and other regulatory requirements to engage in direct selling in China. Although we believe that, in light of our successful Asian Associate base, we will be successful in growing BabyCare's business in China, it is difficult to assess the extent to which BabyCare's Chinese business model and Associate compensation plan will be successful in that market or deemed to be compliant with applicable laws and regulations by the Chinese government. Although we are required to conduct our operations in China through BabyCare, we believe that our long-term success in China will depend on our ability to successfully integrate, to the extent possible, our operations with BabyCare's operations. In light of the factors listed above, and the other risks to our business, there can be no assurance that we will be successful in growing sales and customers in China through BabyCare.

Our operations in China are subject to significant government regulation and scrutiny, as well as a variety of legal, political, and economic risks. If the government modifies the direct selling regulations, or interprets and enforces the regulations in a manner that is adverse to our business in China, our consolidated business and results of operations may be materially harmed. Our business in China is that of BabyCare, a direct selling company that we indirectly acquired several years ago to facilitate our expansion into China. BabyCare has been granted licenses from the Chinese government to conduct direct selling operations in four provinces in China and has applied for licenses in additional municipalities and provinces. BabyCare's business model has been designed specifically for China based on a number of factors, including: (i) BabyCare's communications with the Chinese government, (ii) BabyCare's interpretation of the direct selling regulations, as well as their understanding of how the government interprets and enforces the regulations, and (iii) BabyCare's understanding of how other multinational direct selling companies operate in China. Notwithstanding the foregoing, BabyCare has not received confirmation from the Chinese government that its business model and operations in China comply with applicable laws and regulations, including those pertaining to direct selling.

The Chinese government has adopted direct selling laws and regulations that are uncertain and evolving. These regulations contain a number of financial and operational restrictions for direct selling companies, most notably on pyramid selling and multi-level compensation. These regulations are also subject to discretionary interpretation and enforcement by various municipal and provincial level officials in China. We cannot assure you that BabyCare's business model or the activities of its employees, promoters or direct sellers will be deemed by regulatory authorities to be compliant with current or future laws and regulations. In the past, the Chinese government has fined, penalized, and, in some cases, terminated direct selling licenses and shut down companies that it believed were in violation of applicable laws and regulations. As such, there can be no assurance that the Chinese government's interpretation and enforcement of applicable laws and regulations will not negatively impact BabyCare's business, result in regulatory investigations or lead to fines or penalties against BabyCare, USANA or our Associates in China.

The direct selling regulations in China prevent persons who are not Chinese nationals from engaging in direct selling in China. Although we have implemented internal policies that are designed to promote our Associates' compliance with these regulations, we cannot guarantee that any of our

Associates living outside of China or any of BabyCare's promoters or Associates in China have not engaged or will not engage in activities that violate our policies in this market or that violate Chinese law or other applicable laws and regulations and, therefore, might result in regulatory action and adverse publicity, which would harm our business in China.

BabyCare is required to obtain various licenses and approvals from municipalities and provinces within China to operate its direct selling business model. Currently, BabyCare holds four such licenses and will be required to obtain licenses from municipalities and provinces within China where it does not hold a license. If BabyCare is unable to obtain additional direct selling licenses as quickly as we would like, it would have a negative impact our ability to expand and grow our business. The process for obtaining the necessary government approvals to conduct direct selling continues to evolve, is time-consuming and expensive. The complexity of the approval process, as well as the government's continued cautious approach for direct selling in China, makes it difficult to predict the timeline for obtaining additional approvals. If the current processes for obtaining approvals are delayed for any reason or are changed or are interpreted differently than currently understood, these events could have a negative impact on BabyCare's growth prospects in China. Ultimately, there can be no assurance that BabyCare will be successful in obtaining additional direct-selling licenses or the required approvals to expand into additional locations in China that are important to its business.

If BabyCare's operations in China are successful, we may experience rapid growth in China, and there can be no assurances that we will be able to successfully manage rapid expansion of BabyCare's direct selling activities under license in China or the related manufacturing and retail operations required to support this expansion. If we are unable to effectively manage BabyCare's growth and expansion, including expansion of branches, warehouses, and manufacturing operations, BabyCare's government relations may be compromised and our operations in China may be harmed.

Risks associated with operating in international markets could restrict our ability to expand globally and harm our business and prospects, and we could be adversely affected by our failure to comply with the laws applicable to our foreign activities, including the U.S. Foreign Corrupt Practices Act and other similar worldwide anti-bribery laws. Our international operations are presently conducted in various foreign countries, and we expect that the number of countries in which we operate could expand over the next few years. Economic conditions, including those resulting from wars, civil unrest, acts of terrorism and other conflicts or volatility in the global markets, may adversely affect our customers, their demand for our products and their ability to pay for our products. In addition, there are numerous risks inherent in conducting our business internationally, including, but not limited to, potential instability in international markets, changes in regulatory requirements applicable to international operations, currency fluctuations in foreign countries, political, economic and social conditions in foreign countries and complex U.S. and foreign laws and treaties, including tax laws, the U.S. Foreign Corrupt Practices Act (FCPA), and the Bribery Act of 2010 (U.K. Anti-Bribery Act). These risks could restrict our ability to sell products, obtain international customers, or to operate our international business profitably, which would have a negative impact on our overall business and results of operations.

The FCPA prohibits U.S.-based companies and their intermediaries from making improper payments to government officials for the purpose of obtaining or retaining business. We are also subject to the U.K. Anti-Bribery Act, which prohibits both domestic and international bribery as well as bribery across both public and private sectors. We pursue opportunities in certain parts of the world that experience government corruption and, in certain circumstances, compliance with anti-bribery laws may conflict with local customs and practices. Our policies mandate compliance with all applicable anti-bribery laws. Further, we require our partners, subcontractors, agents and others who work for us or on our behalf to comply with the FCPA and other anti-bribery laws. Although we have policies and procedures designed to ensure that we, our employees, our agents and others who work with us in foreign countries comply with the FCPA and other anti-bribery laws, there is no assurance that such policies or procedures will protect us against liability under the FCPA or other laws for actions taken by our agents, employees and intermediaries. If we are found to be liable for violations of these acts (either due to our own acts or our inadvertence or due to the acts or inadvertence of others), we could incur severe criminal or civil penalties or other sanctions, which could have a material adverse effect on our reputation, business, results of operations or cash flows. In addition, detecting, investigating and resolving actual or alleged violations of these acts is expensive and could consume significant time and attention of our senior management.

We believe that our ability to achieve future growth is dependent in part on our ability to continue our international expansion efforts. There can be no assurance, however, that we will be able to grow in our existing international markets, enter new international markets on a timely basis, or that new markets will be profitable. We must overcome significant regulatory and legal barriers before we can begin marketing in any international market. Also, before marketing commences in a new country or market, it is difficult to assess the extent to which our products and sales techniques will be accepted or successful in any given country. In addition to significant regulatory barriers, we may also encounter problems conducting operations in new markets with different cultures and legal systems from those encountered elsewhere. We may be required to reformulate certain of our products before commencing sales in a given country. Once we have entered a market, we must adhere to the regulatory and legal requirements of that market. No assurance can be given that we will be able to successfully reformulate our products in any of our current or potential international markets to meet local regulatory requirements or to attract local customers. Our failure to do so could have a material adverse effect on our business, financial condition, or results of operations. There can be no assurance that we will be able to obtain and retain necessary permits and approvals in new markets or that we will have sufficient capital to finance our expansion efforts in a timely manner.

In many market areas, other network marketing companies already have significant market penetration, the effect of which could be to desensitize the local Associate population to a new opportunity, such as USANA, or to make it more difficult for us to attract qualified Associates. Even if we are able to commence operations in new markets, there may not be a sufficient population of persons who are interested in our network marketing system. We believe our future success will depend in part on our ability to seamlessly integrate our Compensation Plan across all markets where legally permissible. There can be no assurance, however, that we will be able to utilize our Compensation Plan seamlessly in all existing or future markets. For example, in August 2010, we indirectly acquired BabyCare, a nutritional supplement company that is now licensed by the government of China to engage in direct selling in the Municipalities of Beijing, Jiangsu, Shaanxi, and Tianjin. In accordance with Chinese law, we utilize a compensation plan that has been designed specifically for China and implemented by BabyCare separately from our Compensation Plan in our other markets.

Fluctuation in the value of currency exchange rates with the U.S. dollar affects our operations and our net sales and earnings. Over the past several years, a majority of our net sales have been generated outside the United States. Such sales for the year ended January 2, 2016 represented 84.8% of our total net sales. We will likely continue to expand our operations into new markets, exposing us to expanding risks of changes in social, political, and economic conditions, including changes in the laws and policies that govern investment or exchange in these markets. Because a significant portion of our sales are generated outside the United States, exchange rate fluctuations will have a significant effect on our sales and earnings. Further, if exchange rates fluctuate dramatically, it may become uneconomical for us to establish or to continue activities in certain countries. For instance, changes in currency exchange rates may affect the relative prices at which we and our competitors sell similar products in the same market. As our business expands outside the United States, an increasing share of our net sales and operating costs will be transacted in currencies other than the U.S. dollar. Accounting practices require that our non-U.S. financial results be converted to U.S. dollars for reporting purposes. Consequently, our reported net earnings may be significantly affected by fluctuations in currency exchange rates, with earnings generally increasing with a weaker U.S. dollar and decreasing with a strengthening U.S. dollar. Product purchases by our subsidiaries are transacted in U.S. dollars. As our operations expand in countries where transactions may be made in currencies other than the U.S. dollar, our operating results will be increasingly subject to the risks of exchange rate fluctuations and we may not be able to accurately estimate the impact that these changes might have on our future business, product pricing, results of operations, or financial condition. In addition, the value of the U.S. dollar in relation to other currencies may also adversely affect our sales to customers outside the United States. Currently our strategy for reducing our exposure to currency fluctuation includes the timely and efficient repatriation of earnings from international markets where such earnings are not considered to be indefinitely reinvested, and settlement of intercompany transactions. We also from time to time enter into currency exchange contracts to offset foreign currency exposure in various international markets. We do not use derivative instruments for speculative purposes. There can be no assurance that we will be successful in protecting our operating results or cash flows from potentially adverse effects of currency exchange fluctuations. Any such adverse effects could also adversely affect our business, financial condition, or results of operations.

Difficult economic conditions may adversely affect our business. Over the past few years, economic conditions in many of the markets where we sell our products have resulted in challenges to our business. This is particularly true in our Americas and Europe region, where, although we have seen a recent improvement, we continue to experience difficulty generating meaningful growth. We cannot predict whether world or market-specific economies will improve or deteriorate in the future. If difficult economic conditions continue or worsen, we could experience declines in net sales, profitability and cash flow due to lower demand for our products or other factors caused by economic challenges faced by our customers, potential customers or suppliers. Additionally, these conditions may result in a material adverse effect on our liquidity and capital resources or otherwise negatively impact our operations or overall financial condition.

Our business is subject to the effects of adverse publicity and negative public perception. Our ability to attract and retain Associates and to sustain and enhance sales through our Associates can be affected by adverse publicity or negative public perception regarding our industry, our competition, or our business generally. Our business prospects, financial condition and results of operations could be adversely affected if our public image or reputation were to be tarnished by negative publicity including dissemination via print, broadcast or social media, or other forms of Internet-based communications. This negative public perception may include publicity regarding the legality of network marketing, the quality or efficacy of nutritional supplement products or ingredients in general or our products or ingredients specifically, and regulatory investigations, regardless of whether those investigations involve us or our Associates or the business practices or products of our competitors or other network marketing companies.

In 2007, we were the victim of false statements made to the press and regulatory agencies, causing us to incur significant expense in defending and dispelling the allegations during 2007 and 2008. More recently, in November 2012, we were again the target of false and misleading statements concerning our business practices, particularly in China and Hong Kong. This adverse publicity also had an adverse impact on the market price of our stock and caused insecurity among our Associates.

Additionally, there has been significant media and short-seller attention regarding the viability and legality of network marketing in the United States and internationally over the past few years. This attention has led to intense public scrutiny of the industry, as well as volatility in our stock price and the stock price of companies similar to ours. There can be no assurance that we will not be subject to adverse publicity or negative public perception in the future or that such adverse publicity will not have a material adverse effect on our business, financial condition, or results of operations.

Our Associate Compensation Plan, or changes we make to it, may be viewed negatively by some Associates, could fail to achieve our desired objectives, and could have a negative impact on our business. Our line of business is highly competitive and sensitive to the introduction of new competitors, new products and/or new distributor compensation plans. Network marketing companies commonly attempt to attract new distributors by offering generous distributor compensation plans. From time to time, we modify components of our Compensation Plan in an effort to (i) keep it competitive and attractive to existing and potential Associates, (ii) cause or address a change in Associate behavior, (iii) incent Associates to grow our business, (iv) conform to legal and regulatory requirements, and (v) address other business needs. In light of the size and diversity of our Associate force and the complexity of our Compensation Plan, it is difficult to predict how any changes to the plan will be viewed by Associates and whether such changes will achieve their desired results. In 2013, we made several changes to our product pricing structure and Associate Compensation Plan to improve our business, including to increase Associate loyalty and satisfaction and to attract new Associates. There can be no assurance that the foregoing changes, or any future changes, to our Associate Compensation Plan will allow us to successfully attract new Associates or retain existing Associates, nor can we assure that any changes we make to our Compensation Plan will achieve our desired results.

Additionally, the payment of Associate incentives under our Compensation Plan is our most significant expense. These incentives include commissions, bonuses, and certain awards and prizes. Adjusting or enhancing our Compensation Plan directly affects the incentives we pay as a percentage of net sales. We may periodically adjust our Compensation Plan to prevent Associate incentives from having a significant adverse effect on our earnings. There can be no assurance that changes to the Compensation Plan or product pricing will be successful in achieving target levels of Associate incentives as a percentage of net sales. Furthermore, such changes may make it difficult to attract and retain qualified and motivated Associates or cause us to lose some of our longer-standing Associates.

Legal action by former Associates or third parties against us could harm our business. We continually monitor and review our Associates' compliance with our policies and procedures as well the laws and regulations applicable to our business. From time to time, some Associates fail to adhere to our policies and procedures. If this happens, we may take disciplinary action against the particular Associate. This disciplinary action is based on the facts and circumstances of the particular case and may include anything from warnings for minor violations to termination of an Associate's purchase and distribution rights for more serious violations. From time to time, we become involved in litigation with an Associate whose purchase and distribution rights have been terminated. We consider this type of litigation to be routine and incidental to our business. While neither the existence nor the outcome of this type of litigation is typically material to our business, in the past we have been involved in litigation of this nature that resulted in a large cash award against the Company. Our competitors have also been involved in this type of litigation, and in some cases class actions, where the result has been a large cash award against the competitor or a large cash settlement by the competitor. These types of challenges, awards or settlements could provide incentives for similar actions by other former Associates against us in the future. Any such challenge involving us or others in our industry could harm our business by resulting in fines or damages against us, creating adverse publicity about us or our industry, or hurting our ability to attract and retain customers. We believe that Associate compliance is critical to the integrity of our business, and, therefore, we will continue to be aggressive in ensuring that our Associates comply with our policies and procedures. As such, there can be no assurance that this type of litigation will not occur again in the future or result in an award or settlement that has a materially adverse effect on our business.

The inability to obtain adequate supplies of raw materials for products at favorable prices, or at all, or the inability to obtain certain products from third-party suppliers, could have a material adverse effect on our business, financial condition, or results of operations. We acquire all of our raw materials for the manufacture of our products from third-party suppliers. Materials used in manufacturing our products are purchased through purchase order, often invoking pre-negotiated annual supply agreements. We have very few long-term agreements for the supply of these materials. We also contract with third-party manufacturers and suppliers for the production of some of our products, including most of our gelatin-capsuled supplements, Probiotic, Rev3 Energy™ Drink, our powdered drink mixes and nutrition bars, and certain of our personal care products. These third-party suppliers and manufacturers produce and, in most cases, package these products according to formulations that have been developed by, or in conjunction with, our in-house product development team. There is a risk that any of our suppliers or manufacturers could discontinue manufacturing our products or selling their products to us. Although we believe that we could establish alternate sources for most of our products, any delay in locating and establishing relationships with other sources could result in product shortages or back orders for products, with a resulting loss of net sales. In certain situations, we may be required to alter our products or to substitute different products from another source. We have, in the past, discontinued or temporarily stopped sales of certain products that were manufactured by third parties while those products were on back order. There can be no assurance that suppliers will provide the raw materials or manufactured products that are needed by us in the quantities that we request or at the prices that we are willing to pay. Because we do not control the actual production of certain raw materials and products, we are also subject to delays caused by any interruption in the production of these materials, based on conditions not within our control, including weather, crop conditions, transportation interruptions, strikes by supplier employees, and natural disasters or other catastrophic events.

Shortages of raw materials may temporarily adversely affect our margins or our profitability related to the sale of those products. In the past, we have experienced temporary shortages of the raw materials used in certain of our nutritional products. Although we had identified multiple sources to supply such raw material ingredients, quantities of the materials we purchased during these shortages were at higher prices, which had a negative impact on our gross margins for those products. While we periodically experience price increases due to unexpected raw material shortages and other unanticipated events, we have been able to manage this by increasing the price at which we sell our products, therefore, this has historically not resulted in a material effect on our overall cost of goods sold. However, there is no assurance that our raw materials will not be significantly adversely affected in the future, causing our profitability to be reduced.

Disruptions to shipping channels that we use to distribute our products to international warehouses may adversely affect our margins and profitability in those markets. In the past, we have felt the impact of disruptions to the shipping channels used to distribute our products. These disruptions have included increased port congestion, a lack of capacity on the railroads, and a shortage of manpower. Most recently, we experienced the impact of the West Coast port congestion that started late in 2014 due to worker strikes. In response to this congestion, we increased lead-times for shipments to our international markets, which caused an increase in our inventory levels. We also pursued alternative routes of transportation, which increased our shipping costs. Although the west coast ports are now fully functioning, we cannot assure you that we will not experience port congestion in the future. Congestion to ports can affect previously negotiated contracts with shipping companies, resulting in unexpected increases in shipping costs and reduction in our net sales.

Nutritional supplement products may be supported by only limited availability of conclusive clinical studies. Our products include nutritional supplements that are made from vitamins, minerals, herbs, and other substances for which there is a long history of human consumption. Some of our products contain innovative ingredients or combinations of ingredients. Although we believe that all of our products are safe when taken as directed, there is little long-term experience with human consumption of certain of these product ingredients or combinations of ingredients in concentrated form. We conduct research and test the formulation and production of our products, but we have performed or sponsored only limited clinical studies. Furthermore, because we are highly dependent on consumers' perception of the efficacy, safety, and quality of our products, as well as similar products distributed by other companies, we could be adversely affected in the event that those products prove or are asserted to be ineffective or harmful to consumers or in the event of adverse publicity associated with any illness or other adverse effects resulting from consumers' use or misuse of our products or similar products of our competitors.

Our business is subject to the risks associated with intense competition from larger, wealthier, and more established competitors. We face intense competition in the business of distributing and marketing nutritional supplements, vitamins and minerals, personal care products, and other nutritional products, as described in greater detail in "Business—Competition." Numerous manufacturers, distributors, and retailers compete actively for consumers and, in the case of other network marketing companies, for Associates. There can be no assurance that we will be able to compete in this intensely competitive environment. In addition, nutrition and personal care products can be purchased in a wide variety of channels of distribution, including retail stores. Our product offerings in each product category are also relatively small, compared to the wide variety of products offered by many of our competitors.

We are also subject to significant competition from other network marketing organizations for the time, attention, and commitment of new and existing Associates. Our ability to remain competitive depends, in significant part, on our success in recruiting and retaining Associates. There can be no assurance that our programs for recruiting and retaining Associates will be successful. The pool of individuals who may be interested in network marketing is limited in each market, and it is reduced to the extent other network marketing companies successfully recruit these individuals into their businesses. Although we believe we offer an attractive opportunity for Associates, there can be no assurance that other network marketing companies will not be able to recruit our existing Associates or deplete the pool of potential Associates in a given market.

Taxation and transfer pricing considerations affect our operations. In many countries, including the United States, we are subject to transfer pricing and other tax regulations that are designed to ensure that appropriate levels of income are reported by our U.S. and foreign entities and are taxed appropriately. Although we believe that we are in compliance with all material regulations and restrictions in this regard, we are subject to the risk that taxing authorities could audit our transfer pricing and related practices and assert that additional taxes are owed. We are also subject to the risk that taxing authorities in any of our markets could change the laws in a manner that may increase our effective tax rate and/or duties on our products. Under tax treaties, we are eligible to receive foreign tax credits in the United States for foreign taxes paid abroad. In the event any audits or assessments are concluded adversely to us, we may or may not be able to offset the consolidated effect of foreign income tax assessments through the use of U.S. foreign tax credits. Currently, we are utilizing all foreign tax credits in the year in which they arise. Because the laws and regulations governing U.S. foreign tax credits are complex and subject to periodic legislative amendment, we cannot be sure that we would in fact be able to take advantage of any foreign tax credits in the future. As a result, adverse outcomes in these matters could have a material impact on our financial condition or operating results.

Our business is subject to particular intellectual property risks. Most of our products are not protected by patents. The labeling regulations governing our nutritional supplements require that the ingredients of such products be precisely and accurately indicated on product containers. Accordingly, patent protection for nutritional supplements often is impractical given the large number of manufacturers who produce nutritional supplements having many active ingredients in common. Additionally, the nutritional supplement industry is characterized by rapid change and frequent reformulations of products, as the body of scientific research and literature refines current understanding of the application and efficacy of certain substances and the interactions among various substances. In this respect, we maintain an active research and development program that is devoted to developing better, purer, and more effective formulations of our products. We protect our investment in research, as well as the techniques we use to improve the purity and effectiveness of our products, by relying on trade secret laws. We have also entered into confidentiality agreements with certain of our employees involved in research and development activities. Additionally, we endeavor to seek, to the fullest extent permitted by applicable law, trademark and trade dress protection for our products, which protection has been sought in the United States, Canada, and in many of the other countries in which we are either presently operating or plan to commence operations in the future. Notwithstanding our efforts, there can be no assurance that our efforts to protect our trade secrets and trademarks will be successful. Nor can there be any assurance that third-parties will not assert claims against us for infringement of their intellectual proprietary rights. If an infringement claim is asserted, we may be required to obtain a license of such rights, pay royalties on a retrospective or prospective basis, or terminate our manufacturing and marketing of our infringing products. Litigation with respect to such matters could result in substantial costs and diversion of management and other resources and could have a material adverse effect on our business, financial condition, or operating results.

A failure of our information technology systems would harm our business. The global nature of our business and our seamless global compensation plan requires the development and implementation of robust and efficiently functioning information technology systems. Such systems are vulnerable to a variety of potential risks, including damage or interruption resulting from natural disasters and telecommunication failures and human error or intentional acts of sabotage, vandalism, break-ins and similar acts. Although we have adopted and implemented a business continuity and disaster recovery plan, which includes routine back-up, off-site archiving and storage, and certain redundancies, the occurrence of any of these events could result in costly interruptions or failures adversely affecting our business and the results of our operations.

Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer. In the ordinary course of our business, we collect and store sensitive data, including intellectual property, our proprietary business information and that of our customers, suppliers and business partners, and personally identifiable information of our customers and employees, in our data centers and on our networks. The secure processing, maintenance and transmission of this information is critical to our operations and business strategy. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, and regulatory penalties, disrupt our operations, and damage our reputation, which could adversely affect our business, revenues and competitive position.

We may incur liability under our "Athlete Guarantee" program, if and to the extent participating athletes make a successful claim against USANA for testing positive for certain banned substances while taking USANA nutritional supplements. USANA believes that its nutritional supplement products are free from substances that have been banned by world-class training and competitive athletic programs. We retain independent testing agencies to conduct periodic checks for banned substances. We further believe that, while our products promote good health, they are not otherwise considered to be "performance enhancing" as that term has been used in defining substances that are banned from use in international competition by the World Anti-Doping Agency ("WADA"). For many years, USANA has been a sponsor of Olympic athletes and professional competitors around the world. These athletes have been tested on many occasions and have never tested positive for banned substances as a result of taking USANA nutritional products. To back up our claim that athletes who use USANA products as part of their training regimen will not be consuming banned substances, we have offered to enter into agreements with select athletes, some of whom have high-profiles and are highly compensated, which state that, during the term of the agreement, should the athlete test positive for a banned substance included in the WADA, and should such positive result be the result of taking USANA nutritional products, we will compensate that athlete at an amount equal to two times their current annual earnings up to $1.0 million dollars, based on the athlete's personal level of competition, endorsement, and other income, as well as other factors. To mitigate potential exposure under these agreements, we:

- Designate lots identified as dedicated to the Athlete Guarantee program and retain additional samples;
- Store designated lot samples externally with a third-party; and
- Establish a chain of custody that requires signatures on behalf of USANA and the third-party to transfer possession of the product lots and that restricts access by USANA employees after the transfer.

All applicants to this Athlete Guarantee program are subject to screening and acceptance by the Company in its sole discretion. Contracts are tailored to fit the athlete's individual circumstances and the amount of our exposure is limited based on the level of sponsorship of the participating athlete. Although we believe that the pool of current and potential participants in the program is small, there is no guarantee that an athlete who is accepted in the program will not successfully make a claim against us. We currently have no insurance to protect us from potential claims under this program.

The loss of key management personnel could adversely affect our business. Our executive officers are primarily responsible for our day-to-day operations, and we believe our success depends in part on our ability to retain our executive officers, to compensate our executive officers at attractive levels, and to continue to attract additional qualified individuals to our management team. We cannot guarantee continued service by our key executive officers. We do not maintain key man life insurance on any of our executive officers, nor do we have an employment agreement with any of our executive officers. The loss or limitation of the services of any of our executive officers or the inability to attract additional qualified management personnel could have a material adverse effect on our business, financial condition, or results of operations.

Failure to maintain effective internal controls in accordance with the Sarbanes-Oxley Act of 2002 could negatively impact our business. We are required by federal securities laws to document and test our internal control procedures in order to satisfy the requirements of the Sarbanes-Oxley Act of 2002, which requires annual management assessments of the effectiveness of internal control over financial reporting. Effective internal controls are necessary for us to provide reliable financial reports and to effectively prevent fraud. The SEC, as directed by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring public companies to include a report by management on the effectiveness of our internal control over financial reporting in the companies' Annual Reports on Form 10-K. In addition, our independent registered public accounting firm must report on the effectiveness of the internal control over financial reporting. Although we review internal control over financial reporting in order to ensure compliance with the Section 404 requirements, if we fail to maintain effective internal control over financial reporting, we could be required to take costly and time-consuming corrective measures, be required to restate the affected historical financial statements, be subjected to investigations and/or sanctions by federal and state securities regulators, and be subjected to civil lawsuits by security holders. Any of the foregoing could also cause investors to lose confidence in our reported financial information and in our company and would likely result in a decline in the market price of our stock and in our ability to raise additional financing if needed in the future.

The beneficial ownership of a significant percentage of our common stock gives our founder and parties related to or affiliated with him effective control, and limits the influence of other shareholders on important policy and management issues. Gull Global, Ltd., an entity that is solely owned and controlled by our founder Dr. Wentz, owned 51.4% of our outstanding common stock at January 2, 2016. By virtue of this stock ownership, Dr. Wentz is able to exert significant influence over the election of the members of our Board of Directors and our business affairs. This concentration of ownership could also have the effect of delaying, deterring, or preventing a change in control that might otherwise be beneficial to shareholders. In addition, Dr. Wentz currently serves as Chairman of our Board of Directors and his son, David Wentz, is our Co-Chief Executive Officer. There can be no assurance that conflicts of interest will not arise with respect to these relationships or that conflicts will be resolved in a manner favorable to other shareholders of the Company.

Sales by our shareholders of a substantial number of shares of our common stock in the public market could adversely affect the market price of our common stock. A large number of outstanding shares of our common stock are held by several of our principal shareholders. If any of these principal shareholders were to decide to sell large amounts of stock over a short period of time such sales could cause the market price of our common stock to decline.

Our stock price has been volatile and subject to various market conditions. There can be no assurance that an active market in our stock will be sustained. The trading price of our common stock has been subject to wide fluctuations. We have a relatively small public float compared to the number of our shares outstanding. Accordingly, we cannot predict the extent to which investors' interest in our common stock will provide an active and liquid trading market. Due to our limited public float, we are vulnerable to investors taking a "short position" in our common stock, which is likely to have a depressing effect on the price of our common stock and add increased volatility to our trading market. The price of our common stock also may fluctuate in the future in response to quarter-to-quarter variations in operating results, material announcements by us or our competitors, governmental regulatory action, conditions in the nutritional supplement industry, negative publicity, or other events or factors, many of which are beyond our control. In addition, the stock market has historically experienced significant price and volume fluctuations, which have particularly affected the market prices of many dietary and nutritional supplement companies and which have, in certain cases, not had a strong correlation to the operating performance of these companies. Our operating results in future quarters may be below the expectations of securities analysts and investors. If that were to occur, the price of our common stock would likely decline, perhaps substantially.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Corporate Headquarters

Our world-wide corporate headquarters is a 354,000 square foot company-owned facility located in Salt Lake City, Utah. This facility includes space for manufacturing and quality control, distribution, administrative functions, and research and development.

Additional Manufacturing

We own a 31,000 square foot manufacturing facility in Tianjin, China, which is currently used to manufacture our Sensé products that are sold in China. The majority of our other China products are manufactured at leased facilities in this market.

In 2014, we began construction of a state-of-the-art manufacturing facility in China similar in size, potential capacity, and nature to our headquarters facility located in Salt Lake City, Utah. Construction of this facility is expected to be completed in the first part of 2016. Leases on the China facilities noted above will be terminated shortly following completion of our new facility, and all manufacturing and production activities in China will be transferred to our new facility. This new facility has been designed to provide for 10 to 20 years of growth in China.

Other Office and Distribution Warehouse Facilities

We own a 45,000 square foot office/warehouse building in Sydney, Australia. In each of the remainder of our markets, we lease regional offices and distribution warehouses. Additionally, we lease retail centers for our operations in China and a packaging facility in Singapore, which fulfills orders for our MyHealthPak™ in our Asia Pacific markets.

We believe that the facilities referenced above are in good condition and are adequately utilized. Further, we believe that our current and planned manufacturing facilities provide for the productive capacity to meet our foreseeable needs.

Item 3. Legal Proceedings

Rawcliffe on behalf of USANA Health Sciences, Inc. v. Certain Directors and Officers of USANA

In August 2014, a purported shareholder derivative lawsuit was filed in the Third Judicial District Court of Salt Lake County, State of Utah (James Robert Rawcliffe v. Robert Anciaux, et al.,) against certain of our directors and officers. The derivative complaint, which also names USANA as a nominal defendant but is asserted on USANA's behalf, contains claims of breach of fiduciary duty, waste of corporate assets and unjust enrichment against the defendant directors and officers in connection with certain equity awards granted by the Compensation Committee of the Company's Board of Directors in February 2014. In October 2014, we filed a motion to dismiss the complaint and, in March 2015, the court granted that motion and dismissed the complaint without prejudice. On May 6, 2015, the plaintiffs filed an appeal with the Utah Supreme Court. The Supreme Court remanded our case to the Utah Court of Appeals, which recently issued a briefing schedule for the parties. We believe that the claims in the complaint are without merit and will continue to vigorously defend this suit. We continue to believe, based on information currently available, that the final outcome of this suit will not have a material adverse effect on the Company's business, results of operations or consolidated financial position.

See also our discussion under Note I to the Condensed Consolidated Financial Statements included in Item 8 of Part II of this Annual Report on Form 10-K, which is incorporated herein by reference.

From time to time we are involved in litigation arising out of our operations. We maintain liability insurance, including product liability coverage, in amounts our management believes is adequate. We are not currently engaged in any legal proceedings that we expect would materially harm our business or financial condition.

Item 4. Mine Safety Disclosures

None.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock trades on the New York Stock Exchange ("NYSE") under the symbol "USNA." The following table contains the reported high and low sales prices for our common stock as reported on the NYSE for the periods indicated:

2014		High		Low
First Quarter	$	78.35	$	55.01
Second Quarter	$	80.77	$	66.51
Third Quarter	$	80.86	$	63.22
Fourth Quarter	$	118.84	$	71.03

2015		High		Low
First Quarter	$	114.99	$	96.04
Second Quarter	$	145.05	$	112.83
Third Quarter	$	176.88	$	122.54
Fourth Quarter	$	140.58	$	103.35

The market price of our common shares is subject to fluctuations in response to variations in our quarterly operating results, general trends in the market for our products and product candidates, economic and currency exchange issues in the markets where we operate, as well as other factors, many of which are not within our control. In addition, broad market fluctuations, as well as general economic, business and political conditions may adversely affect the market for our common shares, regardless of our actual or projected performance.

On February 26, 2016, the high and low sales prices of our common stock as reported by NYSE were $117.99 and $110.90, respectively.

Shareholders

As of February 26, 2016, we had approximately 294 holders of record of our common stock.

Dividends

We have never declared or paid cash dividends on our common stock. Future cash dividends, if any, will be determined by our Board of Directors and will be based on earnings, available capital, our financial condition, and other factors that the Board of Directors deems to be relevant.

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Share Repurchases

Purchases made under our ongoing share repurchase program during the quarter ended January 2, 2016 are summarized in the following table:

Issuer Purchases of Equity Securities
(amounts in thousands, except per share data)

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs*
Fiscal October (Oct. 4, 2015 through Nov. 7, 2015)	56	$ 129.50	56	$ 53,981
Fiscal November (Nov. 8, 2014 through Dec. 5, 2015)	401	$ 134.55	401	$ 0
Fiscal December (Dec. 6, 2015 through Jan. 2, 2016)	0	$ 0.00	0	$ 100,000
	457		457	

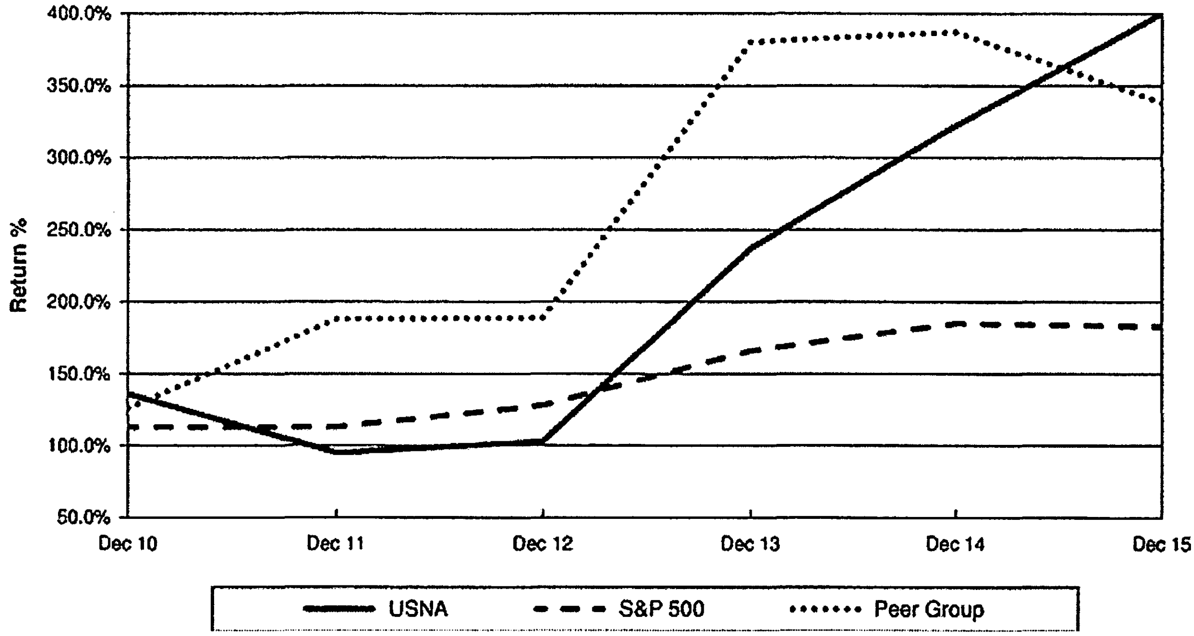
* The Company's share repurchase plan has been ongoing since the fourth quarter of 2000, with the Company's Board of Directors periodically approving additional dollar amounts for share repurchases under the plan. The Company began the fourth quarter of 2015 with $61,181, remaining under the plan. As announced in a publicly issued press release on December 8, 2015, the Board of Directors authorized $100,000 for share repurchases under the plan. Subsequent to the year ended January 2, 2016 and through February 26, 2016, the Company repurchased and retired 553 shares for a total of $64,610 pursuant to a preset trading plan meeting the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934 as amended. There is no requirement for future share repurchases, and there currently is no expiration date on the approved repurchase amount.

Stock Performance Graph

The following graph and table compares the performance of our common stock to the S&P 500 Index and to a market-weighted index of four companies selected in good faith from our industry (the "Peer Group") over the last five years. The data shown assumes an investment on December 31, 2010, of $100 and reinvestment of all dividends into additional shares of the same class of equity, if applicable to the stock or index.

Each of the companies included in the Peer Group markets or manufactures products similar to USANA's products or markets its products through a similar marketing channel. The Peer Group includes the following companies: Avon Products, Inc., NuSkin Enterprises, Inc., Herbalife Ltd., and Nature's Sunshine.

Cumulative Shareholder Return
Dec. 2010 - Dec. 2015



	USNA	S&P 500	Peer Group
Dec 10	$ 136	$ 113	$ 126
Dec 11	$ 95	$ 113	$ 188
Dec 12	$ 103	$ 128	$ 189
Dec 13	$ 237	$ 166	$ 380
Dec 14	$ 322	$ 185	$ 387
Dec 15	$ 400	$ 183	$ 338

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Item 6. Selected Financial Data

The following selected consolidated financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Consolidated Financial Statements and related notes thereto that are included in this report.

	Fiscal Year(1)				
	2011	2012	2013	2014	2015
	(in thousands, except per share data)				
Consolidated Statements of Earnings Data:					
Net sales	$ 581,939	$ 648,726	$ 718,175	$ 790,471	$ 918,499
Income taxes	26,726	31,993	37,557	39,017	47,917
Net earnings	$ 50,752	$ 66,433	$ 79,024	$ 76,636	$ 94,672
Earnings per common share:					
Basic	$ 3.30	$ 4.57	$ 5.77	$ 5.80	$ 7.44
Diluted	$ 3.26	$ 4.45	$ 5.56	$ 5.60	$ 7.18
Weighted-average common shares outstanding:					
Basic	15,361	14,547	13,695	13,221	12,730
Diluted	15,574	14,923	14,204	13,689	13,177
Percentage of Net Sales Data:					
Gross profit	82.5%	82.1%	82.3%	82.2%	82.6%
Associate incentives	45.7%	43.2%	42.9%	44.2%	44.4%
Selling, general and administrative	23.6%	23.8%	23.1%	23.3%	22.8%
Effective tax rate	34.5%	32.5%	32.2%	33.7%	33.6%
Dividends per share	—	—	—	—	—
Cash Flow Related Data:					
Net cash provided by (used in):					
Operating activities	$ 70,108	$ 92,805	$ 98,893	$ 105,185	$ 111,466
Investing activities	(10,609)	(8,278)	(21,589)	(16,266)	(25,124)
Financing activities	(33,372)	(64,542)	(10,165)	(113,015)	(49,157)
Purchase of property and equipment	(10,643)	(8,432)	(8,051)	(20,421)	(23,729)
Repurchase of common stock	(33,459)	(68,294)	(18,085)	(138,819)	(61,181)

	As of				
	Dec. 31, 2011	Dec. 29, 2012	Dec. 28, 2013	Jan. 3, 2015	Jan. 2, 2016
	(in thousands, except other data)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$ 50,353	$ 70,839	$ 137,343	$ 111,126	$ 143,210
Working capital	46,363	61,701	133,174	82,222	112,852
Total assets	244,496	267,355	368,470	350,584	423,237
Other long-term liabilities	942	938	1,211	1,114	1,151
Stockholders' equity	173,910	185,572	260,522	230,164	280,852
Other Data:					
Active Associates	222,000	247,000	265,000	349,000	421,000
Active Preferred Customers	64,000	64,000	78,000	81,000	89,000
Total Active Customers	286,000	311,000	343,000	430,000	510,000

(1) The Company operates on a 52-53 week year, ending on the Saturday that is closest to December 31. Fiscal years 2011 through 2013, and 2015 were 52-week years. Fiscal year 2014 was a 53-week year.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of USANA's financial condition and results of operations is presented in ten sections:

- Overview
- Customers
- Current Focus and Recent Developments
- Presentation
- Results of Operations
- Quarterly Financial Information
- Liquidity and Capital Resources
- Contractual Obligations and Commercial Contingencies
- Inflation
- Critical Accounting Estimates

This discussion and analysis should be read in conjunction with the Consolidated Financial Statements and notes thereto appearing elsewhere in this report.

Overview

We develop and manufacture high-quality, science-based nutritional and personal care products that are distributed internationally through a network marketing system, which is a form of direct selling. We have chosen this distribution method as we believe it is more conducive to meeting our vision as a company, which is improving the overall health and nutrition of individuals and families around the world. Our customer base includes two types of customers: "Associates" and "Preferred Customers." Associates share in our company vision by acting as independent distributors of our products in addition to purchasing our products for their personal use. Preferred Customers purchase our products strictly for their personal use and are not permitted to resell or to distribute the products.

As of January 2, 2016, we had approximately 421,000 active Associates and approximately 89,000 active Preferred Customers worldwide.

We have ongoing operations in the following markets, which are grouped and presented as follows:

- Asia Pacific—
  - Greater China—Hong Kong, Taiwan, and China[1]
  - Southeast Asia Pacific—Australia, New Zealand, Singapore, Malaysia, the Philippines, Thailand, and Indonesia[2]
  - North Asia—Japan and South Korea
- Americas and Europe—United States, Canada, Mexico, Colombia[3], the United Kingdom, the Netherlands, France, and Belgium

Asia Pacific has largely driven our growth the last several years. Our most recent market expansions in this region include our entry into Indonesia in late 2015, Thailand in 2012 and our entry into China in 2010 through our acquisition of BabyCare. Since our acquisition of BabyCare, our strategy in Asia Pacific has been centered on generating growth in China. Consequently, our growth in Asia Pacific over the last few years has been led by China, and our results in Hong Kong, which had previously been our fastest growing market, have declined. Our Hong Kong market has now reached our projected size, in terms of customers and sales, and we anticipate modest organic growth for this market going forward. We also anticipate that China will continue to drive our growth in this region going forward, but expect our business to grow in most of our other markets in this region.

Americas and Europe is our most mature region. Our most recent market expansions in this region include our entry into Colombia in 2013. Americas and Europe has grown modestly over the last several years due to sales and customer growth in Canada and Mexico. Our results in the United States and our newest markets in this region, however, have not paralleled our success in Canada and Mexico. We believe that we have the appropriate strategies in place to generate growth in the United States and our newest markets and are optimistic about these markets going forward. We also anticipate that our growth in Canada and Mexico will continue in 2016.

Because we have operations in multiple markets, with sales and expenses being generated and incurred in multiple currencies, our reported U.S. dollar sales and earnings can be significantly affected by fluctuations in currency exchange rates. In general, our operating results are affected positively by a weakening of the U.S. dollar and negatively by a strengthening of the U.S. dollar. In 2015, net sales outside of the United States represented approximately 84.8% of consolidated net sales.

Customers

Because we sell our products exclusively to a customer base of independent Associates and Preferred Customers, in order to increase net sales, we must either increase the number of, or the productivity of, our Associates and Preferred Customers. Increasing the productivity of our Associates and Preferred Customers has not been our primary focus. Rather, we seek to increase the number of Associates and Preferred Customers who use our products. We believe this focus is more consistent with our vision of improving the overall health and nutrition of individuals and families around the world. Sales to Associates account for the majority of our product sales, representing 92% of product sales during 2015. The remainder of our sales comes from Preferred Customers. Increases or decreases

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(1) Our business in China is that of BabyCare, our wholly-owned subsidiary.

(2) We commenced operations in Indonesia in the fourth quarter of 2015.

(3) We commenced operations in Colombia in the third quarter of 2013.

in product sales are typically the result of variations in the volume of product sold relating to fluctuations in the number of active Associates and Preferred Customers purchasing our products. The number of active Associates and Preferred Customers is, therefore, used by management as a key non-financial measure.

The tables below summarize the number of active customers and year-over-year percentage growth by geographic region as of the dates indicated (quarterly). These numbers have been rounded to the nearest thousand as of the dates indicated. For purposes of this report, we only count as active customers those Associates and Preferred Customers who have purchased from us at any time during the most recent three-month period as of the date indicated.

	Active Associates by Region							
	April 4, 2015		July 4, 2015		October 3, 2015		January 2, 2016	
Asia Pacific:								
Greater China	201,000	82.7 %	216,000	72.8 %	218,000	69.0 %	234,000	34.5%
Southeast Asia Pacific	77,000	20.3 %	79,000	17.9 %	85,000	21.4 %	86,000	8.9%
North Asia	12,000	33.3 %	13,000	44.4 %	13,000	30.0 %	13,000	18.2%
Asia Pacific Total	290,000	58.5 %	308,000	53.2 %	316,000	51.2 %	333,000	26.1%
Americas and Europe	86,000	4.9 %	89,000	8.5 %	89,000	8.5 %	88,000	3.5%
	376,000	41.9 %	397,000	40.3 %	405,000	39.2 %	421,000	20.6%

	Active Preferred Customers by Region							
	April 4, 2015		July 4, 2015		October 3, 2015		January 2, 2016	
Asia Pacific:								
Greater China	4,000	33.3 %	4,000	33.3 %	4,000	33.3 %	4,000	33.3%
Southeast Asia Pacific	12,000	20.0 %	12,000	9.1 %	13,000	18.2 %	13,000	8.3%
North Asia	7,000	75.0 %	9,000	80.0 %	9,000	50.0 %	9,000	50.0%
Asia Pacific Total	23,000	35.3 %	25,000	31.6 %	26,000	30.0 %	26,000	23.8%
Americas and Europe	63,000	3.3 %	66,000	10.0 %	63,000	10.5 %	63,000	5.0%
	86,000	10.3 %	91,000	15.2 %	89,000	15.6 %	89,000	9.9%

Current Focus and Recent Developments

We have implemented the following strategies and initiatives to increase the number of Associates and Preferred Customers who use our products throughout the world and, thereby, further our company vision:

- *Personalization:* Over the last few years, we have focused heavily on personalizing and improving our customers' experience with USANA.

  In August 2015, we introduced our new "MySmart™Foods" line of products, which continues our philosophy and strategy of personalization. MySmart™Foods are science-based, healthy nutrition shakes, bars, boosters and flavor optimizers. We made MySmart™Foods available to our Associates for a limited time at our 2015 International Convention only, as a pre-launch opportunity to purchase and try the products. We intend to officially launch MySmart™Foods during the first half of 2016.

We will continue to personalize each of our product lines going forward. In this regard, we have new product and technology launches planned for 2016 and 2017, which we believe will create a new foundation of personalization for USANA to build on as we go forward.

In 2014, we launched an all-new digital marketing suite for our world-wide Associates, which is designed to personalize and simplify conducting a USANA business. This suite provides our Associates with new tools, consisting of a back office hub, personal websites, and advanced communication and marketing tools, all of which enhance our Associates' ability to personalize, manage, promote and build their business in today's demanding e-business environment.

In 2013, we implemented several strategic changes to our business (referred to throughout this report as the "2013 strategic changes"), which were all aimed at promoting customer loyalty, enjoyment and success with USANA. These changes included: (i) simplification of our pricing structure, which included an overall 10% price reduction, while maintaining a price discount on products ordered through our monthly Auto Order program (collectively "price discounts"), (ii) a new reward based on the amount of a customer's initial product order to then be credited on their subsequent two Auto Orders, and (iii) increased payout under and simplification of our Compensation Plan.

We have experienced growth in several business indicators tied to the strategic changes that we implemented in 2013 and continued promoting in 2014 and 2015. These indicators include: active customer counts; world-wide unit volume; percent of sales processed through our Auto Order program; and the number of Associates earning a commission check.

- *Market-Specific Strategies:* We have implemented market-specific strategies to facilitate growth and strengthen our business around the world.

In 2015, we continued our strategy to increase our brand-recognition to make it easier for our Associates to introduce USANA to customers. In this regard, we expanded our relationship with Dr. Mehmet Oz and became a Trusted Partner and Sponsor of *The Dr. Oz Show*. Under this partnership, USANA products are regularly featured on *The Dr. Oz Show*. This partnership has helped drive growth in our North America region by (i) increasing awareness and recognition of the USANA brand, and (ii) allowing viewers of *The Dr. Oz Show* to purchase USANA products via a direct link on *The Dr. Oz Show* website. We plan on continuing this partnership in 2016.

In late 2014, after we passed the anniversary of the 2013 strategic changes, we began offering short-term incentives and promotions for our Associates around the world to generate excitement and additional customer growth. One particular incentive that we offered in late 2014 and early 2015 increased compensation to Associates for sales generated by new Associates and accelerated our sales and customer growth during the fourth quarter of 2014 and the first half of 2015. We plan to continue offering market-specific incentives and promotions going forward to generate excitement in our business.

In 2013, we implemented a price reduction in several of our mature markets to make our products and business opportunity more equitable around the world. Although these price reductions initially impacted our net sales on a year-over-year basis, they have been successful in the past helping grow our active customer counts and net sales in these markets, where growth had been declining or flat for several years. We followed up this pricing initiative with a new worldwide policy to prohibit cross-border purchasing by our customers. We believe that it is in the best interest of the Company and of our customers to have customers purchase products that are approved and offered in their home market. While this policy had a short-term negative impact on net sales in 2013, these policies have strengthened our underlying business and have improved our opportunity for growth going forward.

- *Product Innovation and Information Technology:* Although we originally planned for significant increases in our investment in product and technology innovation to further our Company vision during 2015, much of this investment was delayed as we carefully acquired the necessary human resources. In 2016, we plan to continue to pursue these investment strategies as well as additional investments in our information technology systems and infrastructure to continue to improve our customers' experience with us and to prepare to become a much larger company. These investments will be reflected as both additional SG&A expense and capital expenditures.

- *International Development:* Given the significant opportunity that exists in China, we plan to continue focusing significant time and resources on growing this market. Our efforts in this regard include finalizing our new state-of-the-art manufacturing and production facility in Beijing, which we anticipate will become operational during the first half of 2016. We continue to believe that significant growth opportunities exist in new international markets. During the fourth quarter of 2015 we commenced operations in Indonesia. Indonesia is our 20th market and we believe it offers a promising growth opportunity for us.

Presentation

Product sales along with the shipping and handling fees billed to our customers are recorded as revenue net of applicable sales discounts when the product is delivered, title has transferred, and the risk of loss passes to the customer. Payments received for undelivered products are recorded as deferred revenue and are included in other current liabilities. Also reflected in net sales is a provision for product returns and allowances, which is estimated based on our historical experience. Additionally, the Company collects a nominal annual renewal fee from Associates that is deferred on receipt and is recognized as income on a straight-line basis over a twelve-month period.

Cost of sales primarily consists of expenses related to raw materials, labor, quality assurance, and overhead costs that are all directly associated with the production and distribution of our products and sales materials, as well as duties and taxes that are associated with the import and export of our products. As our international sales increase as a percentage of net sales, cost of sales are increasingly affected by additional duties, freight, and other factors, such as changes in currency exchange rates.

Associate incentives expense includes all forms of commissions, and other incentives paid to our Associates. Incentives paid to Associates include bonuses earned, rewards from contests and promotions, and base commissions, which makes up the majority of our Associate incentives expense. Bonuses are paid out to Associates based on certain business-related criteria, total base commission earnings, and leadership level. Contests and promotions are offered as an incentive and reward to our Associates and are typically paid out only after an Associate achieves specific criteria. Base commissions are paid out on the sale of products. Associates earn their commissions based on sales volume points that are generated in their sales organization. Sales volume points are assigned to each commissionable product and comprise a certain percent of the product price. Items such as our starter kits and sales tools have no sales volume point value, and commissions are not paid on the sale of these items. Although insignificant to our financial statements, an Associate may earn commissions on sales volume points that are generated from personal purchases that are not considered to be part of their "Qualifying Sales." To be eligible to earn commissions, an Associate must reach a certain level of Qualifying Sales each month, which may include product that they use personally or that they resell to consumers. Associates do not earn commissions on their Qualifying Sales. Commissions paid to Associates on personal purchases are considered a sales discount and are reported as a reduction to our net sales.

Selling, general and administrative expenses include wages and benefits, depreciation and amortization, rents and utilities, Associate event costs, advertising, professional fees, marketing, and research and development expenses. Wages and benefits represent the largest component of selling, general and administrative expenses. Significant depreciation and amortization expense is incurred as a result of investments in physical facilities, computer and telecommunications equipment, and systems to support our international operations.

Sales to customers outside the United States are transacted in the respective local currencies and are translated to U.S. dollars at weighted-average currency exchange rates for each monthly accounting period to which they relate. Most of our raw material purchases from suppliers and our product purchases from third-party manufacturers are transacted in U.S. dollars. Consequently, our net sales and earnings are affected by changes in currency exchange rates. In general, our operating results are affected positively by a weakening U.S. dollar and negatively by a strengthening U.S. dollar. In our net sales discussions that follow, we approximate the impact of currency fluctuations on net sales by translating current year net sales at the average exchange rates in effect during the comparable prior year periods.

Results of Operations

The following table summarizes our consolidated operating results as a percent of net sales, respectively, for the years indicated:

	2013	2014	2015
Consolidated Statements of Earnings Data:			
Net sales	100.0%	100.0%	100.0%
Cost of sales	17.7%	17.8%	17.4%
Gross profit	82.3%	82.2%	82.6%
Operating expenses:			
Associate incentives	42.9%	44.2%	44.4%
Selling, general and administrative	23.1%	23.3%	22.8%
Total operating expenses	66.0%	67.5%	67.2%
Earnings from operations	16.3%	14.7%	15.4%
Other income (expense), net	0.0%	−0.1%	0.1%
Earnings before income taxes	16.3%	14.6%	15.5%
Income taxes	5.2%	4.9%	5.2%
Net earnings	11.1%	9.7%	10.3%

Summary of 2015 Financial Results

Net sales in 2015 increased 16.2%, or $128.0 million, to $918.5 million, compared with 2014. This increase was driven by higher product sales volume resulting primarily from strong Associate growth in our Asia Pacific region throughout the year. Our business started the year with strong momentum, which was reflected by local currency sales and customer growth in most of our markets. During the year, we also utilized market-specific promotions and incentives to generate growth across our regions. Unfavorable changes in currency exchange rates reduced net sales for the year by an estimated $53.6 million. Additionally, on a comparative basis, 2014 was a 53-week year and included one additional week of sales, which contributed approximately $16.0 million to net sales for that year.

Net earnings increased 23.5% to $94.7 million in 2015, when compared with 2014. This increase was driven primarily by higher net sales, improved gross margins and lower relative selling, general and administrative expense.

Fiscal Year 2015 compared to Fiscal Year 2014

Net Sales

The following table summarizes the changes in our net sales by geographic region for the fiscal years ended January 3, 2015, and January 2, 2016:

	Net Sales by Region (in thousands) Year Ended				Change from prior year	Percent change	Currency impact on sales	Percent change excluding currency impact
	2014		2015					
Asia Pacific								
Greater China	$ 326,134	41.3 %	$ 441,284	48.0 %	$ 115,150	35.3 %	$ (8,769)	38.0%
Southeast Asia Pacific	177,940	22.5 %	183,828	20.0 %	5,888	3.3 %	(21,491)	15.4%
North Asia	32,667	4.1 %	39,751	4.4 %	7,084	21.7 %	(3,318)	31.8%
Asia Pacific Total	536,741	67.9 %	664,863	72.4 %	128,122	23.9 %	(33,578)	30.1 %
Americas and Europe	253,730	32.1 %	253,636	27.6 %	(94)	0.0 %	(20,053)	7.9%
	$ 790,471	100.0 %	$ 918,499	100.0 %	$ 128,028	16.2 %	$ (53,631)	23.0%

Asia Pacific: The increase in Greater China continues to be driven by growth in Mainland China, where local currency net sales increased nearly 75% resulting from strong growth in the number of active Associates throughout the year. Net sales and Associate growth in Mainland China during 2015 benefited from: (i) momentum created from a short-term incentive that we offered during the first quarter of the year, (ii) a more favorable operating environment for the Company during the first quarter of 2015 when compared with the previous year, and (iii) higher-than-anticipated incremental sales of approximately $17.0 million that occurred following the announcement of our 2015 price adjustments. Net sales growth in Greater China was partially offset in 2015 by a continued year-over-year decline in Hong Kong sales and Associates, which stabilized during 2015.

The increase in local currency net sales in Southeast Asia Pacific was driven by double-digit local currency sales growth from nearly every market, which is reflective of growth in the number of active Associates and Preferred Customers purchasing our products.

The increase in local currency net sales in North Asia continues to be driven by growth in South Korea, where local currency net sales increased just over 39% resulting from double-digit increases in the number of active Associates and Preferred Customers during the year.

Americas and Europe: The increase in local currency net sales in this region continues to be driven primarily by growth in Canada and Mexico, where local currency net sales increased 17.5% and 19.4%, respectively. This growth is reflective of growth in the number of active Associates and Preferred Customers purchasing our products.

Gross Profit

The 40 basis point relative increase in gross profit from 2014 to 2015 can be attributed to a favorable shift in sales mix by market and by modest product price adjustments that occurred during 2015. These improvements were partially offset by the negative impact from the strengthening of the U.S. dollar.

Associate Incentives

The 20 basis point relative increase in Associate incentives can be attributed to higher relative payout under one of our Associate bonus programs. The increase in Associate incentives expense was partially offset by our annual price adjustment.

Selling, General and Administrative Expenses

The 50 basis point decrease in selling, general and administrative expense relative to net sales in 2015 was due to leverage gained on increased sales driven by growth in our Asia Pacific region. In absolute terms, our selling, general and administrative expense increased by $24.5 million. This increase was primarily driven by costs associated with supporting higher sales and customer base as well as our investment in brand-recognition initiatives during 2015. In 2016, we plan to make several strategic investments in our business and expect this impact to selling, general and administrative expense to decrease our earnings from operations around 100 to 140 basis points.

Income Taxes

Our effective income tax rate was 33.6% in 2015, compared with 33.7% in 2014. This change was primarily due to slightly lower 2015 state tax expense compared to 2014 state tax expense as a percentage of income.

Diluted Earnings Per Share

Diluted earnings per share in 2015 increased 28.2% to $7.18, from $5.60 in the prior year. This increase was due to higher net earnings and a lower number of diluted shares outstanding resulting from share repurchases under our share buyback program during 2015.

Summary of 2014 Financial Results

Net sales in 2014 increased 10.1%, or $72.3 million, to $790.5 million, compared with 2013. Fiscal 2014 was a 53-week year and included, comparatively, one additional week of sales. We estimate that this extra week contributed approximately $16.0 million to net sales for the year. In addition to the extra week, the increase was driven by higher product sales volumes resulting from Associate and Preferred Customer growth throughout the year, primarily in our Asia Pacific region. The increase in active customers was largely the result of (i) the momentum created from the 2013 strategic changes, which are explained in the business section above, and (ii) a short-term incentive that we announced at our 2014 International Convention in August and offered to our Associates during the fourth quarter of 2014. Net sales in 2014 were also negatively affected by an estimated $14.9 million from unfavorable changes in currency exchange rates, as well as the price discounts that were implemented in late 2013 as part of the strategic changes.

Net earnings decreased 3.0% to $76.6 million in 2014, when compared with 2013. This decrease was primarily the result of higher relative Associate incentives expense related to the 2013 strategic changes and to the short-term incentive we offered to our Associates during the fourth quarter of 2014.

Fiscal Year 2014 compared to Fiscal Year 2013

The tables below summarize the number of active customers and year-over-year percentage growth by geographic region as of the dates indicated. These numbers have been rounded to the nearest thousand as of the dates indicated. For purposes of this report, we only count as active customers those

Associates and Preferred Customers who have purchased from us at any time during the most recent three-month period as of the date indicated.

	Active Associates by Region							
	March 29, 2014		June 28, 2014		September 27, 2014		January 3, 2015	
Asia Pacific:								
Greater China	110,000	26.4 %	125,000	21.4 %	129,000	37.2 %	174,000	56.8%
Southeast Asia Pacific	64,000	14.3 %	67,000	11.7 %	70,000	16.7 %	79,000	27.4%
North Asia	9,000	12.5 %	9,000	0.0 %	10,000	11.1 %	11,000	10.0%
Asia Pacific Total	183,000	21.2 %	201,000	16.9 %	209,000	28.2 %	264,000	44.3%
Americas and Europe	82,000	5.1 %	82,000	0.0 %	82,000	0.0 %	85,000	3.7%
	265,000	15.7 %	283,000	11.4 %	291,000	18.8 %	349,000	31.7%

	Active Preferred Customers by Region							
	March 29, 2014		June 28, 2014		September 27, 2014		January 3, 2015	
Asia Pacific:								
Greater China	3,000	0.0 %	3,000	(25.0)%	3,000	0.0 %	3,000	(40.0)%
Southeast Asia Pacific	10,000	42.9 %	11,000	57.1 %	11,000	37.5 %	12,000	20.0 %
North Asia	4,000	100.0 %	5,000	150.0 %	6,000	200.0 %	6,000	100.0 %
Asia Pacific Total	17,000	41.7 %	19,000	46.2 %	20,000	53.8 %	21,000	16.7 %
Americas and Europe	61,000	10.9 %	60,000	5.3 %	57,000	(1.7)%	60,000	0.0 %
	78,000	16.4 %	79,000	12.9 %	77,000	8.5 %	81,000	3.8 %

Net Sales

The following table summarizes the changes in our net sales by geographic region for the fiscal years ended December 28, 2013, and January 3, 2015:

	Net Sales by Region (in thousands) Year Ended				Change from prior year	Percent change	Currency impact on sales	Percent change excluding currency impact
	2013		2014					
Asia Pacific								
Greater China	$ 271,812	37.9 %	$ 326,134	41.3%	$ 54,322	20.0%	$ (1,737)	20.6%
Southeast Asia Pacific	155,362	21.6 %	177,940	22.5%	22,578	14.5%	(7,292)	19.2%
North Asia	29,319	4.1 %	32,667	4.1%	3,348	11.4%	597	9.4%
Asia Pacific Total	456,493	63.6 %	536,741	67.9%	80,248	17.6%	(8,432)	19.4%
Americas and Europe	261,682	36.4 %	253,730	32.1%	(7,952)	(3.0)%	(6,476)	(0.6)%
	$ 718,175	100.0 %	$ 790,471	100.0%	$ 72,296	10.1%	$ (14,908)	12.1%

Asia Pacific: The increase in net sales in this region was driven by double-digit growth in the number of active Associates throughout the year.

The increase in net sales in Greater China included a 103.2% increase in Mainland China resulting from strong growth in the number of active Associates in this market. This growth was partially offset by a continued decline in Hong Kong.

The increase in Southeast Asia Pacific was driven by sales growth from every market despite a $7.3 million reduction from changes in currency exchange rates. The strongest growth in this region came from the Philippines, where net sales increased 31.1%. Sales in Australia and New Zealand increased 5.9% despite a $3.0 million reduction from changes in currency exchange rates.

The increase in net sales in North Asia resulted from a 24.2% increase in net sales in South Korea, which was driven by an increase in the number of active Associates and Preferred Customers in this market.

Americas and Europe: The decrease in net sales in this region was due to lower net sales in the United States and to changes in currency exchange rates, which reduced net sales by $6.5 million. Net sales in the United States decreased $13.9 million, or 8.8% due to pressure from price discounts introduced in the prior year, combined with a decrease in the number of active Associates and Preferred Customers throughout 2014. The decrease in the United States, however, was partially offset by net sales growth in other markets within the region. Most notably, local currency sales increased 8.7% in Canada and 14.4% in Mexico due to continued growth in the number of active Associates and Preferred Customers in those markets.

Gross Profit

The 10 basis point decrease in gross profit from 2013 to 2014 can be attributed to a strengthening of the U.S. dollar, price discounts introduced in the prior year, and an increase in net freight expense. This decrease was partially offset by annual price changes and favorable changes in product and market mix.

Associate Incentives

The 130 basis point increase in Associate incentives as a percent of net sales was due to the short-term incentive that we offered to our Associates during the fourth quarter of 2014, and to the 2013 strategic changes. The increase in Associate incentives expense was partially offset by annual price changes.

Selling, General and Administrative Expenses

The slight increase in selling, general and administrative expense relative to net sales in 2014 was due to higher expenses in China as a result of our growing sales and customer base in this market. In absolute terms, our selling, general and administrative expense increased by $18.3 million. This increase was primarily driven by higher wages and benefits expense and other costs associated with supporting a higher sales and customer base.

Income Taxes

Our effective income tax rate was 33.7% in 2014, compared with 32.2% in 2013. This increase was primarily due to a reduction in tax benefits from the U.S. manufacturing deduction which declined due to increased sales of China manufactured product. In addition, tax benefits from lower tax rate jurisdictions and prior year amended returns declined year over year.

Diluted Earnings Per Share

Although net earnings decreased slightly from 2013 to 2014, diluted earnings per share increased to $5.60 in 2014, from $5.56 in 2013. This increase was due to a lower number of diluted shares outstanding resulting from activity under our share buyback program during 2014.

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Quarterly Financial Information (Unaudited)

The following tables set forth unaudited quarterly operating results for each of the last eight fiscal quarters, as well as percentages of net sales for certain data for the periods indicated. This information is consistent with the Consolidated Financial Statements herein and includes normally recurring adjustments that management considers to be necessary for a fair presentation of the data. Quarterly results are not necessarily indicative of future results of operations. This information should be read in conjunction with the audited Consolidated Financial Statements and notes thereto that are included elsewhere in this report.

	Quarter Ended							
	Mar. 29, 2014	Jun. 28, 2014	Sept. 27, 2014	Jan. 3, 2015	Apr 4, 2015	Jul. 4, 2015	Oct. 3, 2015	Jan. 2, 2016
	(in thousands, except per share data)							
Consolidated Statements of Earnings Data:								
Net sales	$ 182,401	$ 188,256	$ 191,944	$ 227,870	$ 219,378	$ 233,244	$ 233,292	$ 232,585
Cost of sales	33,828	34,865	34,585	37,516	38,364	40,089	41,048	40,181
Gross profit	148,573	153,391	157,359	190,354	181,014	193,155	192,244	192,404
Operating expenses:								
Associate incentives	78,874	81,098	82,605	106,467	101,353	101,877	101,521	103,409
Selling, general and administrative	44,577	43,206	45,499	51,249	49,875	52,505	52,757	53,858
Total operating expenses	123,451	124,304	128,104	157,716	151,228	154,382	154,278	157,267
Earnings from operations	25,122	29,087	29,255	32,638	29,786	38,773	37,966	35,137
Other income (expense), net	125	297	(297)	(574)	168	(86)	441	404
Earnings from operations before income taxes	25,247	29,384	28,958	32,064	29,954	38,687	38,407	35,541
Income taxes	8,710	10,083	9,460	10,764	10,274	13,271	12,798	11,574
Net earnings	$ 16,537	$ 19,301	$ 19,498	$ 21,300	$ 19,680	$ 25,416	$ 25,609	$ 23,967
Earnings per common share*:								
Basic	$ 1.19	$ 1.40	$ 1.51	$ 1.72	$ 1.56	$ 1.99	$ 1.99	$ 1.89
Diluted	$ 1.15	$ 1.36	$ 1.47	$ 1.65	$ 1.50	$ 1.92	$ 1.92	$ 1.83
Weighted-average shares outstanding:								
Basic	13,919	13,768	12,873	12,390	12,648	12,740	12,852	12,680
Diluted	14,395	14,235	13,263	12,920	13,085	13,225	13,317	13,082
Consolidated Statements of Earnings as a percentage of Net Sales:								
Net sales	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Cost of sales	18.5	18.5	18.0	16.5	17.5	17.2	17.6	17.3
Gross profit	81.5	81.5	82.0	83.5	82.5	82.8	82.4	82.7
Operating expenses:								
Associate incentives	43.2	43.1	43.0	46.7	46.2	43.7	43.5	44.5
Selling, general and administrative	24.4	23.0	23.7	22.5	22.7	22.5	22.6	23.2
Total operating expenses	67.6	66.1	66.7	69.2	68.9	66.2	66.1	67.7
Earnings from operations	13.9	15.4	15.3	14.3	13.6	16.6	16.3	15.0
Other income (expense), net	0.1	0.2	(0.2)	(0.3)	0.1	(0.0)	0.2	0.2
Earnings from operations before income taxes	14.0	15.6	15.1	14.0	13.7	16.6	16.5	15.2
Income taxes	4.8	5.4	4.9	4.7	4.7	5.7	5.5	5.0
Net earnings	9.2%	10.2%	10.2%	9.3%	9.0%	10.9%	11.0%	10.2%

* Earnings per common share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly earnings per share amounts does not necessarily equal the total for the year.

We may experience variations in the results of operations from quarter to quarter as a result of factors that include, but are not limited to the following:

- The number of Associates and Preferred Customers who join our business, purchase and sell our products, and stay with our business;
- The opening of new markets;
- The timing of Company-sponsored events, contests, and promotions;
- Fluctuations in currency exchange rates;
- New product introductions;
- The timing of holidays, which may reduce the amount of time that our Associates spend selling products or introducing USANA to potential Associates or Preferred Customers;
- The negative impact of changes in or interpretations of regulations that may limit or restrict our network marketing model or the sale of certain products in some countries;
- The adverse effect of a failure by us or an Associate (or allegations of such failure) to comply with applicable governmental regulations;
- The integration and operation of new information technology systems;
- The inability to introduce new products or the introduction of new products by competitors;
- Entry into one or more of our markets by competitors;
- Availability of raw materials;
- General conditions in the nutritional supplement, personal care, and healthy food industries or the network marketing industry; and
- Consumer perceptions of our products and business.

Because our products are consumed by consumers or applied to their bodies, we are highly dependent upon consumers' perception of the safety, quality, and efficacy of our products and nutritional supplements in general. As a result, substantial negative publicity, whether founded or unfounded, concerning one or more of our products or of other products that are similar to our products could adversely affect our business, financial condition, or results of operations.

As a result of these and other factors, quarterly revenues, expenses, and results of operations could vary significantly in the future, and period-to-period comparisons should not be relied upon as indications of future performance. There can be no assurance that we will be able to increase revenues in future periods or be able to sustain the level of revenue or rate of revenue growth on a quarterly or annual basis that we have sustained in the past. Due to the foregoing factors, future results of operations could be below the expectations of public market analysts and investors. If that occurs, the market price of our common stock would likely decline.

Liquidity and Capital Resources

We have historically met our working capital and capital expenditure requirements by using both net cash flow from operations and by drawing from our line of credit. Our principal source of liquidity is our operating cash flow. Although we are required to maintain cash deposits with banks in certain of our markets, there are currently no material restrictions on our ability to transfer and remit funds among our international markets. In Mainland China, however, our compliance with Chinese accounting and tax regulations promulgated by the State Administration of Foreign Exchange ("SAFE") results in transfer and remittance of our profits and dividends from Mainland China to the

United States on a delayed basis. If SAFE or other Chinese regulators introduce new regulations, or change existing regulations which allow foreign investors to remit profits and dividends earned in China to other countries, our ability to remit profits or pay dividends from Mainland China may be limited in the future. Notwithstanding the foregoing, if we were to repatriate the $18.2 million of cumulative earnings that have been indefinitely reinvested in certain of our markets at January 2, 2016, there would be a tax liability to the Company of approximately $3.1 million.

We have historically generated positive cash flow due to our strong operating margins. Net cash flow from operating activities totaled $111.5 million in 2015, compared with $105.2 million in 2014. Items positively affecting cash flow from operations on a year-over-year basis include: (i) an increase in net earnings (ii) timing of vendor invoices and payments (iii) increase in deferred revenue. These items were partially offset by a high level of cash used to increase inventory in 2015 to build up inventory in support of a facility transition in China, and the launch of a new market.

We generated strong cash flow from operating activities in 2015, cash and cash equivalents increased to $143.2 million at January 2, 2016, from $111.1 million at January 3, 2015. This increase in cash and cash equivalents was primarily due to increased sales and lower share repurchases. Of the $143.2 million cash and cash equivalents held at January 2, 2016, $16.2 million was held in the United States and $127.0 million was held by international subsidiaries. Of the $111.1 million held at January 3, 2015, $37.8 million was held in the United States and $73.3 million was held by international subsidiaries. Net working capital increased to $112.9 million at January 2, 2016, from $82.2 million at January 3, 2015.

We are building a state-of-the-art manufacturing and production facility in China, which we anticipate will become operational during the first half of 2016. This facility has been designed to accommodate 10-20 years of growth in China. We anticipate that this project will require a total investment of approximately $40 million, of which $25.5 million was incurred through 2015. Leases on our existing manufacturing and production facilities in China will be terminated during 2016 following completion of our new facility, and most manufacturing and production activities in China will be transferred to our new facility. In the near term, we will continue to utilize our Tianjin manufacturing facility for our personal care products in China. With our investments in China and expected capital expenditures to support initiatives discussed under "Current Focus and Recent Developments," our total anticipated capital expenditures in 2016 are expected to be between $35 million and $40 million.

We have extended non-revolving credit to the supplier of our nutrition bars to allow this supplier to modify its facility and acquire the necessary equipment to manufacture our bars. Notes receivable from this supplier as of January 2, 2016, were $8.3 million and are included as non-current other assets on the balance sheet.

Line of credit

We have a long-standing relationship with Bank of America. We currently maintain a $75 million credit facility pursuant to an Amended and Restated Credit Agreement ("Credit Agreement") with the bank, which expires in April 2016. On February 19, 2016 we entered into a Second Amendment ("Amendment") to our Credit Agreement, which among other things, extends the term of the Credit Agreement to April 27, 2021. The Amendment also increases the amount we may borrow under the Credit Agreement from $75 million to up to $125 million through October 31, 2016. On November 1, 2016 the amount we may borrow under the Credit Agreement will revert to $75 million for the term of the agreement. The Amendment also increases our consolidated rolling four-quarter adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") covenant from $60.0 million to equal to or greater than $100 million.

Bank guarantees are considered a reduction of the overall availability of credit. As of January 2, 2016, such normal course of business bank guarantees reduced our available borrowing limit by $4.6 million. During 2015, there were no borrowings on this line of credit. As of February 26, 2016, however, we had a balance of $63.0 million on this line of credit.

The agreement for this credit facility contains restrictive covenants, which require us to maintain a consolidated rolling four-quarter adjusted earnings before interest, taxes, depreciation and amortization ("adjusted EBITDA") equal to or greater than $60.0 million, and a ratio of consolidated funded debt to adjusted EBITDA of 2.0 to 1.0 at the end of each quarter. The adjusted EBITDA under this agreement is modified for certain non-cash expenses. As of January 2, 2016, we were in compliance with these covenants. Management is not aware of any issues currently impacting Bank of America's ability to honor their commitment to extend credit under this facility.

Share repurchase

We have a share repurchase plan that has been ongoing since the fourth quarter of 2000. The objective of this plan is to return value to our shareholders. Our Board of Directors has periodically approved additional dollar amounts for share repurchases under that plan. Share repurchases are made from time-to-time, in the open market, through block trades or otherwise, and are based on market conditions, the level of our cash balances, general business opportunities, and other factors. During the fourth quarter of 2015, our Board of Directors authorized $100 million for repurchase under this plan. In 2015, we repurchased and retired 457,000 shares of common stock for $61.2 million, at a weighted average market price of $133.94 per share. At January 2, 2016, the remaining approved repurchase amount under the plan was $100 million. Subsequent to the year ended January 2, 2016 and through February, 26, 2016 the Company repurchased and retired 553 shares for $64,610 pursuant to a preset trading plan meeting the requirements of a Rule 10b5-1 under the Securities Exchange act of 1934 as amended. There currently is no expiration date on the remaining approved repurchase amount and no requirement for future share repurchases.

Summary

We believe that current cash balances, future cash provided by operations, and amounts available under our line of credit will be sufficient to cover our operating and capital needs in the ordinary course of business for the foreseeable future. If we experience an adverse operating environment or unanticipated and unusual capital expenditure requirements, additional financing may be required. No assurance can be given, however, that additional financing, if required, would be available at all or on favorable terms. We might also require or seek additional financing for the purpose of expanding into new markets, growing our existing markets, or for other reasons. Such financing may include the use of additional debt or the sale of additional equity securities. Any financing which involves the sale of equity securities or instruments that are convertible into equity securities could result in immediate and possibly significant dilution to our existing shareholders.

Contractual Obligations and Commercial Contingencies

The following table summarizes our contractual obligations and commitments as of January 2, 2016 and the effect such obligations and commitments are expected to have on our liquidity and cash flow in future periods:

Payments Due By Period
(in thousands)

Contractual Obligations	Total	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Operating Leases	$ 29,967	$ 10,552	$ 15,744	$ 3,671	$ —
Other Commitments	40,565	32,439	6,996	1,130	—
Line of Credit	840	207	292	292	49
Total Contractual Obligations	$ 71,372	$ 43,198	$ 23,032	$ 5,093	$ 49

"Operating Leases" generally provide that property taxes, insurance, and maintenance expenses are the responsibility of the Company. Such expenses are not included in the operating lease amounts that are outlined in the table above.

"Other Commitments" generally include consulting- and IT-related services, investments in brand awareness through corporate and athlete sponsorships as discussed under "Growth Strategy" within Item 1 of this report, facility maintenance, and services related to the events that we hold for our Associates both locally and internationally. Additionally, throughout the year we will enter into various short-term contracts, mostly for services related to events that we hold for our Associates.

The "Line of Credit" has a maturity date of April 2016. On February 19, 2016 we entered into an Amendment to our Credit Agreement, which among other things, extends the term of the Credit Agreement to April 2021. During 2015, there were no borrowings on this line of credit. As of February 26, 2016, however, we had a balance of $63.0 million on this line of credit. Fees on the unused portion of this line are due periodically and are reflected in the table above. If we utilize this line of credit prior to its maturity, we will be required to pay it in full at maturity.

As previously discussed, we are building a state-of-the-art manufacturing and production facility in China, which we anticipate will become operational during the first half of 2016. We anticipate that this project will require a total investment of approximately $40 million, of which $25.5 million was incurred as of January 2, 2016. Of the estimated $10 million - $15 million remaining, approximately $5.6 million is currently under contract and has been included in "Other Commitments" in the table above.

Inflation

We do not believe that inflation has had a material impact on our historical operations or profitability.

Critical Accounting Estimates

Our Consolidated Financial Statements included in this report have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). Our significant accounting policies are described in Note A to the Consolidated Financial Statements included herein. The preparation of financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying footnotes. Those estimates and assumptions are derived and are continually evaluated based on our historical experiences, current facts and circumstances, and on changes in the business environment. Actual results, however, may sometimes differ materially from estimates under different conditions. Critical accounting estimates are defined as both those that are material to the portrayal of our financial condition and results of operations and those that require management's most subjective judgments. We believe that our most critical accounting estimates are described in this section.

Revenue Recognition.

- Revenue is recognized at the estimated point of delivery of the merchandise, at which point the risks and rewards of ownership have passed to the customer. Revenue is recognized when the following four criteria are met: persuasive evidence of a sale arrangement exists, delivery of the product has occurred, the price is fixed or determinable, and payment is reasonably assured. It is not practical for us to track the actual delivery date of each shipment as we ship a high volume of orders through several carriers. Therefore, we use estimates to determine which shipments are delivered and, therefore, recognized as revenue at the end of a period. Our estimates on delivery date largely relate to orders fulfilled in North America and Australia and are based on average shipping transit times, which are calculated using the following factors: (i) the type of shipping carrier (as carriers have different in-transit times); (ii) the delivery destination; and (iii) actual transit time experience, which shows that delivery date is typically one to five business days from the date of shipment. We review and update our estimates on a quarterly basis based on our actual transit time experience. However, actual shipping times may differ from our estimates. The estimated total of shipments that are not delivered at the end of a period is not material nor would a change in the average shipping transit times (1 to 2 days) have a material impact on our consolidated financial statements. Additionally, we require cash or credit card payment prior to shipping and do not extend credit to customers.

- Payments received for undelivered products are recorded as deferred revenue and are included in other current liabilities. Deferred revenue is recognized at the estimated point of delivery of the merchandise. On the occasion that will-call orders are not picked up by customers, we periodically assess the likelihood that customers will exercise their contractual right to pick up orders and recognize revenue when the likelihood is estimated to be remote.

- A provision for product returns and allowances is established and is based on our historical experience.

- Amounts billed to customers for shipping and handling fees are classified as revenue.

- Sales discounts earned under USANA's initial order reward program are considered part of a multiple element revenue arrangement and accordingly are deferred when the first order is placed and recognized as customers place their subsequent two Auto Orders.

- Any compensation paid to an Associate on their personal orders are captured and reported as a reduction to net sales in the form of a sales discount. Management estimates, based on the structure of USANA's Compensation Plan, that an Associate who places an order with sales volume points in a personal sales position will eventually be paid commission on that purchase. Such reduction of revenue for Associates outside of the United States is converted to U.S. Dollars at the average currency exchange rate for the applicable period.

- We collect an annual renewal fee from our Associates that is deferred when it is collected and is recognized as income on a straight-line basis over the subsequent twelve-month period.

Inventory Valuation. Inventories are stated at the lower of cost or market. Cost is determined using a standard costing system which approximates the first-in, first-out method. The components of inventory cost include raw materials, labor, and overhead. Market value is determined using various assumptions with regard to excess or slow-moving inventories, non-conforming inventories, expiration dates, current and future product demand, production planning, and market conditions. A change in any of these variables could affect the valuation of our inventories.

Impairment of Long-Lived Assets, Goodwill, and Indefinite-Lived Intangible Assets. Long-lived assets, including property and equipment and definite-lived intangible assets, are reviewed for impairment whenever events or changes in circumstances exist that indicate the carrying amount of the assets may not be recoverable. Events or changes in circumstances that would indicate the need for impairment testing include, among other factors: operating losses; unused capacity; market value declines; technological developments resulting in obsolescence; changes in demand for products manufactured; changes in competition and competitive practices; uncertainties associated with the world economies; and changes in governmental regulations or actions. When indicators of impairment exist, an estimate of undiscounted net cash flows is used in measuring whether the carrying amount of the asset or related asset group is recoverable. Measurement of the amount of impairment, if any, is based upon the difference between the asset group's carrying value and estimated fair value. Fair value is determined through various valuation techniques, including market and income approaches as considered necessary.

Goodwill represents the excess of purchase price paid over the fair market value of identifiable net assets of companies acquired. Goodwill is not amortized, but rather it is tested at the reporting unit level at least annually for impairment (or more frequently if triggering events or changes in circumstances indicate impairment). Initially, qualitative factors are considered to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Some of these qualitative factors may include macroeconomic conditions, industry and market considerations, a change in financial performance, entity-specific events, a sustained decrease in share price, and consideration of the difference between the fair value and carrying amount of a reporting unit as determined in the most recent quantitative assessment. If, through this qualitative assessment, the conclusion is made that it is more likely than not that a reporting unit's fair value is less than its carrying amount, a two-step quantitative impairment analysis is performed to estimate the fair value of goodwill. The first step involves estimating the fair values of a reporting unit using widely-accepted valuation methodologies including the income and market approaches, which requires the use of estimates and assumptions. These estimates and assumptions include revenue growth rates, discounts rates, and determination of appropriate market comparables. If the fair value of the reporting unit is less than its carrying amount, the second step of the impairment test is performed to measure the amount of the impairment loss. In the second step, the implied fair value of the goodwill is estimated as the fair value of the reporting unit as determined in step one, less fair values of all other net tangible and intangible assets of the reporting unit determined in a manner similar to a purchase price allocation. If the carrying amount of the goodwill exceeds its implied fair value, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill.

Indefinite-lived intangible assets are not amortized; however, they are tested at least annually for impairment or more frequently if events or changes in circumstances exist that may indicate impairment. Initially, qualitative factors are considered to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. If, through this qualitative assessment, the conclusion is made that it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount, a quantitative impairment analysis is performed by comparing the indefinite-lived intangible asset's book value to its estimated fair value. The fair value for indefinite-lived intangible assets is determined through various valuation techniques, including market and income approaches as considered necessary. The amount of any impairment is measured as the difference between the carrying amount and the fair value of the impaired asset. During 2013, 2014, and 2015, no impairment of indefinite-lived intangible assets was recorded.

Determining the fair value of our long-lived assets, goodwill, and indefinite-lived intangible assets as part of these impairment analyses requires significant judgment in estimates and assumptions used under the income and market approaches. A change in any of the estimates or assumptions used could result in impairment.

Accounting for Income Taxes. Income taxes are calculated in each of the jurisdictions in which we operate. This process involves estimating our current tax exposure, together with assessing temporary differences for items treated differently for tax and financial reporting. Tax benefits are recognized from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. Deferred income tax assets are reviewed for recoverability, and valuation allowances are provided, when necessary, to reduce deferred income tax assets to the amounts that are more likely than not to be realized based on our estimate of future taxable income. Should our expectations of taxable income change in future periods, it may be necessary to establish a valuation allowance, which could affect our results of operations in the period such a determination is made.

Judgment is required in assessing the future tax consequences of events that have been recognized in our financial statements or tax returns. Variations in the actual outcome of these future tax consequences could materially impact our financial position, results of operations, or cash flows. Additional information regarding income taxes is available in Note D to the Consolidated Financial Statements herein.

On an interim basis, an estimate is made of what our effective tax rate will be for the full fiscal year, and a quarterly income tax provision in accordance with this anticipated effective rate is recorded. As the fiscal year progresses, we continually refine our estimate based upon actual events and earnings by jurisdiction during the year. This estimation process periodically results in changes to our expected effective tax rate for the fiscal year. When this occurs, we adjust the income tax provision during the quarter in which the change in estimate occurs so that the year-to-date provision equals the expected annual rate.

Equity-Based Compensation. We record compensation expense in the financial statements for equity-based awards based on the grant date fair value and an estimate of forfeitures derived from historical experience. We use the Black-Scholes option pricing model to estimate the fair value of our equity awards, which involves the use of assumptions such as expected volatility, expected term, dividend rate, and risk-free rate. Equity-based compensation expense is recognized on a straight-line basis over the requisite service period, which is generally the vesting period. For more information regarding the assumptions and estimates used in calculating this equity-based compensation expense, see Note J to the Consolidated Financial Statements herein.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Our earnings, cash flows, and financial position are affected by fluctuations in currency exchange rates, interest rates, and other uncertainties that are inherent in doing business and selling product in more than one currency. In addition, our operations are exposed to risks that are associated with changes in social, political, and economic conditions in our international operations. This includes changes in the laws and policies that govern investment in international countries where we have operations, as well as, to a lesser extent, changes in U.S. laws and regulations relating to international trade and investment.

Foreign Currency Risks. Net sales outside the United States represented 78.1%, 81.8%, and 84.8% of our net sales in 2013, 2014, and 2015, respectively. Because a significant portion of our sales are generated outside the United States, currency exchange rate fluctuations may have a significant effect on our sales and earnings. The local currency of each international subsidiary is considered the functional currency, with all revenue and expenses being translated at weighted-average currency exchange rates for the applicable periods. In general, our reported sales and gross profit are affected positively by a weakening of the U.S. dollar and negatively by a strengthening of the U.S. dollar because we manufacture the majority of our products in the United States and sell them to our international subsidiaries in their respective functional currencies. Currency fluctuations, however, have the opposite effect on our Associate incentives and selling, general and administrative expenses. We are unable to reasonably estimate the effect that currency fluctuations may have on our future business, results of operations, or financial condition. This is due to the uncertainty in, and the varying degrees and type of exposure that we face from, fluctuation of various currencies.

Currently our strategy for reducing our exposure to currency fluctuation includes the timely and efficient repatriation of earnings from international markets where such earnings are not considered to be indefinitely reinvested, and settlement of intercompany transactions. Additionally, we may enter into short-term foreign currency credit arrangements in our international markets, primarily as a way to reduce our exposure to negative effects of changes in foreign currency exchange rates. We also from time to time enter into currency exchange contracts to offset foreign currency exposure in various international markets. We do not use derivative financial instruments for trading or speculative purposes. There can be no assurance that our practices will be successful in eliminating all or substantially all of the risks that may be encountered in connection with our currency transactions.

Following are the average exchange rates of currency units to one U.S. dollar for each of the international markets in which we operated as of January 2, 2016 for the quarterly periods indicated:

	2014				2015			
	First	Second	Third	Fourth	First	Second	Third	Fourth
Canadian Dollar	1.10	1.09	1.09	1.14	1.24	1.23	1.31	1.34
Australian Dollar	1.11	1.07	1.08	1.17	1.28	1.29	1.39	1.39
New Zealand Dollar	1.20	1.16	1.19	1.28	1.33	1.38	1.54	1.50
Hong Kong Dollar	7.76	7.75	7.75	7.76	7.76	7.75	7.75	7.75
Japanese Yen	102.8	102.1	103.9	114.4	119.2	121.7	121.9	121.5
New Taiwan Dollar	30.32	30.15	30.05	30.86	31.51	30.83	32.13	32.66
Korean Won	1,069.4	1,028.7	1,025.7	1,090.4	1,104.2	1,100.2	1,173.7	1,158.5
Singapore Dollar	1.27	1.25	1.25	1.30	1.36	1.34	1.40	1.41
Mexican Peso	13.23	12.99	13.12	13.88	14.97	15.36	16.51	16.79
Chinese Yuan	6.10	6.23	6.16	6.15	6.24	6.20	6.32	6.40
Malaysian Ringitt	3.30	3.23	3.19	3.36	3.63	3.66	4.09	4.28
Philippine Peso	44.84	44.12	43.80	44.78	44.44	44.71	46.22	46.95
Thailand Baht	32.63	32.46	32.10	32.72	32.62	33.36	35.40	35.83
Euro	0.73	0.73	0.75	0.80	0.89	0.90	0.90	0.92
Colombian Peso	2,006.0	1,912.9	1,908.4	2,169.8	2,483.7	2,504.0	2,970.6	3,072.5
Indonesia Rupiah	*	*	*	*	*	*	*	13,743.19

* USANA operations had not commenced during the period indicated.

Interest Rate Risks. As of January 2, 2016, we had no outstanding debt, and therefore, we had no direct exposure to interest rate risk. On February 26, 2016, we had an outstanding balance of $63.0 million on our line of credit, with a weighted-average interest rate of 1.3%. This interest rate is computed at the bank's Prime Rate, or LIBOR, adjusted by features specified in our Credit Agreement, with fixed rate term options up to six months. The annual impact on after-tax expense of a 100-basis-point increase in the interest rate on the above balance would not materially affect our earnings. If, however, we are unable to meet the covenants in our Credit Agreement, we would be required to renegotiate the term of the credit under the Credit Agreement, including the interest rate. There can be no assurance that any renegotiated terms of credit would not materially impact our earnings.

Item 8. Financial Statements and Supplementary Data

The Financial Statements and Supplementary Data required by this Item are set forth at the pages indicated at Item 15 below.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information that is required to be disclosed in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including our Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding any required disclosure. In designing and evaluating these disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures.

As of the end of the period covered by this report, our Principal Executive Officer and Principal Financial Officer evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a- 15(e) under the Exchange Act). Based on this evaluation, the Principal Executive Officer and Principal Financial Officer concluded that the disclosure controls and procedures were effective to provide reasonable assurance as of January 2, 2016.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, (as defined in Rule 13a- 15 (f) under the Exchange Act). The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded, as necessary, to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- Provide reasonable assurance regarding the prevention or timely detection of any unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Our management, including our Principal Executive Officer and our Principal Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting as of January 2, 2016. In making this assessment, management used the criteria that have been set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework (2013). Based on its assessment, using those criteria, management concluded that, as of January 2, 2016, the Company's internal control over financial reporting was effective.

The effectiveness of the Company's internal control over financial reporting, as of January 2, 2016, has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended January 2, 2016, that have materially affected or that are reasonably likely to materially affect the Company's internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
USANA Health Sciences, Inc.:

We have audited USANA Health Sciences, Inc.'s internal control over financial reporting as of January 2, 2016, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). USANA Health Sciences, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, USANA Health Sciences, Inc. maintained, in all material respects, effective internal control over financial reporting as of January 2, 2016, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of USANA Health Sciences, Inc. and subsidiaries as of January 2, 2016 and January 3, 2015, and the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended January 2, 2016, and our report dated March 1, 2016 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Salt Lake City, Utah
March 1, 2016

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Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information for this Item is incorporated by reference to the definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act.

Item 11. Executive Compensation

The information for this Item is incorporated by reference to the definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information for this Item is incorporated by reference to the definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information for this Item is incorporated by reference to the definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act.

Item 14. Principal Accounting Fees and Services

The information for this Item is incorporated by reference to the definitive proxy statement to be filed pursuant to Regulation 14A under the Exchange Act.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this Form:

1. *Financial Statements*

2. *Financial Statement Schedules.*

For the years ended December 28, 2013, January 3, 2015, and January 2, 2016

Schedule II—Valuation and Qualifying Accounts

3. *Exhibits.*

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation (incorporated by reference to Current Report on Form 8-K, filed April 25, 2006)
3.2	Bylaws (incorporated by reference to Current Report on Form 8-K, filed April 25, 2006)
4.1	Specimen Stock Certificate for Common Stock (incorporated by reference to Registration Statement on Form 10, File No. 0-21116, effective April 16, 1993)
10.1	USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Current Report on Form 8-K, filed April 25, 2006)*
10.2	Form of Stock Option Agreement for award of non-statutory stock options to employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Current Report on Form 8-K, filed April 26, 2006)*
10.3	Form of Stock Option Agreement for award of non-statutory stock options to directors who are not employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Current Report on Form 8-K, filed April 26, 2006)*
10.4	Form of Incentive Stock Option Agreement for award of incentive stock options to employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Current Report on Form 8-K, filed April 26, 2006)*
10.5	Form of Stock-Settled Stock Appreciation Rights Award Agreement for award of stock-settled stock appreciation rights to employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Current Report on Form 8-K, filed April 26, 2006)*
10.6	Form of Stock-Settled Stock Appreciation Rights Award Agreement for award of stock-settled stock appreciation rights to directors who are not employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Current Report on Form 8-K, filed April 26, 2006)*
10.7	Form of Deferred Stock Unit Award Agreement for grants of deferred stock units to directors who are not employees under the USANA Health Sciences, Inc. 2006 Equity Incentive Award Plan (incorporated by reference to Current Report on Form 8-K, filed April 26, 2006)*
10.8	Form of Indemnification Agreement between the Company and its directors (incorporated by reference to Current Report on Form 8-K, filed May 24, 2006)*
10.9	Form of Indemnification Agreement between the Company and certain of its officers (Incorporated by reference to Report on Form 8-K, filed May 24, 2006)*
10.10	Share Purchase Agreement, dated as of August 16, 2010, among USANA Health Sciences, Inc., Petlane, Inc., Yaolan Ltd., and BabyCare Holdings Ltd. (Incorporated by Reference to Report on Form 8-K, filed August 16, 2010)
10.11	Amended and Restated Credit Agreement, dated as of April 27, 2011 (Incorporated by reference to Report on Form 8-K, filed April 28, 2011)
10.12	Form of Executive Confidentiality, Non-Disclosure and Non-Solicitation Agreement (incorporated by reference to Quarterly Report on Form 10-Q for the period ended October 1, 2011, filed November 9, 2011)*

Exhibit Number	Description
10.13	Separation and Release of Claims Agreement dated as of December 21, 2012 by and between USANA Health Sciences, Inc. and Roy Truett (incorporated by reference to Report on Form 8-K/A, filed December 26, 2012)*
10.14	Amendment to Confidentiality, Non-Disclosure and Non-Solicitation Agreement dated as of December 21, 2012 by and between USANA Health Sciences, Inc. and Roy Truett (incorporated by reference to Report on Form 8-K/A, filed December 26, 2012)*
10.15	Amendment to Amended and Restated Credit Agreement, dated as of July 18, 2013 (Incorporated by reference to Report on Form 8-K, filed July 23, 2013)
10.16	USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed July 31, 2015)
10.17	Form of Stock-Settled Stock Appreciation Rights Award Agreement for employees under the USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed July 31, 2015)*
10.18	Form of Stock-Settled Stock Appreciation Rights Award Agreement for non-employee directors under the USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed July 31, 2015)*
10.19	Form of Restricted Stock Unit Award Agreement for employees under the USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed July 31, 2015) *
10.20	Form of Restricted Stock Unit Award Agreement for non-employee directors under the USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed July 31, 2015)
10.21	Form of Deferred Stock Unit Award Agreement for grants of deferred stock units to non-employee director under the USANA Health Sciences, Inc. 2015 Equity Incentive Award Plan (incorporated by reference to Report on Form 8-K, filed July 31, 2015)
10.22	Second Amendment to the Amended and Restated Credit Agreement and Amendment to loan documents (incorporated by reference to Report on Form 8-K, filed February 23, 2016)
11.1	Computation of Net Income per Share (included in Notes to Consolidated Financial Statements)
14	Code of Ethics of USANA Health Sciences, Inc. (posted on the Company's Internet web site at www.usanahealthsciences.com)
21	Subsidiaries of the Registrant, as of February 26, 2016 (filed herewith)
23.1	Consent of Independent Registered Public Accounting Firm (KPMG LLP) (filed herewith)
31.1	Certification of Principal Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
31.2	Certification of Principal Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.1	Certification of Principal Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 (filed herewith)

Exhibit Number	Description
32.2	Certification of Principal Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 (filed herewith)
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Denotes a management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

USANA Health Sciences, Inc.

By: /s/ DAVID A. WENTZ

David A. Wentz
Principal Executive Officer

Date: March 1, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ MYRON W. WENTZ Myron W. Wentz, PhD	Chairman	March 1, 2016
/s/ DAVID A. WENTZ David A. Wentz	Co-Chief Executive Officer (Principal Executive Officer)	March 1, 2016
/s/ RONALD S. POELMAN Ronald S. Poelman	Director	March 1, 2016
/s/ ROBERT ANCIAUX Robert Anciaux	Director	March 1, 2016
/s/ JERRY G. MCCLAIN Jerry G. McClain	Director	March 1, 2016
/s/ GILBERT A. FULLER Gilbert A. Fuller	Director	March 1, 2016
/s/ PAUL A. JONES Paul A. Jones	Chief Financial Officer (Principal Financial and Accounting Officer)	March 1, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
USANA Health Sciences, Inc.:

We have audited the accompanying consolidated balance sheets of USANA Health Sciences, Inc. and subsidiaries as of January 2, 2016 and January 3, 2015, and the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended January 2, 2016. In connection with our audits of the consolidated financial statements, we also have audited financial statement schedule II. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of USANA Health Sciences, Inc. and subsidiaries as of January 2, 2016 and January 3, 2015, and the results of their operations and their cash flows for each of the years in the three-year period ended January 2, 2016, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), USANA Health Sciences, Inc.'s internal control over financial reporting as of January 2, 2016, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 1, 2016 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Salt Lake City, Utah
March 1, 2016

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands, except par value)

	As of January 3, 2015	As of January 2, 2016
ASSETS		
Current assets		
Cash and cash equivalents	$ 111,126	$ 143,210
Inventories	45,248	66,119
Prepaid expenses and other current assets	34,553	34,935
Total current assets	190,927	244,264
Property and equipment, net	71,164	87,982
Goodwill	17,941	17,432
Intangible assets, net	40,952	38,269
Deferred tax assets	5,933	9,844
Other assets	23,667	25,446
	$ 350,584	$ 423,237
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 7,779	$ 10,043
Other current liabilities	100,926	121,369
Total current liabilities	108,705	131,412
Deferred tax liabilities	10,601	9,822
Other long-term liabilities	1,114	1,151
Stockholders' equity		
Common stock, $0.001 par value; Authorized—50,000 shares, issued and outstanding 12,633 as of January 3, 2015 and 12,488 as of January 2, 2016	13	13
Additional paid-in capital	61,613	69,740
Retained earnings	166,406	214,875
Accumulated other comprehensive income	2,132	(3,776)
Total stockholders' equity	230,164	280,852
	$ 350,584	$ 423,237

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands, except per share data)

	Year Ended		
	2013	2014	2015
Net sales	$ 718,175	$ 790,471	$ 918,499
Cost of sales	127,435	140,794	159,682
Gross profit	590,740	649,677	758,817
Operating expenses:			
Associate incentives	307,820	349,044	408,160
Selling, general and administrative	166,208	184,531	208,995
Total operating expenses	474,028	533,575	617,155
Earnings from operations	116,712	116,102	141,662
Other income (expense):			
Interest income	464	500	1,116
Interest expense	(1)	(129)	(15)
Other, net	(594)	(820)	(174)
Other income (expense), net	(131)	(449)	927
Earnings before income taxes	116,581	115,653	142,589
Income taxes	37,557	39,017	47,917
Net earnings	$ 79,024	$ 76,636	$ 94,672
Earnings per common share			
Basic	$ 5.77	$ 5.80	$ 7.44
Diluted	$ 5.56	$ 5.60	$ 7.18
Weighted average common shares outstanding			
Basic	13,695	13,221	12,730
Diluted	14,204	13,689	13,177
Comprehensive income:			
Net earnings	$ 79,024	$ 76,636	$ 94,672
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustment	(1,458)	(4,492)	(9,283)
Tax benefit (expense) related to foreign currency translation adjustment	316	830	3,375
Other comprehensive income (loss), net of tax	(1,142)	(3,662)	(5,908)
Comprehensive income	$ 77,882	$ 72,974	$ 88,764

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

Years ended December 28, 2013; January 3, 2015; and January 2, 2016

(in thousands)

	Common Stock Shares	Common Stock Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at December 29, 2012	13,821	$ 14	$ 43,822	$ 134,800	$ 6,936	$ 185,572
Net earnings				79,024		79,024
Other comprehensive income (loss), net of tax					(1,142)	(1,142)
Equity-based compensation expense			7,624			7,624
Common stock repurchased and retired	(414)		(4,284)	(13,801)		(18,085)
Common stock issued under equity award plans	479		454			454
Tax benefit from equity award activity			7,075			7,075
Balance at December 28, 2013	13,886	14	54,691	200,023	5,794	260,522
Net earnings				76,636		76,636
Other comprehensive income (loss), net of tax					(3,662)	(3,662)
Equity-based compensation expense			9,805			9,805
Common stock repurchased and retired	(1,927)	(2)	(28,564)	(110,253)		(138,819)
Common stock issued under equity award plans	674	1	10,969			10,970
Tax benefit from equity award activity			14,712			14,712
Balance at January 3, 2015	12,633	13	61,613	166,406	2,132	230,164
Net earnings				94,672		94,672
Other comprehensive income (loss), net of tax					(5,908)	(5,908)
Equity-based compensation expense			11,081			11,081
Common stock repurchased and retired	(457)		(14,978)	(46,203)		(61,181)
Common stock issued under equity award plans	312					—
Tax benefit from equity award activity			12,024			12,024
Balance at January 2, 2016	12,488	$ 13	$ 69,740	$ 214,875	$ (3,776)	$ 280,852

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Year Ended 2013	Year Ended 2014	Year Ended 2015
Cash flows from operating activities			
Net earnings	$ 79,024	$ 76,636	$ 94,672
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities			
Depreciation and amortization	9,044	8,810	9,978
(Gain) loss on sale of property and equipment	(16)	46	3
Equity-based compensation expense	7,624	9,805	11,081
Excess tax benefits from equity-based payment arrangements	(7,466)	(14,834)	(12,024)
Deferred income taxes	814	(1,039)	(2,572)
Changes in operating assets and liabilities:			
Inventories	(11,783)	1,102	(23,071)
Prepaid expenses and other assets	(8,465)	(3,789)	(2,047)
Income tax payable related to tax benefit from equity award activity	7,075	14,712	12,024
Accounts payable	2,790	(1,337)	2,481
Other liabilities	20,252	15,073	20,941
Net cash provided by (used in) operating activities	98,893	105,185	111,466
Cash flows from investing activities			
Additions to notes receivable	(4,942)	(4,495)	(1,580)
Purchases of investment securities held-to-maturity	(8,643)	(3,871)	—
Maturities of investment securities	—	12,511	—
Proceeds from sale of property and equipment	47	10	185
Purchases of property and equipment	(8,051)	(20,421)	(23,729)
Net cash provided by (used in) investing activities	(21,589)	(16,266)	(25,124)
Cash flows from financing activities			
Proceeds from equity awards exercised	454	10,970	—
Excess tax benefits from equity-based payment arrangements	7,466	14,834	12,024
Repurchase of common stock	(18,085)	(138,819)	(61,181)
Borrowings on line of credit	—	30,000	—
Payments on line of credit	—	(30,000)	—
Net cash provided by (used in) financing activities	(10,165)	(113,015)	(49,157)
Effect of exchange rate changes on cash and cash equivalents	(635)	(2,121)	(5,101)
Net increase (decrease) in cash and cash equivalents	66,504	(26,217)	32,084
Cash and cash equivalents, beginning of period	70,839	137,343	111,126
Cash and cash equivalents, end of period	$ 137,343	$ 111,126	$ 143,210
Supplemental disclosures of cash flow information			
Cash paid during the period for:			
Interest	$ 1	$ 136	$ 15
Income taxes	26,952	26,955	35,782
Non-cash investing activities:			
Credits on notes receivable	198	720	966
Accrued purchases of property and equipment	—	1,805	6,863

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

USANA Health Sciences, Inc. develops and manufactures high-quality nutritional and personal care products that are sold internationally through a global network marketing system, which is a form of direct selling. The Consolidated Financial Statements include the accounts and operations of USANA Health Sciences, Inc. and its wholly-owned subsidiaries (collectively, the "Company" or "USANA") in two geographic regions: Asia Pacific, and Americas and Europe. Asia Pacific is further divided into three sub-regions: Greater China, Southeast Asia Pacific, and North Asia. Greater China includes Hong Kong, Taiwan and China; Southeast Asia Pacific includes Australia, New Zealand, Singapore, Malaysia, the Philippines, Thailand, and Indonesia; North Asia includes Japan, and South Korea. Americas and Europe includes the United States, Canada, Mexico, Colombia, the United Kingdom, France, Belgium, and the Netherlands.

Principles of consolidation and basis of presentation

The accompanying Consolidated Financial Statements include the accounts and operations of USANA Health Sciences, Inc. and its wholly-owned subsidiaries. All inter-company accounts and transactions have been eliminated in consolidation. The accounting and reporting policies of the Company conform with accounting principles generally accepted in the United States of America ("US GAAP").

Use of estimates

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates for the Company relate to revenue recognition, inventory obsolescence, goodwill and other intangible assets, equity-based compensation, and income taxes. Actual results could differ from those estimates. These estimates may be adjusted as more current information becomes available, and any adjustment could be significant.

Fiscal year

The Company operates on a 52-53 week year, ending on the Saturday closest to December 31. Fiscal years 2013 and 2015, were 52-week years. Fiscal year 2014 was a 53-week year. Fiscal year 2013 covered the period December 30, 2012 to December 28, 2013 (hereinafter 2013). Fiscal year 2014 covered the period December 29, 2013 to January 3, 2015 (hereinafter 2014). Fiscal year 2015 covered the period January 4, 2015 to January 2, 2016 (hereinafter 2015).

Fair value measurements

The Company measures at fair value certain of its financial and non-financial assets and liabilities by using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

orderly transaction between market participants at the measurement date, essentially an exit price, based on the highest and best use of the asset or liability. The levels of the fair value hierarchy are:

- Level 1 inputs are quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.
- Level 2 inputs are from other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable and are used to measure fair value in situations where there is little, if any, market activity for the asset or liability at the measurement date.

As of January 3, 2015 and January 2, 2016, the following financial assets and liabilities were measured at fair value on a recurring basis using the type of inputs shown:

		Fair Value Measurements Using		
		Inputs		
	January 3, 2015	Level 1	Level 2	Level 3
Money market funds included in cash equivalents	$ 4,833	$ 4,833	$ —	$ —

		Fair Value Measurements Using		
		Inputs		
	January 2, 2016	Level 1	Level 2	Level 3
Money market funds included in cash equivalents	$ 14,460	$ 14,460	$ —	$ —

There were no transfers of financial assets or liabilities between Level 1 and Level 2 inputs for the years ended 2014 and 2015.

The majority of the Company's non-financial assets, which include goodwill, intangible assets, and property and equipment, are not required to be carried at fair value on a recurring basis. However, if certain triggering events occur (or tested at least annually for goodwill and indefinite-lived intangibles) such that a non-financial asset is required to be evaluated for impairment, an impairment charge is recorded to reduce the carrying value to the fair value, if the carrying value exceeds the fair value. For the years ended 2013, 2014, and 2015, there were no non-financial assets measured at fair value on a non-recurring basis.

Fair value of financial instruments

At January 3, 2015 and January 2, 2016, the Company's financial instruments include cash equivalents, accounts receivable, restricted cash, notes receivable, and accounts payable. The recorded values of cash equivalents, accounts receivable, restricted cash, and accounts payable approximate their fair values, based on their short-term nature. The carrying value of the notes receivable approximate fair value because the variable interest rates in the notes reflect current market rates.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Translation of foreign currencies

The functional currency of the Company's foreign subsidiaries is the local currency of their country of domicile. Assets and liabilities of the foreign subsidiaries are translated into U.S. dollar amounts at month-end exchange rates. Revenue and expense accounts are translated at the weighted-average rates for the monthly accounting period to which they relate. Equity accounts are translated at historical rates. Foreign currency translation adjustments are accumulated as a component of other comprehensive income. Gains and losses from foreign currency transactions are included in the "Other, net" component of Other income (expense) in the Company's consolidated statements of comprehensive income.

Cash and cash equivalents

The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase to be cash equivalents. Cash equivalents as of January 3, 2015 and January 2, 2016 consisted primarily of money market fund investments, and amounts receivable from credit card processors.

Amounts receivable from credit card processors are considered cash equivalents because they are both short-term and highly liquid in nature and are typically converted to cash within three days of the sales transaction. Amounts receivable from credit card processors as of January 3, 2015 and January 2, 2016 totaled $6,209 and $12,516, respectively.

Restricted Cash

The Company is required to maintain cash deposits with banks in certain subsidiary locations for various operating purposes. The most significant of these cash deposits relates to a deposit held at a bank in China, the balance of which was $3,222 as of January 3, 2015, and $3,080 as of January 2, 2016. This deposit is required for the application of direct sales licenses by the Ministry of Commerce and the State Administration for Industry & Commerce of the People's Republic of China, and will continue to be restricted during the periods while the Company holds these licenses. Restricted cash is included in the "Other assets" line item in the Company's consolidated balance sheets.

Inventories

Inventories are stated at the lower of cost or market. Cost is determined using a standard costing system which approximates the first-in, first-out method. The components of inventory cost include raw materials, labor, and overhead. Market value is determined using various assumptions with regard to excess or slow-moving inventories, non-conforming inventories, expiration dates, current and future product demand, production planning, and market conditions. A change in any of these variables could result in an adjustment to inventory.

Accounts Receivable

Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company maintains an allowance for doubtful accounts for estimated losses inherent in its accounts receivable portfolio. In establishing the required allowance, management considers historical losses adjusted to

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

take into account current market conditions and our customers' financial condition, the amount of receivables in dispute, and the current receivables aging and current payment patterns. The Company reviews its allowance for doubtful accounts regularly. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Accounts Receivable is included in "Prepaid expenses and other current assets" line item in the Company's consolidated balance sheets.

Income taxes

The Company accounts for income taxes using the asset and liability method, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of the differences between the financial statement assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates that are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax expense or benefit is the result of changes in deferred tax assets and liabilities. The Company evaluates the probability of realizing the future benefits of its deferred tax assets and provides a valuation allowance for the portion of any deferred tax assets where the likelihood of realizing an income tax benefit in the future does not meet the "more-likely-than-not" criteria for recognition. The Company recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. The Company recognizes interest and penalties related to unrecognized tax benefits in income taxes. Deferred taxes are not provided on the portion of undistributed earnings of subsidiaries outside of the United States when these earnings are considered indefinitely reinvested.

Property and equipment

Property and equipment are recorded at cost. Maintenance, repairs, and renewals, which neither materially add to the value of the property nor appreciably prolong its life, are charged to expense as incurred. Depreciation is provided in amounts sufficient to relate the cost of depreciable assets to operations over the estimated useful lives of the related assets. The straight-line method of depreciation and amortization is followed for financial statement purposes. Leasehold improvements are amortized over the shorter of the life of the respective lease or the useful life of the improvements. Property and equipment are reviewed for impairment whenever events or changes in circumstances exist that indicate the carrying amount of an asset may not be recoverable. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period.

Notes receivable

Notes receivable consists primarily of a secured loan to a third-party supplier of the Company's nutrition bars and are included in the "Other assets" line item in the Company's consolidated balance

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

sheets. The Company has extended non-revolving credit to this supplier to allow them to acquire equipment that is necessary to manufacture the USANA nutrition bars. This relationship provides improved supply chain stability for USANA and creates a mutually beneficial relationship between the parties. Notes receivable are valued at their unpaid principal balance plus any accrued but unpaid interest, which approximates fair value. Interest accrues at an annual interest rate of LIBOR plus 400 basis points. The note has a maturity date of February 1, 2024 and will be repaid by a combination of cash payments and credits for the manufacture of USANA's nutrition bars. Manufacturing credits applied during 2014 and 2015 were $720 and $966, respectively. There is no prepayment penalty. Notes receivable from this supplier as of January 3, 2015, and January 2, 2016, were $8,519, and $8,339, respectively.

The third-party supplier is considered to be a variable interest entity; however, the Company is not the primary beneficiary due to the inability to direct the activities that most significantly affect the third-party supplier's economic performance. The Company does not absorb a majority of the third-party supplier's expected losses or returns. Consequentially, the financial information of the third-party supplier is not consolidated. The maximum exposure to loss as a result of the Company's involvement with the third-party supplier is limited to the carrying value of the note receivable due from the third-party supplier.

Goodwill

Goodwill represents the excess of the purchase price over the fair market value of identifiable net assets of acquired companies. Goodwill is not amortized, but rather is tested at the reporting unit level at least annually for impairment or more frequently if triggering events or changes in circumstances indicate impairment. Initially, qualitative factors are considered to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Some of these qualitative factors may include macroeconomic conditions, industry and market considerations, a change in financial performance, entity-specific events, a sustained decrease in share price, and consideration of the difference between the fair value and carrying amount of a reporting unit as determined in the most recent quantitative assessment. If, through this qualitative assessment, the conclusion is made that it is more likely than not that a reporting unit's fair value is less than its carrying amount, a two-step quantitative impairment analysis is performed. The first step involves estimating the fair value of a reporting unit using widely-accepted valuation methodologies including the income and market approaches, which requires the use of estimates and assumptions. These estimates and assumptions include revenue growth rates, discounts rates, and determination of appropriate market comparables. If the fair value of the reporting unit is less than its carrying amount, the second step of the impairment test is performed to measure the amount of the impairment loss. In the second step, the implied fair value of the goodwill is estimated as the fair value of the reporting unit as determined in step one, less fair values of all other net tangible and intangible assets of the reporting unit determined in a manner similar to a purchase price allocation. If the carrying amount of the goodwill exceeds its implied fair value, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill. During 2013, 2014, and 2015, no impairment of goodwill was recorded.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets

Intangible assets represent long-lived and indefinite-lived intangible assets acquired in connection with the purchase of the Company's China subsidiary in 2010. Long-lived intangible assets are amortized over their related useful lives, using a straight-line or accelerated method consistent with the underlying expected future cash flows related to the specific intangible asset. Long-lived intangible assets are reviewed for impairment whenever events or changes in circumstances exist that indicate the carrying amount of an asset may not be recoverable. When indicators of impairment exist, an estimate of undiscounted net cash flows is used in measuring whether the carrying amount of the asset or related asset group is recoverable. Measurement of the amount of impairment, if any, is based upon the difference between the asset group's carrying value and estimated fair value. Fair value is determined through various valuation techniques, including market and income approaches as considered necessary.

Indefinite-lived intangible assets are not amortized; however, they are tested at least annually for impairment or more frequently if events or changes in circumstances exist that may indicate impairment. Initially, qualitative factors are considered to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. If, through this qualitative assessment, the conclusion is made that it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount, a quantitative impairment analysis is performed by comparing the indefinite-lived intangible asset's book value to its estimated fair value. The fair value for indefinite-lived intangible assets is determined through various valuation techniques, including market and income approaches as considered necessary. The amount of any impairment is measured as the difference between the carrying amount and the fair value of the impaired asset. During 2013, 2014, and 2015, no impairment of indefinite-lived intangible assets was recorded.

Self insurance

The Company is self-insured, up to certain limits, for employee group health claims. The Company has purchased stop-loss insurance on both an individual and an aggregate basis, which will reimburse the Company for individual claims in excess of $125 and aggregate claims that are greater than 100% of projected claims. A liability is accrued for all unpaid claims. Total expense under this self insurance program was $5,281, $7,019 and $7,287 in 2013, 2014 and 2015, respectively.

Common stock and additional paid-in capital

The Company records cash that it receives upon the exercise of equity awards by crediting common stock and additional paid-in capital. The Company received $454, and $10,970 in cash proceeds from the exercise of equity awards in 2013 and 2014, respectively. There were no cash proceeds from the exercise of equity awards in 2015. The Company also realizes an income tax benefit from the exercise of certain equity awards.

Upon exercise, the related deferred tax assets are reversed and the difference between the deferred tax assets and the realized tax benefit creates a tax windfall or shortfall that increases or decreases the additional paid-in capital pool ("APIC Pool"). If the APIC Pool is reduced to zero,

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

additional shortfalls are treated as a current tax expense. The total tax benefit recorded in additional paid-in capital was $7,075, $14,712, and $12,024, in 2013, 2014, and 2015, respectively.

The Company has a stock repurchase plan in place that has been authorized by the Board of Directors. As of January 2, 2016, $100,000 was available to repurchase shares under this plan. The Company expended $18,085, $138,819, and $61,181 to repurchase and retire shares during 2013, 2014, and 2015, respectively. The excess of the repurchase price over par value is allocated between additional paid-in capital and retained earnings on a pro-rata basis. There currently is no expiration date on the remaining approved repurchase amount and no requirement for future share repurchases.

Revenue recognition and deferred revenue

Revenue is recognized at the estimated point of delivery of the merchandise, at which point the risks and rewards of ownership have passed to the customer. Revenue is realizable when the following four criteria are met: persuasive evidence of a sale arrangement exists, delivery of the product has occurred, the price is fixed or determinable, and payment is reasonably assured.

The Company receives payment, primarily via credit card, for the sale of products at the time customers place orders. Sales and related fees such as shipping and handling, net of applicable sales discounts, are recorded as revenue when the product is delivered and when title and the risk of ownership passes to the customer. Payments received for undelivered products are recorded as deferred revenue and are included in other current liabilities. Deferred revenue is recognized at the estimated point of delivery of the merchandise. On the occasion that will-call orders are not picked up by customers, we periodically assess the likelihood that customers will exercise their contractual right to pick up orders and recognize revenue when the likelihood is estimated to be remote. Certain incentives offered on the sale of our products, including sales discounts, are classified as a reduction of revenue. Sales discounts earned under USANA's initial order reward program are considered part of a multiple element revenue arrangement and accordingly are deferred when the first order is placed and recognized as customers place their subsequent two Auto Orders. A provision for product returns and allowances is recorded and is based on historical experience. Additionally, the Company collects an annual account renewal fee from Associates that is deferred upon receipt and is recognized as income on a straight-line basis over the subsequent twelve-month period.

Taxes that have been assessed by governmental authorities and that are directly imposed on revenue-producing transactions between the Company and its customers, including sales, use, value-added, and some excise taxes, are presented on a net basis in the consolidated statements of comprehensive income (excluded from net sales).

Product return policy

All first-time product orders that are returned within the first 30 days following purchase are refunded at 100% of the sales price. After the first order, all other returned product that is unused and resalable is refunded up to one year from the date of purchase at 100% of the sales price. This standard policy differs slightly in a few of our international markets due to the regulatory environment in those markets. According to the terms of the Associate agreement, return of product where the purchase amount exceeds one hundred dollars and was not damaged at the time of receipt by the

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Associate may result in cancellation of the Associate's distributorship. Depending upon the conditions under which product was returned, customers may either receive a refund based on their original form of payment, or credit on account for a product exchange. Product returns totaled approximately 0.9% of net sales in 2013, 0.8% of net sales in 2014, and 0.6% of net sales in 2015.

Shipping and handling costs

The Company's shipping and handling costs are included in cost of sales for all periods presented.

Associate incentives

Associate incentives expenses include all forms of commissions, and other incentives paid to our Associates, less commissions paid to Associates on personal purchases, which are considered a sales discount and are reported as a reduction to net sales.

Selling, general and administrative

Selling, general and administrative expenses include wages and benefits, depreciation and amortization, rents and utilities, Associate event costs, advertising and professional fees, marketing, and research and development expenses.

Equity-based compensation

The Company records compensation expense in the financial statements for equity-based awards based on the grant date fair value and an estimate of forfeitures derived from historical experience. Equity-based compensation expense is recognized under the straight-line method over the period that service is provided, which is generally the vesting term. Further information regarding equity awards can be found in Note J—Equity-Based Compensation.

Advertising

Advertising costs are charged to expense as incurred and are presented as part of selling, general and administrative expense. Advertising expense totaled $3,650 in 2013, $4,942 in 2014 and $13,766 in 2015.

Research and development

Research and development costs are charged to expense as incurred and are presented as part of selling, general and administrative expense. Research and development expense totaled $5,083 in 2013, $5,128 in 2014 and $6,420 in 2015.

Earnings per share

Basic earnings per common share (EPS) are based on the weighted-average number of common shares that were outstanding during each period. Diluted earnings per common share include the effect of potentially dilutive common shares calculated using the treasury stock method, which include in-the-money, equity-based awards that have been granted but have not been issued.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued an Accounting Standard Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." ASU 2014-09 includes a five-step process by which entities will recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which an entity expects to be entitled in exchange for those goods or services. The standard also will require enhanced disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. In July 2015, the FASB announced a decision to defer the effective date of this ASU. ASU 2014-09 is effective for annual and interim reporting periods beginning after December 15, 2017, with early adoption permitted for annual and interim reporting periods beginning after December 15, 2016. The Company is currently evaluating the impact ASU 2014-09 will have on its consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis". This standard modifies existing consolidation guidance for reporting companies that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 is effective for fiscal years and interim periods within those years beginning after December 15, 2015, and requires either a retrospective or a modified retrospective approach to adoption. The Company is currently evaluating the impact ASU 2015-02 will have on its consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-05, "Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement". This ASU provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The ASU is effective for annual and interim reporting periods beginning after December 15, 2016. Early adoption is permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is currently evaluating the impact ASU 2015-05 will have on its consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, "Inventory (Topic 330): Simplifying the Measurement of Inventory". For entities that do not measure inventory using the last-in, first-out or retail inventory method, ASU 2015-11 changes the measurement principle for inventory from the lower of cost or market to lower of cost and net realizable value, where net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The ASU is effective for annual and interim reporting periods beginning after December 15, 2016. The Company is currently evaluating the impact ASU 2015-11 will have on its consolidated financial statements.

In November 2015, the FASB issued ASU No. 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes". The ASU requires entities with a classified balance sheet to present all deferred tax assets and liabilities as noncurrent. The ASU is effective for annual and interim periods

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE A—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

in fiscal years beginning after December 15, 2016. Early adoption is permitted at the beginning of an interim or annual period and requires either a prospective or retrospective approach to adoption. The Company is currently evaluating the impact ASU 2015-17 will have on its consolidated financial statements.

NOTE B—INVENTORIES

Inventories consist of the following:

	January 3, 2015	January 2, 2016
Raw materials	$ 15,127	$ 22,529
Work in progress	7,545	8,701
Finished goods	22,576	34,889
	$ 45,248	$ 66,119

NOTE C—PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consist of the following:

	January 3, 2015	January 2, 2016
Prepaid insurance	$ 1,507	$ 1,727
Other prepaid expenses	3,094	3,862
Federal income taxes receivable	7,370	7,080
Miscellaneous receivables, net	3,656	4,704
Deferred commissions	3,618	3,305
Deferred tax assets	9,683	9,674
Other current assets	5,625	4,583
	$ 34,553	$ 34,935

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE D—INCOME TAXES

Income tax expense (benefit) included in income from net earnings consists of the following:

	Year ended 2013	2014	2015
Current			
Federal	$ 26,233	$ 22,362	$ 17,492
State	94	1,056	464
Foreign	9,626	16,265	32,198
Total Current	35,953	39,683	50,154
Deferred			
Federal	5,507	(1,096)	(5,220)
State	(5)	(43)	(155)
Foreign	(3,898)	473	3,138
Total Deferred	1,604	(666)	(2,237)
	$ 37,557	$ 39,017	$ 47,917

The income tax provision, as reconciled to the tax computed at the federal statutory rate of 35% for 2013, 2014, and 2015, is as follows:

	Year ended 2013	2014	2015
Federal income taxes at statutory rate	$ 40,803	$ 40,479	$ 49,906
State income taxes, net of federal tax benefit	102	653	670
Qualified production activities deduction	(1,700)	(887)	(952)
Foreign rate differential	(890)	(603)	(461)
U.S. research credit	(206)	(293)	(425)
All other, net	(552)	(332)	(821)
	$ 37,557	$ 39,017	$ 47,917

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE D—INCOME TAXES (Continued)

The significant categories of deferred taxes are as follows:

	January 3, 2015	January 2, 2016
Deferred tax assets		
Inventory	$ 3,024	$ 3,341
Accruals not currently deductible	4,427	5,892
Equity-based compensation expense	2,822	4,476
Intangible assets	10,107	9,283
Net operating losses	526	110
Accumulated other comprehensive income	—	988
Other	4,543	3,428
Gross deferred tax assets	25,449	27,518
Valuation allowance	(526)	(607)
Net deferred tax assets	24,923	26,911
Deferred tax liabilities		
Depreciation/amortization	(6,171)	(6,137)
Accumulated other comprehensive income	(1,994)	—
Prepaid expenses	(1,431)	(1,566)
Intangible assets	(10,107)	(9,283)
Other	(5,473)	(4,663)
Gross deferred tax liabilities	(25,176)	(21,649)
Net deferred taxes	$ (253)	$ 5,262

The Components of deferred taxes, net on a jurisdiction basis are as follows:

	January 3, 2015	January 2, 2016
Net current deferred tax assets	$ 9,683	$ 9,674
Net noncurrent deferred tax assets	5,933	9,844
Net current deferred tax liabilities	(5,268)	(4,434)
Net noncurrent deferred tax liabilities	(10,601)	(9,822)
Net deferred taxes	$ (253)	$ 5,262

At January 2, 2016, the Company had foreign operating loss carry forwards of approximately $384. If these operating losses are not used, a portion of them will begin to expire in 2017. A valuation allowance of $110 has been placed on these foreign operating loss carry forwards. The valuation allowance is determined using a more likely than not realization criteria and is based upon all available positive and negative evidence, including future reversals of temporary differences. A future increase or decrease in the current valuation allowance is not expected to impact the income tax provision due to the Company's ability to fully utilize foreign tax credits associated with taxable income in these jurisdictions.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE D—INCOME TAXES (Continued)

The Company has not recognized a deferred tax liability for the undistributed earnings of certain of its foreign operations that arose during 2015 and in prior years as the Company considers these earnings to be indefinitely reinvested. As of January 2, 2016, the undistributed earnings of these subsidiaries was $18,163. The repatriation of these earnings would result in a tax liability to the Company of approximately $3,071.

The Company recognizes the impact of a tax position in the financial statements if that position is more likely than not of being sustained on audit, based on the technical merits of the position. As of January 3, 2015 and January 2, 2016, the Company had no significant unrecognized tax benefits.

From time to time, the Company is subject to federal, state, and foreign tax authority income tax examinations. The Company remains subject to income tax examinations for each of its open tax years, which extend back to 2012 under most circumstances. Certain taxing jurisdictions may provide for additional open years depending upon their statutes or if an audit is on-going.

NOTE E—PROPERTY AND EQUIPMENT

Cost of property and equipment and their estimated useful lives is as follows:

	Years	January 3, 2015	January 2, 2016
Buildings	39.5	$ 38,920	$ 38,242
Laboratory and production equipment	5 - 7	24,864	27,027
Sound and video library	5	600	600
Computer equipment and software	3 - 5	30,842	34,497
Furniture and fixtures	3 - 5	5,354	5,214
Automobiles	3 - 5	327	385
Leasehold improvements	3 - 5	10,857	11,591
Land improvements	15	2,068	2,052
		113,832	119,608
Less accumulated depreciation and amortization		64,372	71,030
		49,460	48,578
Land		6,843	6,360
Deposits and projects in process		14,861	33,043
		$ 71,164	$ 87,982

Depreciation of property and equipment for the years ended 2013, 2014, and 2015 was $8,152, $8,414, and $9,034, respectively.

NOTE F—INTANGIBLE ASSETS

The Company performed its annual goodwill impairment test during the third quarter of 2015. The Company performed a qualitative assessment of each reporting unit and determined that is was not more-likely-than-not that the fair value of any reporting unit was less than its carrying amount. As a

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE F—INTANGIBLE ASSETS (Continued)

result, the two-step goodwill impairment test was not required and no impairments of goodwill were recognized in 2015.

The Company also performed its annual indefinite-lived intangible asset impairment test during the third quarter of 2015. The Company performed a qualitative assessment of the indefinite-lived intangible assets and determined that is was not more-likely-than-not that the fair value of any indefinite-lived intangible asset was less than the carrying amount. As a result, the quantitative impairment test was not required and no impairments of indefinite-lived intangible assets were recognized in 2015.

The changes in the carrying amount of goodwill are as follows:

	January 3, 2015	January 2, 2016
Balance at beginning of year:		
Gross goodwill	$ 18,243	$ 17,941
Accumulated impairment losses	—	—
Net goodwill as of beginning of year	18,243	17,941
Goodwill acquired during the year	—	—
Impairment loss	—	—
Currency translation adjustment	(302)	(509)
Balance as of end of year		
Gross goodwill	17,941	17,432
Accumulated impairment losses	—	—
Net goodwill as of end of year	$ 17,941	$ 17,432

Historically, the indefinite-lived intangible assets included the BabyCare direct sales license and BabyCare product formulas. The Company evaluates the remaining useful life of the indefinite-lived intangible assets each reporting period to determine whether events and circumstances continue to support an indefinite useful life. During the third quarter of 2015, a process was initiated in China to approve additional USANA products, which will limit the life of certain of the acquired BabyCare product formulas. As a result, the product formulas intangible asset was determined to no longer have an indefinite life. Accordingly, the Company began amortization of the product formulas intangible asset on a straight-line basis over its estimated remaining useful life of 8 years. Upon determining that

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE F—INTANGIBLE ASSETS (Continued)

the product formulas intangible asset no longer has an indefinite life, it was tested for impairment and no impairment was noted.

	As of January 3, 2015			
	Gross carrying amount	Accumulated amortization	Net carrying amount	Weighted-average amortization period (years)
Amortized intangible assets				
Trade name and trademarks	$ 4,274	$ (1,898)	$ 2,376	10
Indefinite-lived intangible assets				
Product formulas	9,425		9,425	
Direct sales license	29,151		29,151	
	38,576		38,576	
	$ 42,850		$ 40,952	

	As of January 2, 2016			
	Gross carrying amount	Accumulated amortization	Net carrying amount	Weighted-average amortization period (years)
Amortized intangible assets				
Trade name and trademarks	$ 4,086	$ (2,205)	$ 1,881	10
Product formulas	9,010	(489)	8,521	8
Indefinite-lived intangible assets				
Direct sales license	27,867		27,867	
	$ 40,963		$ 38,269	
Estimated Amortization Expense:				
2016	1,535			
2017	1,535			
2018	1,535			
2019	1,535			
2020	1,378			
Thereafter	2,884			
	$ 10,402			

Aggregate amortization of intangible assets for the years ended 2013, 2014, and 2015 was $897, $431, and $900, respectively.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE G—OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

	January 3, 2015	January 2, 2016
Associate incentives	$ 34,297	$ 38,852
Accrued employee compensation	18,360	24,489
Income taxes	4,110	5,561
Sales taxes	9,643	10,109
Deferred tax liabilities	5,268	4,434
Associate promotions	1,982	2,712
Deferred revenue	15,717	17,637
Provision for returns and allowances	718	521
Accrued purchases of property and equipment	1,805	6,863
All other	9,026	10,191
	$ 100,926	$ 121,369

NOTE H—LINE OF CREDIT

The Company has a $75,000 line of credit with Bank of America. Interest is computed at the bank's Prime Rate or LIBOR, adjusted by features specified in the Credit Agreement. The collateral for this line of credit is the pledge of the capital stock of certain subsidiaries of the Company, set forth in a separate pledge agreement with the bank. Part of the credit agreement is that any existing bank guarantees are considered a reduction of the overall availability of credit and part of the covenant calculation. This resulted in a $4,575, and $4,153 reduction in the available borrowing limit as of January 3, 2015 and January 2, 2016, respectively, due to existing normal course of business guarantees in certain markets. The Credit Agreement contains restrictive covenants based on adjusted EBITDA and a debt coverage ratio.

There was no outstanding balance on this line of credit at January 3, 2015 or at January 2, 2016. The Company will be required to pay any balance on this line of credit in full at the time of maturity in April 2016 unless the line of credit is replaced or terms are renegotiated.

NOTE I—COMMITMENTS AND CONTINGENCIES

1. *Operating leases*

With the exception of the Company's Salt Lake City headquarters, Australian facility, Beijing, China and Tianjin, China facility, facilities are generally leased. Each of the facility lease agreements is a non-cancelable operating lease generally structured with renewal options and expires prior to or

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE I—COMMITMENTS AND CONTINGENCIES (Continued)

during 2020. The Company utilizes equipment under non-cancelable operating leases, expiring through 2019. The minimum commitments under operating leases at January 2, 2016 are as follows:

Year ending	
2016	$ 10,552
2017	9,263
2018	6,481
2019	2,684
2020	987
Thereafter	—
	$ 29,967

These leases generally provide that property taxes, insurance, and maintenance expenses are the responsibility of the Company. Such expenses are not included in the operating lease amounts outlined in the table above or in the rent expense amounts that follow. The total rent expense for the years ended 2013, 2014, and 2015 was approximately $9,254, $11,129, and $10,503, respectively.

The Company has other unconditional purchase obligations relating to capital projects and advertising agreements of $14,758 that will be paid in the next year.

2. *Contingencies*

The Company is involved in various lawsuits, claims, and other legal matters from time to time that arise in the ordinary course of conducting business, including matters involving our products, intellectual property, supplier relationships, distributors, competitor relationships, employees and other matters. The Company records a liability when a particular contingency is probable and estimable. The Company has not accrued for any contingency at January 2, 2016 as the Company does not consider any contingency to be probable nor estimable. The Company faces contingencies that are reasonably possible to occur; however, they cannot currently be estimated. While complete assurance cannot be given to the outcome of these proceedings, management does not currently believe that any of these matters, individually or in the aggregate, will have a material adverse effect on the Company's financial condition, liquidity or results of operations.

In August 2014, a purported shareholder derivative lawsuit was filed in the Third Judicial District Court of Salt Lake County, State of Utah (James Robert Rawcliffe v. Robert Anciaux, et al.,) against certain of our directors and officers. The derivative complaint, which also names USANA as a nominal defendant but is asserted on USANA's behalf, contains claims of breach of fiduciary duty, waste of corporate assets and unjust enrichment against the defendant directors and officers in connection with certain equity awards granted by the Compensation Committee of the Company's Board of Directors in February 2014. In October 2014, The Company filed a motion to dismiss the complaint and, in March 2015, the court granted that motion and dismissed the complaint without prejudice. In May 2015, the plaintiffs filed an appeal with the Utah Supreme Court. The Supreme Court remanded The Company's case to the Utah Court of Appeals, which recently issued a briefing schedule for the parties. The Company believes that the claims in the complaint are without merit and will continue to vigorously defend this suit. The Company continues to believe, based on information currently available, that the

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE I—COMMITMENTS AND CONTINGENCIES (Continued)

final outcome of this suit will not have a material adverse effect on the Company's business, results of operations or consolidated financial position.

3. *Employee Benefit Plan*

The Company sponsors an employee benefit plan under Section 401(k) of the Internal Revenue Code. This plan covers employees who are at least 18 years of age and have met a one-month service requirement. The Company makes a matching contribution equal to 100 percent of the first one percent of a participant's compensation that is contributed by the participant, and 50 percent of that deferral that exceeds one percent of the participant's compensation, not to exceed six percent of the participant's compensation, subject to the limits of ERISA. In addition, the Company may make a discretionary contribution based on earnings. The Company's matching contributions cliff vest at two years of service. Contributions made by the Company to the plan in the United States for the years ended 2013, 2014, and 2015 were \$1,149, \$1,324, and \$1,458, respectively.

NOTE J—EQUITY-BASED COMPENSATION

Equity-based compensation expense for fiscal years 2013, 2014, and 2015 was \$7,624, \$9,805, and \$11,081 respectively. The related tax benefit for these periods was \$2,575, \$3,308, and \$3,766, respectively.

The following table shows the remaining unrecognized compensation expense on a pre-tax basis for all types of unvested equity awards outstanding as of January 2, 2016. This table does not include an estimate for future grants that may be issued.

2016	\$ 17,856
2017	16,744
2018	14,024
2019	8,889
2020+	943
	\$ 58,456

The cost above is expected to be recognized over a weighted-average period of 3.4 years.

Following Company shareholder approval in May of 2015, the Company adopted its 2015 Equity Incentive Award Plan (the "2015 Plan") to replace its 2006 Equity Incentive Award Plan (the "2006 Plan"), which is set to expire in April of 2016. Similar to the 2006 Plan, the 2015 Plan allows for the grant of various equity awards including stock-settled stock appreciation rights, stock options, deferred stock units, and other types of equity-based awards to the Company's officers, key employees, and non-employee directors. Since its inception 10,000 shares had been authorized under the 2006 Plan. As of January 2, 2016, a total of 6,920 awards had been granted under the 2006 Plan, of which 6,798 were stock-settled stock appreciation rights, 8 were stock options, and 114 were deferred stock units. Also, as of January 2, 2016, a total of 1,166 awards had been forfeited and added back to the number of shares available for issuance under the 2006 Plan. No further awards will be issued under the 2006 Plan. Under the 2015 Plan, 5,000 shares have been authorized. As of January 2, 2016, a total of 1,005 awards

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE J—EQUITY-BASED COMPENSATION (Continued)

had been issued under the 2015 Plan, all of which have been in the form of stock-settled stock appreciation rights. Of the 1,005 awards issued under the 2015 Plan, 50 awards have been forfeited and added back to the number of shares available for issuance under the 2015 Plan.

General terms of awards issued under the 2015 Plan are similar in nature to those issued under the 2006 Plan. The Company's Compensation Committee utilizes two types of vesting methods when granting awards to officers and key employees based upon the nature of the grant. Awards granted to officers and key employees upon hire or promotion to such a position will generally vest 20% each year on the anniversary of the grant date and expire five and one-half years from the date of grant. Awards granted as a supplement to existing equity awards held by officers and key employees vest each year beginning on the first grant date anniversary following the final vesting of previous grants. The expiration of these supplemental awards is generally within 12 months following the last vest date of such award. Awards of stock options and stock-settled stock appreciation rights to be granted to non-employee directors generally vest 25% each quarter, commencing on the first vest date anniversary following the final vesting of the previous award. The expiration of these awards is generally within 12 months following the last vest date of the previous award. Awards of deferred stock units are full-value shares at the date of grant, vesting over the periods of service, and do not have expiration dates. Beginning in 2015, new grants of stock-settled stock appreciation rights became subject to a mandatory post-vesting holding requirement of 10% of the shares derived upon exercise for the sooner of five years following the exercise or at such time the grantee no longer qualifies as a participant under the Plan. As a result of this requirement, the Company has included an illiquidity discount in the fair value calculation of these awards.

The Company uses the Black-Scholes option pricing model to estimate the fair value of its equity awards. The weighted-average fair value, net of illiquidity discount, of stock-settled stock appreciation rights that were granted in 2013, 2014, and 2015 was \$17.59, \$18.91, and \$46.99, respectively.

Following is a table that includes the weighted-average assumptions that the Company used to calculate fair value of equity awards that were granted during the periods indicated. Deferred stock units are full-value shares at the date of grant and have been excluded from the table below.

	Year ended		
	2013	2014	2015
Expected volatility(1)	41.9 %	40.2 %	44.0%
Risk-free interest rate(2)	0.7 %	1.2 %	1.3%
Expected life(3)	3.9 yrs.	3.6 yrs.	3.8 yrs.
Expected dividend yield(4)	0.0 %	0.0 %	0.0%
Weighted-average exercise price(5)	\$ 53.83	\$ 60.61	\$ 135.41

(1) The Company utilizes historical volatility of the trading price of its common stock.

(2) Risk-free interest rate is based on the U.S. Treasury yield curve with respect to the expected life of the award.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE J—EQUITY-BASED COMPENSATION (Continued)

(3) Depending upon the terms of the award, one of two methods will be used to calculate expected life:

(i) a weighted-average that includes historical settlement data of the Company's equity awards and a hypothetical holding period, or (ii) the simplified method.

(4) The Company historically has not paid and currently has no plan to pay dividends.

(5) Exercise price is the closing price of the Company's common stock on the date of grant.

A summary of the Company's stock option and stock-settled stock appreciation right activity is as follows:

	Shares	Weighted-average exercise price	Weighted-average remaining contractual term	Aggregate intrinsic value*
Outstanding at January 3, 2015	1,555	$ 49.20	2.9	$ 82,564
Granted	1,135	135.41		
Exercised	(442)	37.93		
Forfeited	(73)	102.12		
Expired	—	—		
Outstanding at January 2, 2016	2,175	$ 94.68	3.3	$ 83,475
Exercisable at January 2, 2016	121	$ 45.26	1.8	$ 9,998

* Aggregate intrinsic value is defined as the difference between the current market value at the reporting date (the closing price of the Company's common stock on the last trading day of the period) and the exercise price of awards that were in-the-money. The closing price of the Company's common stock at January 3, 2015, and January 2, 2016, was $102.28 and $127.75, respectively.

The total intrinsic value of stock options and stock-settled stock appreciation rights exercised was $32,837 in 2013, $51,795 in 2014, and $41,548 in 2015. The Company currently has no deferred stock units that are nonvested.

The total fair value of equity awards that vested during fiscal years 2013, 2014, and 2015 was $8,096, $7,568, and $7,184, respectively. This total fair value includes equity-based awards issued in the form of stock-settled stock appreciation rights.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE K—SEGMENT INFORMATION

USANA operates as a direct selling company that develops, manufactures, and distributes high-quality nutritional and personal care products that are sold through a global network marketing system of independent distributors ("Associates"). As such, management aggregates its operating segments into one reportable segment as management believes that the Company's segments exhibit similar long-term financial performance and have similar economic characteristics. Performance for a region or market is evaluated based on sales. No single Associate accounted for 10% or more of net sales for the periods presented. The table below summarizes the approximate percentage of total product revenue that has been contributed by the Company's nutritional and personal care products for the periods indicated.

	Year Ended		
	2013	2014	2015
USANA® Nutritionals	80%	79%	81%
USANA Foods	11%	13%	11%
Sensé—beautiful science®	6%	7%	7%

Selected financial information for the Company is presented for two geographic regions: Asia Pacific, with three sub-regions under Asia Pacific, and Americas and Europe. Individual markets are categorized into these regions as follows:

- Asia Pacific—
  - Greater China—Hong Kong, Taiwan and China[1]
  - Southeast Asia Pacific—Australia, New Zealand, Singapore, Malaysia, the Philippines, Thailand, and Indonesia[2]
  - North Asia—Japan and South Korea
- Americas and Europe—United States, Canada, Mexico, Colombia[3], the United Kingdom, France, Belgium, and the Netherlands.

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(1) The Company's business in China is that of BabyCare, its wholly-owned subsidiary.

(2) The Company commenced operations in Indonesia in the fourth quarter of 2015.

(3) The Company commenced operations in Colombia at the beginning of the third quarter of 2013.

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USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE K—SEGMENT INFORMATION (Continued)

Selected Financial Information

Financial information, presented by geographic region is listed below:

	Year Ended		
	2013	2014	2015
Net Sales to External Customers			
Asia Pacific			
Greater China	$ 271,812	$ 326,134	$ 441,284
Southeast Asia Pacific	155,362	177,940	183,828
North Asia	29,319	32,667	39,751
Asia Pacific Total	456,493	536,741	664,863
Americas and Europe	261,682	253,730	253,636
Consolidated Total	$ 718,175	$ 790,471	$ 918,499

	January 3, 2015	January 2, 2016
Long-lived Assets		
Asia Pacific		
Greater China	$ 83,471	$ 94,792
Southeast Asia Pacific	14,175	13,463
North Asia	1,621	1,938
Asia Pacific Total	99,267	110,193
Americas and Europe	54,457	58,936
Consolidated Total	$ 153,724	$ 169,129
Total Assets		
Asia Pacific		
Greater China	$ 154,153	$ 231,018
Southeast Asia Pacific	38,404	40,038
North Asia	5,622	6,695
Asia Pacific Total	198,179	277,751
Americas and Europe	152,405	145,486
Consolidated Total	$ 350,584	$ 423,237

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE K—SEGMENT INFORMATION (Continued)

The following table provides further information on markets representing ten percent or more of consolidated net sales and long-lived assets, respectively:

	Year Ended		
	2013	2014	2015
Net sales:			
China	$ 106,710	$ 216,842	$ 371,737
United States	$ 157,543	$ 143,669	$ 141,758
Hong Kong	$ 132,285	N/A	N/A
Long-lived Assets:			
China		$ 81,704	$ 92,835
United States		$ 53,322	$ 57,797

NOTE L—QUARTERLY FINANCIAL RESULTS (Unaudited)

The following table summarizes quarterly financial information for fiscal years 2014 and 2015.

2014		First	Second	Third	Fourth
	Net sales	$ 182,401	$ 188,256	$ 191,944	$ 227,870
	Gross profit	$ 148,573	$ 153,391	$ 157,359	$ 190,354
	Net earnings	$ 16,537	$ 19,301	$ 19,498	$ 21,300
	Earnings per share:				
	Basic	$ 1.19	$ 1.40	$ 1.51	$ 1.75
	Diluted	$ 1.15	$ 1.36	$ 1.47	$ 1.65

2015		First	Second	Third	Fourth
	Net sales	$ 219,378	$ 233,244	$ 233,292	$ 232,585
	Gross profit	$ 181,014	$ 193,155	$ 192,244	$ 192,404
	Net earnings	$ 19,680	$ 25,416	$ 25,609	$ 23,967
	Earnings per share:				
	Basic	$ 1.56	$ 1.99	$ 1.99	$ 1.89
	Diluted	$ 1.50	$ 1.92	$ 1.92	$ 1.83

NOTE M—EARNINGS PER SHARE

Basic earnings per share are based on the weighted-average number of shares outstanding for each period. Shares that have been repurchased and retired during the periods specified below have been included in the calculation of the number of weighted-average shares that are outstanding for the calculation of basic earnings per share based on the time they were outstanding in any period. Diluted earnings per common share are based on shares that are outstanding (computed under basic EPS) and on potentially dilutive shares. Shares that are included in the diluted earnings per share calculations

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(in thousands, except per share data)

NOTE M—EARNINGS PER SHARE (Continued)

under the treasury stock method include equity awards that are in-the-money but have not yet been exercised.

The following is a reconciliation of the numerator and denominator used to calculate basic earnings per share and diluted earnings per share for the periods indicated:

	Year Ended		
	2013	2014	2015
Net earnings available to common shareholders	$ 79,024	$ 76,636	$ 94,672
Weighted average common shares outstanding—basic	13,695	13,221	12,730
Dilutive effect of in-the-money equity awards	509	468	447
Weighted average common shares outstanding—diluted	14,204	13,689	13,177
Earnings per common share from net earnings—basic	$ 5.77	$ 5.80	$ 7.44
Earnings per common share from net earnings—diluted	$ 5.56	$ 5.60	$ 7.18

Equity awards for the following shares were not included in the computation of diluted EPS due to the fact that their effect would be anti-dilutive:

	Year Ended		
	2013	2014	2015
	344	287	393

During the years ended 2013, 2014, and 2015, the Company repurchased and retired 414 shares for $18,085, 1,927 shares for $138,819, and 457 shares for $61,181, respectively, under the Company's share repurchase plan. The excess of the repurchase price over par value is allocated between additional paid-in capital and retained earnings on a pro-rata basis. The purchase of shares under this plan reduces the number of shares outstanding in the above calculations.

NOTE N—RELATED-PARTY TRANSACTIONS

The Company's Founder and Chairman of the Board, Myron W. Wentz, PhD is the sole beneficial owner of the largest shareholder of the Company, Gull Global, Ltd. As of January 2, 2016, Gull Global, Ltd. owned 51.39% of the Company's issued and outstanding shares. Dr. Wentz devotes much of his personal time, expertise, and resources to a number of business and professional activities outside of USANA. The most significant of these is the Sanoviv Medical Institute, which is a unique, fully integrated health and wellness center located near Rosarito, Mexico that Dr. Wentz founded in 1998. Dr. Wentz's private entity, Sanoviv S.A. de C.V. ("Sanoviv"), contracts with Medicis, S.C. ("Medicis"), an entity that is owned and operated independently of Dr. Wentz, to conduct the operations of the Sanoviv Medical Institute. Sanoviv leases the medical building to Medicis and Medicis carries out all of the operations of the medical institute, which include employing all of the medical and healthcare professionals who provide services at the medical institute. The Medicis medical and

NOTE N—RELATED-PARTY TRANSACTIONS (Continued)

healthcare professionals possess expertise in the fields of human health, digestive health, nutritional medicine, lifestyle medicine and other medical fields that are important to USANA.

Medicis performs research and development of novel product formulations for future development and production by USANA, and they also perform research and development of improvements in existing USANA product formulations. In addition to providing contract research services, Medicis provides physicians and other medical staff to speak at USANA Associate events. Finally, Medicis performs health assessments and physical examinations for the Company's Executives. In consideration for these services, USANA paid Medicis \$381 in 2013, \$239 in 2014, and \$383 in 2015. The Company's agreements with Medicis were approved by the Audit Committee in advance of the Company's entry into the agreements. USANA's collaboration with Medicis is terminable at will by USANA at any time, without any continuing commitment by USANA.

NOTE O—SUBSEQUENT EVENTS

Subsequent to January 2, 2016, and through February 26, 2016, the Company repurchased and retired 553 shares of common stock for \$64,610, at an average market price of \$116.82 per share.

On February 19, 2016, the Company entered into an Amended and Restated Credit Agreement ("Credit Agreement"), which among other things, extends the term of the Credit Agreement to April 27, 2021. The Credit Agreement also increases the amount the Company may borrow under the credit facility from \$75,000 to up to \$125,000, through October 31, 2016. On November 1, 2016, the amount the Company may borrow under the Credit Agreement will revert to \$75,000 for the term of the agreement. The only other modification to Credit Agreement was an increase in the Company's consolidated rolling four-quarter adjusted EBITDA covenant from \$60,000 to equal to or greater than \$100,000.

Subsequent to January 2, 2016, the Company made draws on its line of credit, and on February 26, 2016, the Company had an outstanding balance of \$63,000 on this line of credit, with a weighted average rate of 1.27%. The Company will be required to pay any balance on this line of credit in full at the time of maturity in April 2021 unless the line of credit is replaced or terms are renegotiated.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS
(in thousands)

Description	Balance at beginning of period	Charged to costs and expenses	Charged to other accounts	Deductions	Balance at end of period
December 28, 2013					
Allowance for sales returns	717	44	—	170	591
Allowance for doubtful accounts	1,808	98	—	26	1,880
Valuation allowance—deferred tax assets	1,598	—	—	1,068	530
January 3, 2015					
Allowance for sales returns	591	194	—	67	718
Allowance for doubtful accounts	1,880	26	—	118	1,788
Valuation allowance—deferred tax assets	530	—	—	4	526
January 2, 2016					
Allowance for sales returns	718	49	—	246	521
Allowance for doubtful accounts	1,788	162	—	14	1,936
Valuation allowance—deferred tax assets	526	81	—	—	607

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EXHIBIT 21

SUBSIDIARIES

Set forth below is a list of all active subsidiaries of the Registrant, the state or other jurisdiction of incorporation or organization of each, and the names under which subsidiaries do business as of March 1, 2016.

Name	Jurisdiction of Incorporation
USANA Canada Holding, Inc.	Delaware
USANA Health Sciences, China, Inc.	Delaware
USANA Health Sciences New Zealand, Inc.	Delaware
International Holdings, Inc.	Delaware
FMG Productions, Inc. (dba USANA Studios)	Utah
UHS Essential Health Philippines, Inc.	Utah
USANA Sense Company, Inc.	Utah
Pet Lane Inc.	Delaware
USANA Acquisition Corporation	Utah
USANA Canada Co.	Canada
USANA Australia Pty, Ltd.	Australia
USANA Health Sciences (NZ) Corporation	New Zealand
USANA Hong Kong Limited	Hong Kong
USANA Health Sciences Japan, LLC.	Japan
USANA Health Sciences Korea Ltd.	South Korea
USANA Health Sciences Singapore Pte, Ltd.	Singapore
USANA Mexico S.A. de C.V.	Mexico
Mercadotecnia Nutricional S de R.L. de C.V.	Mexico
UHS Essential Health Malaysia SND BHD	Malaysia
BabyCare Holding Ltd.	Utah / Cayman Islands
BabyCare Ltd.	People's Republic of China
Tianjin BabyCare Biological Science and Technology Ltd	People's Republic of China
Tianjin Health Resources Sales Co., Ltd	People's Republic of China
USANA Health Sciences (Thailand) Ltd	Thailand
USANA Health Sciences (France) SAS	France

USANA Asia Holding Ltd.	Singapore
USANA Health Sciences (Colombia) SAS	Colombia
PT. USANA Health Sciences Indonesia	Indonesia

Except as noted above, each subsidiary listed above is doing business under its corporate name.

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EXHIBIT 21

SUBSIDIARIES

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EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm

The Board of Directors
USANA Health Sciences, Inc.:

We consent to the incorporation by reference in the registration statements on Form S-8 (Nos. 333-96645, 333-128103, 333-133385, 333-174695, and 333-206070) and Form S-3 (No. 333-169946) of USANA Health Sciences, Inc. of our reports dated March 1, 2016, with respect to the consolidated balance sheets of USANA Health Sciences, Inc. as of January 2, 2016 and January 3, 2015, and the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended January 2, 2016, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of January 2, 2016, which reports appear in the January 2, 2016 annual report on Form 10-K of USANA Health Sciences, Inc.

/s/ KPMG LLP

Salt Lake City, Utah
March 1, 2016

QuickLinks

EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm

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EXHIBIT 31.1

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, David A. Wentz, certify that:

1. I have reviewed this Annual Report on Form 10-K of USANA Health Sciences, Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the the Registrant's internal control over financial reporting.

Date: March 1, 2016

/s/ DAVID A. WENTZ

David A. Wentz
Principal Executive Officer

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EXHIBIT 31.1

CHIEF EXECUTIVE OFFICER CERTIFICATION

EXHIBIT 31.2

CHIEF FINANCIAL OFFICER CERTIFICATION

I, Paul A. Jones, certify that:

1. I have reviewed this Annual Report on Form 10-K of USANA Health Sciences, Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the the Registrant's internal control over financial reporting.

Date: March 1, 2016

/s/ PAUL A. JONES

Paul A. Jones
Principal Financial and Accounting Officer

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EXHIBIT 31.2

CHIEF FINANCIAL OFFICER CERTIFICATION

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EXHIBIT 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned hereby certifies that the Annual Report on Form 10-K of USANA Health Sciences, Inc. for the period ended January 2, 2016 as filed March 1, 2016 with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d) of The Securities Exchange Act of 1934 (15 U.S.C. 78m) and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of USANA Health Sciences, Inc.

Date: March 1, 2016

/s/ DAVID A. WENTZ

David A. Wentz
Principal Executive Officer

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EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

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EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies that the Annual Report on Form 10-K of USANA Health Sciences, Inc. for the period ended January 2, 2016 as filed March 1, 2016 with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d) of The Securities Exchange Act of 1934 (15 U.S.C. 78m) and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of USANA Health Sciences, Inc.

Date: March 1, 2016	/s/ PAUL A. JONES
	Paul A. Jones *Principal Financial and Accounting Officer*

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EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Document And Entity Information - USD ($)	12 Months Ended Jan. 02, 2016	Feb. 26, 2016	Jul. 02, 2015
Document And Entity Information [Abstract]			
Document Type	10-K		
Amendment Flag	false		
Document Period End Date	Jan. 02, 2016		
Document Fiscal Period Focus	FY		
Entity Central Index Key	0000896264		
Entity Registrant Name	USANA HEALTH SCIENCES INC		
Current Fiscal Year End Date	--01-02		
Document Fiscal Year Focus	2015		
Entity Filer Category	Large Accelerated Filer		
Entity Current Reporting Status	Yes		
Entity Well-known Seasoned Issuer	No		
Entity Voluntary Filers	No		
Entity Common Stock, Shares Outstanding		11,944,164	
Entity Public Float			$ 832,428,673
Trading Symbol	usna		

Consolidated Balance Sheets - USD ($) $ in Thousands	Jan. 02, 2016	Jan. 03, 2015
Current assets		
Cash and cash equivalents	$ 143,210	$ 111,126
Inventories	66,119	45,248
Prepaid expenses and other current assets	34,935	34,553
Total current assets	244,264	190,927
Property and equipment, net	87,982	71,164
Goodwill	17,432	17,941
Intangible assets, net	38,269	40,952
Deferred tax assets	9,844	5,933
Other assets	25,446	23,667
Total assets	423,237	350,584
Current liabilities		
Accounts payable	10,043	7,779
Other current liabilities	121,369	100,926
Total current liabilities	131,412	108,705
Deferred tax liabilities	9,822	10,601
Other long-term liabilities	1,151	1,114
Stockholders' equity		
Common stock, $0.001 par value; Authorized -- 50,000 shares, issued and outstanding 12,633 as of January 3, 2015 and 12,488 as of January 2, 2016	13	13
Additional paid-in capital	69,740	61,613
Retained earnings	214,875	166,406
Accumulated other comprehensive income	(3,776)	2,132
Total stockholders' equity	280,852	230,164
Total liabilities and stockholder's equity	$ 423,237	$ 350,584

Consolidated Balance Sheets (Parenthetical) - $ / shares shares in Thousands	Jan. 02, 2016	Jan. 03, 2015
Consolidated Balance Sheets [Abstract]		
Common stock, par value	$ 0.001	$ 0.001
Common stock, shares authorized	50,000	50,000
Common stock, shares issued	12,488	12,633
Common stock, shares outstanding	12,488	12,633

Consolidated Statements Of Comprehensive Income - USD ($) shares in Thousands, $ in Thousands	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Consolidated Statements Of Comprehensive Income [Abstract]			
Net sales	$ 918,499	$ 790,471	$ 718,175
Cost of sales	159,682	140,794	127,435
Gross profit	758,817	649,677	590,740
Operating expenses:			
Associate incentives	408,160	349,044	307,820
Selling, general and administrative	208,995	184,531	166,208
Total operating expenses	617,155	533,575	474,028
Earnings from operations	141,662	116,102	116,712
Other income (expense):			
Interest income	1,116	500	464
Interest expense	(15)	(129)	(1)
Other, net	(174)	(820)	(594)
Other income (expense), net	927	(449)	(131)
Earnings before income taxes	142,589	115,653	116,581
Income taxes	47,917	39,017	37,557
Net earnings	$ 94,672	$ 76,636	$ 79,024
Earnings per common share			
Basic	$ 7.44	$ 5.80	$ 5.77
Diluted	$ 7.18	$ 5.60	$ 5.56
Weighted average common shares outstanding			
Basic	12,730	13,221	13,695
Diluted	13,177	13,689	14,204
Comprehensive income:			
Net earnings	$ 94,672	$ 76,636	$ 79,024
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustment	(9,283)	(4,492)	(1,458)
Tax benefit (expense) related to foreign currency translation adjustment	3,375	830	316
Other comprehensive income (loss), net of tax	(5,908)	(3,662)	(1,142)
Comprehensive income	$ 88,764	$ 72,974	$ 77,882

Consolidated Statement Of Stockholders' Equity - USD ($) shares in Thousands, $ in Thousands	Common Stock [Member]	Additional Paid-in Capital [Member]	Retained Earnings [Member]	Accumulated Other Comprehensive Income (Loss) [Member]	Total
Balance, shares at Dec. 29, 2012	13,821				
Balance, value at Dec. 29, 2012	$ 14	$ 43,822	$ 134,800	$ 6,936	$ 185,572
Net earnings			79,024		79,024
Other comprehensive income (loss), net of tax				(1,142)	(1,142)
Equity-based compensation expense		7,624			$ 7,624
Common stock repurchased and retired, shares	(414)				(414)
Common stock repurchased and retired, value		(4,284)	(13,801)		$ (18,085)
Common stock issued under equity award plans, shares	479				
Common stock issued under equity award plans, value		454			454
Tax benefit from equity award activity		7,075			7,075
Balance, shares at Dec. 28, 2013	13,886				
Balance, value at Dec. 28, 2013	$ 14	54,691	200,023	5,794	260,522
Net earnings			76,636		76,636
Other comprehensive income (loss), net of tax				(3,662)	(3,662)
Equity-based compensation expense		9,805			$ 9,805
Common stock repurchased and retired, shares	(1,927)				(1,927)
Common stock repurchased and retired, value	$ (2)	(28,564)	(110,253)		$ (138,819)
Common stock issued under equity award plans, shares	674				
Common stock issued under equity award plans, value	$ 1	10,969			10,970
Tax benefit from equity award activity		14,712			$ 14,712
Balance, shares at Jan. 03, 2015	12,633				12,633
Balance, value at Jan. 03, 2015	$ 13	61,613	166,406	2,132	$ 230,164
Net earnings			94,672		94,672
Other comprehensive income (loss), net of tax				(5,908)	(5,908)
Equity-based compensation expense		11,081			$ 11,081
Common stock repurchased and retired, shares	(457)				(457)
Common stock repurchased and retired, value		(14,978)	(46,203)		$ (61,181)
Common stock issued under equity award plans, shares	312				
Tax benefit from equity award activity		12,024			$ 12,024

Balance, shares at Jan. 02, 2016	12,488					12,488
Balance, value at Jan. 02, 2016	$ 13	$ 69,740	$ 214,875	$ (3,776)		$ 280,852

Consolidated Statements Of Cash Flows - USD ($) $ in Thousands	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Cash flows from operating activities			
Net earnings	$ 94,672	$ 76,636	$ 79,024
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities			
Depreciation and amortization	9,978	8,810	9,044
(Gain) loss on sale of property and equipment	3	46	(16)
Equity-based compensation expense	11,081	9,805	7,624
Excess tax benefits from equity-based payment arrangements	(12,024)	(14,834)	(7,466)
Deferred income taxes	(2,572)	(1,039)	814
Changes in operating assets and liabilities:			
Inventories	(23,071)	1,102	(11,783)
Prepaid expenses and other assets	(2,047)	(3,789)	(8,465)
Income tax payable related to tax benefit from equity award activity	12,024	14,712	7,075
Accounts payable	2,481	(1,337)	2,790
Other liabilities	20,941	15,073	20,252
Net cash provided by (used in) operating activities	111,466	105,185	98,893
Cash flows from investing activities			
Additions to notes receivable	(1,580)	(4,495)	(4,942)
Purchases of investment securities held-to-maturity		(3,871)	(8,643)
Maturities of investment securities		12,511	
Proceeds from sale of property and equipment	185	10	47
Purchases of property and equipment	(23,729)	(20,421)	(8,051)
Net cash provided by (used in) investing activities	(25,124)	(16,266)	(21,589)
Cash flows from financing activities			
Proceeds from equity awards exercised	0	10,970	454
Excess tax benefits from equity-based payment arrangements	12,024	14,834	7,466
Repurchase of common stock	(61,181)	(138,819)	(18,085)
Borrowings on line of credit		30,000	
Payments on line of credit		(30,000)	
Net cash provided by (used in) financing activities	(49,157)	(113,015)	(10,165)
Effect of exchange rate changes on cash and cash equivalents	(5,101)	(2,121)	(635)
Net increase (decrease) in cash and cash equivalents	32,084	(26,217)	66,504
Cash and cash equivalents, beginning of period	111,126	137,343	70,839
Cash and cash equivalents, end of period	143,210	111,126	137,343
Cash paid during the period for:			
Interest	15	136	1
Income taxes	35,782	26,955	26,952
Non-cash investing activities:			
Credits on notes receivable	966	720	$ 198
Accrued purchases of property and equipment	$ 6,863	$ 1,805	

Summary Of Significant Accounting Policies	12 Months Ended Jan. 02, 2016
Summary Of Significant Accounting Policies [Abstract]	
Summary Of Significant Accounting Policies	

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

USANA Health Sciences, Inc. develops and manufactures high-quality nutritional and personal care products that are sold internationally through a global network marketing system, which is a form of direct selling. The Consolidated Financial Statements include the accounts and operations of USANA Health Sciences, Inc. and its wholly-owned subsidiaries (collectively, the "Company" or "USANA") in two geographic regions: Asia Pacific, and Americas and Europe. Asia Pacific is further divided into three sub-regions: Greater China, Southeast Asia Pacific, and North Asia. Greater China includes Hong Kong, Taiwan and China; Southeast Asia Pacific includes Australia, New Zealand, Singapore, Malaysia, the Philippines, Thailand, and Indonesia; North Asia includes Japan, and South Korea. Americas and Europe includes the United States, Canada, Mexico, Colombia, the United Kingdom, France, Belgium, and the Netherlands.

Principles of consolidation and basis of presentation

The accompanying Consolidated Financial Statements include the accounts and operations of USANA Health Sciences, Inc. and its wholly-owned subsidiaries. All inter-company accounts and transactions have been eliminated in consolidation. The accounting and reporting policies of the Company conform with accounting principles generally accepted in the United States of America ("US GAAP").

Use of estimates

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates for the Company relate to revenue recognition, inventory obsolescence, goodwill and other intangible assets, equity-based compensation, and income taxes. Actual results could differ from those estimates. These estimates may be adjusted as more current information becomes available, and any adjustment could be significant.

Fiscal year

The Company operates on a 52-53 week year, ending on the Saturday closest to December 31. Fiscal years 2013 and 2015, were 52-week years. Fiscal year 2014 was a 53-week year. Fiscal year 2013 covered the period December 30, 2012 to December 28, 2013 (hereinafter 2013). Fiscal year 2014 covered the period December 29, 2013 to January 3, 2015 (hereinafter 2014). Fiscal year 2015 covered the period January 4, 2015 to January 2, 2016 (hereinafter 2015).

Fair value measurements

The Company measures at fair value certain of its financial and non-financial assets and liabilities by using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, essentially an exit price, based on the highest and best use of the asset or liability. The levels of the fair value hierarchy are:

- Level 1 inputs are quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.
- Level 2 inputs are from other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable and are used to measure fair value in situations where there is little, if any, market activity for the asset or liability at the measurement date.

As of January 3, 2015 and January 2, 2016, the following financial assets and liabilities were measured at fair value on a recurring basis using the type of inputs shown:

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

		Fair Value Measurements Using Inputs		
	January 3, 2015	Level 1	Level 2	Level 3
Money market funds included in cash equivalents	$ 4,833	$ 4,833	$ -	$ -

		Fair Value Measurements Using Inputs		
	January 2, 2016	Level 1	Level 2	Level 3

Money market funds included in cash equivalents	$ 14,460	$ 14,460	$ -	$ -

There were no transfers of financial assets or liabilities between Level 1 and Level 2 inputs for the years ended 2014 and 2015.

The majority of the Company's non-financial assets, which include goodwill, intangible assets, and property and equipment, are not required to be carried at fair value on a recurring basis. However, if certain triggering events occur (or tested at least annually for goodwill and indefinite-lived intangibles) such that a non-financial asset is required to be evaluated for impairment, an impairment charge is recorded to reduce the carrying value to the fair value, if the carrying value exceeds the fair value. For the years ended 2013, 2014, and 2015, there were no non-financial assets measured at fair value on a non-recurring basis.

Fair value of financial instruments

At January 3, 2015 and January 2, 2016, the Company's financial instruments include cash equivalents, accounts receivable, restricted cash, notes receivable, and accounts payable. The recorded values of cash equivalents, accounts receivable, restricted cash, and accounts payable approximate their fair values, based on their short-term nature. The carrying value of the notes receivable approximate fair value because the variable interest rates in the notes reflect current market rates.

Translation of foreign currencies

The functional currency of the Company's foreign subsidiaries is the local currency of their country of domicile. Assets and liabilities of the foreign subsidiaries are translated into U.S. dollar amounts at month-end exchange rates. Revenue and expense accounts are translated at the weighted-average rates for the monthly accounting period to which they relate. Equity accounts are translated at historical rates. Foreign currency translation adjustments are accumulated as a component of other comprehensive income. Gains and losses from foreign currency transactions are included in the "Other, net" component of Other income (expense) in the Company's consolidated statements of comprehensive income.

Cash and cash equivalents

The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase to be cash equivalents. Cash equivalents as of January 3, 2015 and January 2, 2016 consisted primarily of money market fund investments, and amounts receivable from credit card processors.

Amounts receivable from credit card processors are considered cash equivalents because they are both short-term and highly liquid in nature and are typically converted to cash within three days of the sales transaction. Amounts receivable from credit card processors as of January 3, 2015 and January 2, 2016 totaled $6,209 and $12,516, respectively.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Restricted Cash

The Company is required to maintain cash deposits with banks in certain subsidiary locations for various operating purposes. The most significant of these cash deposits relates to a deposit held at a bank in China, the balance of which was $3,222 as of January 3, 2015, and $3,080 as of January 2, 2016. This deposit is required for the application of direct sales licenses by the Ministry of Commerce and the State Administration for Industry & Commerce of the People's Republic of China, and will continue to be restricted during the periods while the Company holds these licenses. Restricted cash is included in the "Other assets" line item in the Company's consolidated balance sheets.

Inventories

Inventories are stated at the lower of cost or market. Cost is determined using a standard costing system which approximates the first-in, first-out method. The components of inventory cost include raw materials, labor, and overhead. Market value is determined using various assumptions with regard to excess or slow-moving inventories, non-conforming inventories, expiration dates, current and future product demand, production planning, and market conditions. A change in any of these variables could result in an adjustment to inventory.

Accounts Receivable

Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company maintains an allowance for doubtful accounts for estimated losses inherent in its accounts receivable portfolio. In establishing the required allowance, management considers historical losses adjusted to take into account current market conditions and our customers' financial condition, the amount of receivables in dispute, and the current receivables aging and current payment patterns. The Company reviews its allowance for doubtful accounts regularly. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Accounts Receivable is included in "Prepaid expenses and other current assets" line item in the Company's consolidated balance sheets.

Income taxes

The Company accounts for income taxes using the asset and liability method, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of the differences between the financial statement assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates that are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax expense or benefit is the result of changes in deferred tax assets and liabilities. The Company evaluates the probability of realizing the future benefits of its deferred tax assets and provides a valuation allowance for the portion of any deferred tax assets where the likelihood of realizing an income tax benefit in the future does not meet the "more-likely-than-not" criteria for recognition. The Company recognizes tax benefits from uncertain tax

positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. The Company recognizes interest and penalties related to unrecognized tax benefits in income taxes. Deferred taxes are not provided on the portion of undistributed earnings of subsidiaries outside of the United States when these earnings are considered indefinitely reinvested.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Property and equipment

Property and equipment are recorded at cost. Maintenance, repairs, and renewals, which neither materially add to the value of the property nor appreciably prolong its life, are charged to expense as incurred. Depreciation is provided in amounts sufficient to relate the cost of depreciable assets to operations over the estimated useful lives of the related assets. The straight-line method of depreciation and amortization is followed for financial statement purposes. Leasehold improvements are amortized over the shorter of the life of the respective lease or the useful life of the improvements. Property and equipment are reviewed for impairment whenever events or changes in circumstances exist that indicate the carrying amount of an asset may not be recoverable. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period.

Notes receivable

Notes receivable consists primarily of a secured loan to a third-party supplier of the Company's nutrition bars and are included in the "Other assets" line item in the Company's consolidated balance sheets. The Company has extended non-revolving credit to this supplier to allow them to acquire equipment that is necessary to manufacture the USANA nutrition bars. This relationship provides improved supply chain stability for USANA and creates a mutually beneficial relationship between the parties. Notes receivable are valued at their unpaid principal balance plus any accrued but unpaid interest, which approximates fair value. Interest accrues at an annual interest rate of LIBOR plus 400 basis points. The note has a maturity date of February 1, 2024 and will be repaid by a combination of cash payments and credits for the manufacture of USANA's nutrition bars. Manufacturing credits applied during 2014 and 2015 were $720 and $966, respectively. There is no prepayment penalty. Notes receivable from this supplier as of January 3, 2015, and January 2, 2016, were $8,519, and $8,339, respectively.

The third-party supplier is considered to be a variable interest entity; however, the Company is not the primary beneficiary due to the inability to direct the activities that most significantly affect the third-party supplier's economic performance. The Company does not absorb a majority of the third-party supplier's expected losses or returns. Consequentially, the financial information of the third-party supplier is not consolidated. The maximum exposure to loss as a result of the Company's involvement with the third-party supplier is limited to the carrying value of the note receivable due from the third-party supplier.

Goodwill

Goodwill represents the excess of the purchase price over the fair market value of identifiable net assets of acquired companies. Goodwill is not amortized, but rather is tested at the reporting unit level at least annually for impairment or more frequently if triggering events or changes in circumstances indicate impairment. Initially, qualitative factors are considered to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Some of these qualitative factors may include macroeconomic conditions, industry and market considerations, a change in financial performance, entity-specific events, a sustained decrease in share price, and consideration of the difference between the fair value and carrying amount of a reporting unit as determined in the most recent quantitative assessment. If, through this qualitative assessment, the conclusion is made that it is more likely than not that a reporting unit's fair value is less than its carrying amount, a two-step quantitative impairment analysis is performed. The first step involves estimating the fair value of a reporting unit using widely-accepted valuation methodologies including the income and market approaches, which requires the use of estimates and assumptions. These estimates and assumptions include revenue growth rates, discounts rates, and determination of appropriate market comparables. If the fair value of the reporting unit is less than its carrying amount, the second step of the impairment test is performed to measure the amount of the impairment loss. In the second step, the implied fair value of the goodwill is estimated as the fair value of the reporting unit as determined in step one, less fair values of all other net tangible and intangible assets of the reporting unit determined in a manner similar to a purchase price allocation. If the carrying amount of the goodwill exceeds its implied fair value, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill. During 2013, 2014, and 2015, no impairment of goodwill was recorded.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Intangible assets

Intangible assets represent long-lived and indefinite-lived intangible assets acquired in connection with the purchase of the Company's China subsidiary in 2010. Long-lived intangible assets are amortized over their related useful lives, using a straight-line or accelerated method consistent with the underlying expected future cash flows related to the specific intangible asset. Long-lived intangible assets are reviewed for impairment whenever events or changes in circumstances exist that indicate the carrying amount of an asset may not be recoverable. When indicators of impairment exist, an estimate of undiscounted net cash flows is used in measuring whether the carrying amount of the asset or related asset group is recoverable. Measurement of the amount of impairment, if any, is based upon the difference between the asset group's carrying value and estimated fair value. Fair value is determined through various valuation techniques, including market and income approaches as considered necessary.

Indefinite-lived intangible assets are not amortized; however, they are tested at least annually for impairment or more frequently if events or changes in circumstances exist that may indicate impairment. Initially, qualitative factors are considered to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. If, through this qualitative assessment, the conclusion is made that it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount, a quantitative impairment analysis is performed by comparing the indefinite-lived intangible asset's book value to its estimated fair value. The fair value for indefinite-lived intangible assets is determined through various valuation techniques, including market and income approaches as considered necessary. The amount of any impairment is measured as the difference between the carrying amount and the fair value of the impaired asset. During 2013, 2014, and 2015, no impairment of indefinite-lived intangible assets was recorded.

Self insurance

The Company is self-insured, up to certain limits, for employee group health claims. The Company has purchased stop-loss insurance on both an individual and an aggregate basis, which will reimburse the Company for individual claims in excess of $125 and aggregate claims that are greater than 100% of projected claims. A liability is accrued for all unpaid claims. Total expense under this self insurance program was $5,281, $7,019 and $7,287 in 2013, 2014 and 2015, respectively.

Common stock and additional paid-in capital

The Company records cash that it receives upon the exercise of equity awards by crediting common stock and additional paid-in capital. The Company received $454, and $10,970 in cash proceeds from the exercise of equity awards in 2013 and 2014, respectively. There were no cash proceeds from the exercise of equity awards in 2015. The Company also realizes an income tax benefit from the exercise of certain equity awards.

Upon exercise, the related deferred tax assets are reversed and the difference between the deferred tax assets and the realized tax benefit creates a tax windfall or shortfall that increases or decreases the additional paid-in capital pool ("APIC Pool"). If the APIC Pool is reduced to zero, additional shortfalls are treated as a current tax expense. The total tax benefit recorded in additional paid-in capital was $7,075, $14,712, and $12,024, in 2013, 2014, and 2015, respectively

The Company has a stock repurchase plan in place that has been authorized by the Board of Directors. As of January 2, 2016, $100,000 was available to repurchase shares under this plan. The Company expended $18,085, $138,819, and $61,181 to repurchase and retire shares during 2013, 2014, and 2015, respectively. The excess of the repurchase price over par value is allocated between additional paid-in capital and retained earnings on a pro-rata basis. There currently is no expiration date on the remaining approved repurchase amount and no requirement for future share repurchases.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Revenue recognition and deferred revenue

Revenue is recognized at the estimated point of delivery of the merchandise, at which point the risks and rewards of ownership have passed to the customer. Revenue is realizable when the following four criteria are met: persuasive evidence of a sale arrangement exists, delivery of the product has occurred, the price is fixed or determinable, and payment is reasonably assured.

The Company receives payment, primarily via credit card, for the sale of products at the time customers place orders. Sales and related fees such as shipping and handling, net of applicable sales discounts, are recorded as revenue when the product is delivered and when title and the risk of ownership passes to the customer. Payments received for undelivered products are recorded as deferred revenue and are included in other current liabilities. Deferred revenue is recognized at the estimated point of delivery of the merchandise. On the occasion that will-call orders are not picked up by customers, we periodically assess the likelihood that customers will exercise their contractual right to pick up orders and recognize revenue when the likelihood is estimated to be remote. Certain incentives offered on the sale of our products, including sales discounts, are classified as a reduction of revenue. Sales discounts earned under USANA's initial order reward program are considered part of a multiple element revenue arrangement and accordingly are deferred when the first order is placed and recognized as customers place their subsequent two Auto Orders. A provision for product returns and allowances is recorded and is based on historical experience. Additionally, the Company collects an annual account renewal fee from Associates that is deferred upon receipt and is recognized as income on a straight-line basis over the subsequent twelve-month period.

Taxes that have been assessed by governmental authorities and that are directly imposed on revenue-producing transactions between the Company and its customers, including sales, use, value-added, and some excise taxes, are presented on a net basis in the consolidated statements of comprehensive income (excluded from net sales).

Product return policy

All first-time product orders that are returned within the first 30 days following purchase are refunded at 100% of the sales price. After the first order, all other returned product that is unused and resalable is refunded up to one year from the date of purchase at 100% of the sales price. This standard policy differs slightly in a few of our international markets due to the regulatory environment in those markets. According to the terms of the Associate agreement, return of product where the purchase amount exceeds one hundred dollars and was not damaged at the time of receipt by the Associate may result in cancellation of the Associate's distributorship. Depending upon the conditions under which product was returned, customers may either receive a refund based on their original form of payment, or credit on account for a product exchange. Product returns totaled approximately 0.9% of net sales in 2013, 0.8% of net sales in 2014, and 0.6% of net sales in 2015.

Shipping and handling costs

The Company's shipping and handling costs are included in cost of sales for all periods presented.

Associate incentives

Associate incentives expenses include all forms of commissions, and other incentives paid to our Associates, less commissions paid to Associates on personal purchases, which are considered a sales discount and are reported as a reduction to net sales.

Selling, general and administrative

Selling, general and administrative expenses include wages and benefits, depreciation and amortization, rents and utilities, Associate event costs, advertising and professional fees, marketing, and research and development expenses.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Equity-based compensation

The Company records compensation expense in the financial statements for equity-based awards based on the grant date fair value and an estimate of forfeitures derived from historical experience. Equity-based compensation expense is recognized under the straight-line method over the period that service is provided, which is generally the vesting term. Further information regarding equity awards can be found in Note J – Equity-Based Compensation.

Advertising

Advertising costs are charged to expense as incurred and are presented as part of selling, general and administrative expense. Advertising expense totaled $3,650 in 2013, $4,942 in 2014 and $13,766 in 2015.

Research and development

Research and development costs are charged to expense as incurred and are presented as part of selling, general
and administrative expense. Research and development expense totaled $5,083 in 2013, $5,128 in 2014 and $6,420 in 2015.

Earnings per share

Basic earnings per common share (EPS) are based on the weighted-average number of common shares that were outstanding during each period. Diluted earnings per common share include the effect of potentially dilutive common shares calculated using the treasury stock method, which include in-the-money, equity-based awards that have been granted but have not been issued.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued an Accounting Standard Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." ASU 2014-09 includes a five-step process by which entities will recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which an entity expects to be entitled in exchange for those goods or services. The standard also will require enhanced disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. In July 2015, the FASB announced a decision to defer the effective date of this ASU. ASU 2014-09 is effective for annual and interim reporting periods beginning after December 15, 2017, with early adoption permitted for annual and interim reporting periods beginning after December 15, 2016. The Company is currently evaluating the impact ASU 2014-09 will have on its consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis". This standard modifies existing consolidation guidance for reporting companies that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 is effective for fiscal years and interim periods within those years beginning after December 15, 2015, and requires either a retrospective or a modified retrospective approach to adoption. The Company is currently evaluating the impact ASU 2015-02 will have on its consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-05, "Intangibles– Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement". This ASU provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The ASU is effective for annual and interim reporting periods beginning after December 15, 2016. Early adoption is permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is currently evaluating the impact ASU 2015-05 will have on its consolidated financial statements.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

In July 2015, the FASB issued ASU No. 2015 11, "Inventory (Topic 330): Simplifying the Measurement of Inventory". For entities that do not measure inventory using the last-in, first-out or retail inventory method, ASU 2015-11 changes the measurement principle for inventory from the lower of cost or market to lower of cost and net realizable value, where net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The ASU is effective for annual and interim reporting periods beginning after December 15, 2016. The Company is currently evaluating the impact ASU 2015-11 will have on its consolidated financial statements.

In November 2015, the FASB issued ASU No. 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes". The ASU requires entities with a classified balance sheet to present all deferred tax assets and liabilities as noncurrent. The ASU is effective for annual and interim periods in fiscal years beginning after December 15, 2016. Early adoption is permitted at the beginning of an interim or annual period and requires either a prospective or retrospective approach to adoption. The Company is currently evaluating the impact ASU 2015-17 will have on its consolidated financial statements.

Inventories	12 Months Ended Jan. 02, 2016
Inventories [Abstract]	
Inventories	NOTE B – INVENTORIES

Inventories consist of the following:

		January 3, 2015		January 2, 2016
Raw materials	$	15,127	$	22,529
Work in progress		7,545		8,701
Finished goods		22,576		34,889
	$	45,248	$	66,119

Prepaid Expenses And Other Current Assets	12 Months Ended Jan. 02, 2016
Other Assets [Abstract]	
Prepaid Expenses And Other Current Assets	NOTE C – PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consist of the following:

	January 3, 2015	January 2, 2016
Prepaid insurance	$ 1,507	$ 1,727
Other prepaid expenses	3,094	3,862
Federal income taxes receivable	7,370	7,080
Miscellaneous receivables, net	3,656	4,704
Deferred commissions	3,618	3,305
Deferred tax assets	9,683	9,674
Other current assets	5,625	4,583
	$ 34,553	$ 34,935

Income Taxes	12 Months Ended Jan. 02, 2016
Income Taxes [Abstract]	
Income Taxes	NOTE D – INCOME TAXES

Income tax expense (benefit) included in income from net earnings consists of the following:

	Year ended		
	2013	2014	2015
Current			
Federal	$ 26,233	$ 22,362	$ 17,492
State	94	1,056	464
Foreign	9,626	16,265	32,198
Total Current	35,953	39,683	50,154
Deferred			
Federal	5,507	(1,096)	(5,220)
State	(5)	(43)	(155)
Foreign	(3,898)	473	3,138
Total Deferred	1,604	(666)	(2,237)
	$ 37,557	$ 39,017	$ 47,917

The income tax provision, as reconciled to the tax computed at the federal statutory rate of 35% for 2013, 2014, and
2015, is as follows:

	Year ended		
	2013	2014	2015
Federal income taxes at statutory rate	$ 40,803	$ 40,479	$ 49,906
State income taxes, net of federal tax benefit	102	653	670
Qualified production activities deduction	(1,700)	(887)	(952)
Foreign rate differential	(890)	(603)	(461)
U.S. research credit	(206)	(293)	(425)
All other, net	(552)	(332)	(821)
	$ 37,557	$ 39,017	$ 47,917

NOTE D – INCOME TAXES – CONTINUED

The significant categories of deferred taxes are as follows:

	January 3, 2015	January 2, 2016
Deferred tax assets		
Inventory	$ 3,024	$ 3,341
Accruals not currently deductible	4,427	5,892
Equity-based compensation expense	2,822	4,476
Intangible assets	10,107	9,283
Net operating losses	526	110
Accumulated other comprehensive income	-	988
Other	4,543	3,428
Gross deferred tax assets	25,449	27,518
Valuation allowance	(526)	(607)
Net deferred tax assets	24,923	26,911

Deferred tax liabilities		
Depreciation/amortization	(6,171)	(6,137)
Accumulated other comprehensive income	(1,994)	-
Prepaid expenses	(1,431)	(1,566)
Intangible assets	(10,107)	(9,283)
Other	(5,473)	(4,663)
Gross deferred tax liabilities	(25,176)	(21,649)
Net deferred taxes	$ (253)	$ 5,262

The Components of deferred taxes, net on a jurisdiction basis are as follows:

	January 3, 2015	January 2, 2016
Net current deferred tax assets	$ 9,683	$ 9,674
Net noncurrent deferred tax assets	5,933	9,844
Net current deferred tax liabilities	(5,268)	(4,434)
Net noncurrent deferred tax liabilities	(10,601)	(9,822)
Net deferred taxes	$ (253)	$ 5,262

At January 2, 2016, the Company had foreign operating loss carry forwards of approximately $384. If these operating losses are not used, a portion of them will begin to expire in 2017. A valuation allowance of $110 has been placed on these foreign operating loss carry forwards. The valuation allowance is determined using a more likely than not realization criteria and is based upon all available positive and negative evidence, including future reversals of temporary differences. A future increase or decrease in the current valuation allowance is not expected to impact the income tax provision due to the Company's ability to fully utilize foreign tax credits associated with taxable income in these jurisdictions.

NOTE D – INCOME TAXES – CONTINUED

The Company has not recognized a deferred tax liability for the undistributed earnings of certain of its foreign operations that arose during 2015 and in prior years as the Company considers these earnings to be indefinitely reinvested. As of January 2, 2016, the undistributed earnings of these subsidiaries was $18,163. The repatriation of these earnings would result in a tax liability to the Company of approximately $3,071.

The Company recognizes the impact of a tax position in the financial statements if that position is more likely than not of being sustained on audit, based on the technical merits of the position. As of January 3, 2015 and January 2, 2016, the Company had no significant unrecognized tax benefits.

From time to time, the Company is subject to federal, state, and foreign tax authority income tax examinations. The Company remains subject to income tax examinations for each of its open tax years, which extend back to 2012 under most circumstances. Certain taxing jurisdictions may provide for additional open years depending upon their statutes or if an audit is on-going.

Property And Equipment	12 Months Ended Jan. 02, 2016

Property And Equipment [Abstract]

Property And Equipment

NOTE E – PROPERTY AND EQUIPMENT

Cost of property and equipment and their estimated useful lives is as follows:

	Years	January 3, 2015	January 2, 2016
Buildings	39.5	$ 38,920	$ 38,242
Laboratory and production equipment	5-7	24,864	27,027
Sound and video library	5	600	600
Computer equipment and software	3-5	30,842	34,497
Furniture and fixtures	3-5	5,354	5,214
Automobiles	3-5	327	385
Leasehold improvements	3-5	10,857	11,591
Land improvements	15	2,068	2,052
		113,832	119,608
Less accumulated depreciation and amortization		64,372	71,030
		49,460	48,578
Land		6,843	6,360
Deposits and projects in process		14,861	33,043
		$ 71,164	$ 87,982

Depreciation of property and equipment for the years ended 2013, 2014, and 2015 was $8,152, $8,414, and $9,034, respectively.

Intangible Assets	**12 Months Ended**
	Jan. 02, 2016
Intangible Assets [Abstract]	
Intangible Assets	NOTE F – INTANGIBLE ASSETS

NOTE F – INTANGIBLE ASSETS

The Company performed its annual goodwill impairment test during the third quarter of 2015. The Company performed a qualitative assessment of each reporting unit and determined that is was not more-likely-than-not that the fair value of any reporting unit was less than its carrying amount. As a result, the two-step goodwill impairment test was not required and no impairments of goodwill were recognized in 2015.

The Company also performed its annual indefinite-lived intangible asset impairment test during the third quarter of 2015. The Company performed a qualitative assessment of the indefinite-lived intangible assets and determined that is was not more-likely-than-not that the fair value of any indefinite-lived intangible asset was less than the carrying amount. As a result, the quantitative impairment test was not required and no impairments of indefinite-lived intangible assets were recognized in 2015.

The changes in the carrying amount of goodwill are as follows:

	January 3, 2015	January 2, 2016
Balance at beginning of year:		
Gross goodwill	$ 18,243	$ 17,941
Accumulated impairment losses	-	-
Net goodwill as of beginning of year	18,243	17,941
Goodwill acquired during the year	-	-
Impairment loss	-	-
Currency translation adjustment	(302)	(509)
Balance as of end of year		
Gross goodwill	17,941	17,432
Accumulated impairment losses	-	-
Net goodwill as of end of year	$ 17,941	$ 17,432

Historically, the indefinite-lived intangible assets included the BabyCare direct sales license and BabyCare product formulas. The Company evaluates the remaining useful life of the indefinite-lived intangible assets each reporting period to determine whether events and circumstances continue to support an indefinite useful life. During the third quarter of 2015, a process was initiated in China to approve additional USANA products, which will limit the life of certain of the acquired BabyCare product formulas. As a result, the product formulas intangible asset was determined to no longer have an indefinite life. Accordingly, the Company began amortization of the product formulas intangible asset on a straight-line basis over its estimated remaining useful life of 8 years. Upon determining that the product formulas intangible asset no longer has an indefinite life, it was tested for impairment and no impairment was noted.

NOTE F – INTANGIBLE ASSETS – CONTINUED

	As of January 3, 2015			
	Gross carrying amount	Accumulated amortization	Net carrying amount	Weighted-aver amortizatioi period (year:
Amortized intangible assets				
Trade name and trademarks	$ 4,274	$ (1,898)	$ 2,376	10
Indefinite-lived intangible assets				
Product formulas	9,425	-	9,425	
Direct sales license	29,151		29,151	
	38,576		38,576	
	$ 42,850		$ 40,952	

	As of January 2, 2016			
	Gross carrying amount	Accumulated amortization	Net carrying amount	Weighted-average amortization period (years)
Amortized intangible assets				
Trade name and trademarks	$ 4,086	$ (2,205)	$ 1,881	10
Product formulas	9,010	(489)	8,521	8
Indefinite-lived intangible assets				
Direct sales license	27,867		27,867	
	$ 40,963		$ 38,269	

Estimated Amortization Expense:	
2016	1,535
2017	1,535
2018	1,535
2019	1,535
2020	1,378
Thereafter	2,884
	$ 10,402

Aggregate amortization of intangible assets for the years ended 2013, 2014, and 2015 was $897, $431, and $900, respectively.

Other Current Liabilities	12 Months Ended Jan. 02, 2016
Other Current Liabilities [Abstract]	
Other Current Liabilities	NOTE G – OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

	January 3, 2015	January 2, 2016
Associate incentives	$ 34,297	$ 38,852
Accrued employee compensation	18,360	24,489
Income taxes	4,110	5,561
Sales taxes	9,643	10,109
Deferred tax liabilities	5,268	4,434
Associate promotions	1,982	2,712
Deferred revenue	15,717	17,637
Provision for returns and allowances	718	521
Accrued purchases of property and equipment	1,805	6,863
All other	9,026	10,191
	$ 100,926	$ 121,369

Line Of Credit	12 Months Ended Jan. 02, 2016
Line Of Credit [Abstract]	
Line Of Credit	NOTE H – LINE OF CREDIT The Company has a $75,000 line of credit with Bank of America. Interest is computed at the bank's Prime Rate or LIBOR, adjusted by features specified in the Credit Agreement. The collateral for this line of credit is the pledge of the capital stock of certain subsidiaries of the Company, set forth in a separate pledge agreement with the bank. Part of the credit agreement is that any existing bank guarantees are considered a reduction of the overall availability of credit and part of the covenant calculation. This resulted in a $4,575, and $4,153 reduction in the available borrowing limit as of January 3, 2015 and January 2, 2016, respectively, due to existing normal course of business guarantees in certain markets. The Credit Agreement contains restrictive covenants based on adjusted EBITDA and a debt coverage ratio. There was no outstanding balance on this line of credit at January 3, 2015 or at January 2, 2016. The Company will be required to pay any balance on this line of credit in full at the time of maturity in April 2016 unless the line of credit is replaced or terms are renegotiated.

Commitments And Contingencies	12 Months Ended Jan. 02, 2016
Commitments And Contingencies [Abstract]	
Commitments And Contingencies	NOTE I – COMMITMENTS AND CONTINGENCIES

NOTE I – COMMITMENTS AND CONTINGENCIES

1. Operating leases

With the exception of the Company's Salt Lake City headquarters, Australian facility, Beijing, China and Tianjin, China facility, facilities are generally leased. Each of the facility lease agreements is a non-cancelable operating lease generally structured with renewal options and expires prior to or during 2020. The Company utilizes equipment under non-cancelable operating leases, expiring through 2019. The minimum commitments under operating leases at January 2, 2016 are as follows:

Year ending		
2016	$	10,552
2017		9,263
2018		6,481
2019		2,684
2020		987
Thereafter		-
	$	29,967

NOTE I – COMMITMENTS AND CONTINGENCIES - CONTINUED

These leases generally provide that property taxes, insurance, and maintenance expenses are the responsibility of the Company. Such expenses are not included in the operating lease amounts outlined in the table above or in the rent expense amounts that follow. The total rent expense for the years ended 2013, 2014, and 2015 was approximately $9,254, $11,129, and $10,503, respectively.

The Company has other unconditional purchase obligations relating to capital projects and advertising agreements of $14,758 that will be paid in the next year.

2. Contingencies

The Company is involved in various lawsuits, claims, and other legal matters from time to time that arise in the ordinary course of conducting business, including matters involving our products, intellectual property, supplier relationships, distributors, competitor relationships, employees and other matters. The Company records a liability when a particular contingency is probable and estimable. The Company has not accrued for any contingency at January 2, 2016 as the Company does not consider any contingency to be probable nor estimable. The Company faces contingencies that are reasonably possible to occur; however, they cannot currently be estimated. While complete assurance cannot be given to the outcome of these proceedings, management does not currently believe that any of these matters, individually or in the aggregate, will have a material adverse effect on the Company's financial condition, liquidity or results of operations.

In August 2014, a purported shareholder derivative lawsuit was filed in the Third Judicial District Court of Salt Lake County, State of Utah (James Robert Rawcliffe v. Robert Anciaux, et al.,) against certain of our directors and officers. The derivative complaint, which also names USANA as a nominal defendant but is asserted on USANA's behalf, contains claims of breach of fiduciary duty, waste of corporate assets and unjust enrichment against the defendant directors and officers in connection with certain equity awards granted by the Compensation Committee of the Company's Board of Directors in February 2014. In October 2014, The Company filed a motion to dismiss the complaint and, in March 2015, the court granted that motion and dismissed the complaint without prejudice. In May 2015, the plaintiffs filed an appeal with the Utah Supreme Court. The Supreme Court remanded The Company's case to the Utah Court of Appeals, which recently issued a briefing schedule for the parties. The Company believes that the claims in the complaint are without merit and will continue to vigorously defend this suit. The Company continues to believe, based on information currently available, that the final outcome of this suit will not have a material adverse effect on the Company's business, results of operations or consolidated financial position.

3. Employee Benefit Plan

The Company sponsors an employee benefit plan under Section 401(k) of the Internal Revenue Code. This plan covers employees who are at least 18 years of age and have met a one-month service requirement. The Company makes a matching contribution equal to 100 percent of the first one percent of a participant's compensation that is contributed by the participant, and 50 percent of that deferral that exceeds one percent of the participant's compensation, not to exceed six percent of the participant's compensation, subject to the limits of ERISA. In addition, the Company may make a discretionary contribution based on earnings. The Company's matching contributions cliff vest at two years of service. Contributions made by the Company to the plan in the United States for the years ended 2013, 2014, and 2015 were $1,149, $1,324, and $1,458, respectively.

Equity Based Compensation

12 Months Ended Jan. 02, 2016

Equity Based Compensation [Abstract]

Equity Based Compensation

NOTE J – EQUITY-BASED COMPENSATION

Equity-based compensation expense for fiscal years 2013, 2014, and 2015 was $7,624, $9,805, and $11,081 respectively. The related tax benefit for these periods was $2,575, $3,308, and $3,766, respectively.

The following table shows the remaining unrecognized compensation expense on a pre-tax basis for all types of unvested equity awards outstanding as of January 2, 2016. This table does not include an estimate for future grants that may be issued.

2016	$	17,856
2017		16,744
2018		14,024
2019		8,889
2020+		943
	$	58,456

The cost above is expected to be recognized over a weighted-average period of 3.4 years.

Following Company shareholder approval in May of 2015, the Company adopted its 2015 Equity Incentive Award Plan (the "2015 Plan") to replace its 2006 Equity Incentive Award Plan (the "2006 Plan"), which is set to expire in April of 2016. Similar to the 2006 Plan, the 2015 Plan allows for the grant of various equity awards including stock-settled stock appreciation rights, stock options, deferred stock units, and other types of equity-based awards to the Company's officers, key employees, and non-employee directors. Since its inception 10,000 shares had been authorized under the 2006 Plan. As of January 2, 2016, a total of 6,920 awards had been granted under the 2006 Plan, of which 6,798 were stock-settled stock appreciation rights, 8 were stock options, and 114 were deferred stock units. Also, as of January 2, 2016, a total of 1,166 awards had been forfeited and added back to the number of shares available for issuance under the 2006 Plan. No further awards will be issued under the 2006 Plan. Under the 2015 Plan, 5,000 shares have been authorized. As of January 2, 2016, a total of 1,005 awards had been issued under the 2015 Plan, all of which have been in the form of stock-settled stock appreciation rights. Of the 1,005 awards issued under the 2015 Plan, 50 awards have been forfeited and added back to the number of shares available for issuance under the 2015 Plan.

General terms of awards issued under the 2015 Plan are similar in nature to those issued under the 2006 Plan. The Company's Compensation Committee utilizes two types of vesting methods when granting awards to officers and key employees based upon the nature of the grant. Awards granted to officers and key employees upon hire or promotion to such a position will generally vest 20% each year on the anniversary of the grant date and expire five and one-half years from the date of grant. Awards granted as a supplement to existing equity awards held by officers and key employees vest each year beginning on the first grant date anniversary following the final vesting of previous grants. The expiration of these supplemental awards is generally within 12 months following the last vest date of such award. Awards of stock options and stock-settled stock appreciation rights to be granted to non-employee directors generally vest 25% each quarter, commencing on the first vest date anniversary following the final vesting of the previous award. The expiration of these awards is generally within 12 months following the last vest date of the previous award. Awards of deferred stock units are full-value shares at the date of grant, vesting over the periods of service, and do not have expiration dates. Beginning in 2015, new grants of stock-settled stock appreciation rights became subject to a mandatory post-vesting holding requirement of 10% of the shares derived upon exercise for the sooner of five years following the exercise or at such time the grantee no longer qualifies as a participant under the Plan. As a result of this requirement, the Company has included an illiquidity discount in the fair value calculation of these awards.

The Company uses the Black-Scholes option pricing model to estimate the fair value of its equity award: The weighted-average fair value, net of illiquidity discount, of stock-settled stock appreciation rights that were granted in 2013, 2014, and 2015 was $17.59, $18.91, and $46.99, respectively.

NOTE J – EQUITY-BASED COMPENSATION - CONTINUED

Following is a table that includes the weighted-average assumptions that the Company used to calculate fair value equity awards that were granted during the periods indicated. Deferred stock units are full-value shares at the date grant and have been excluded from the table below.

	Year ended		
	2013	2014	2015
Expected volatility (1)	41.9%	40.2%	44.0%

Risk-free interest rate (2)	0.7%	1.2%	1.3%
Expected life (3)	3.9 yrs.	3.6 yrs.	3.8 yrs.
Expected dividend yield (4)	0.0%	0.0%	0.0%
Weighted-average exercise price (5)	$53.83	$60.61	$135.41

(1) The Company utilizes historical volatility of the trading price of its common stock.
(2) Risk-free interest rate is based on the U.S. Treasury yield curve with respect to the expected life of the award.
(3) Depending upon the terms of the award, one of two methods will be used to calculate expected life:
(i) a weighted-average that includes historical settlement data of the Company's equity awards and a hypothetical holding period, or (ii) the simplified method.
(4) The Company historically has not paid and currently has no plan to pay dividends.
(5) Exercise price is the closing price of the Company's common stock on the date of grant.

A summary of the Company's stock option and stock-settled stock appreciation right activity is as follows:

	Shares	Weighted-average exercise price	Weighted-average remaining contractual term	Aggregate intrinsic value*
Outstanding at January 3, 2015	1,555	$ 49.20	2.9	$ 82,564
Granted	1,135	135.41		
Exercised	(442)	37.93		
Forfeited	(73)	102.12		
Expired	-	-		
Outstanding at January 2, 2016	2,175	$ 94.68	3.3	$ 83,475
Exercisable at January 2, 2016	121	$ 45.26	1.8	$ 9,998

* Aggregate intrinsic value is defined as the difference between the current market value at the reporting date (the closing price of the Company's common stock on the last trading day of the period) and the exercise price of awards that were in-the-money. The closing price of the Company's common stock at January 3, 2015, and January 2, 2016, was $102.28 and $127.75, respectively.

The total intrinsic value of stock options and stock-settled stock appreciation rights exercised was $32,837 in 2013, $51,795 in 2014, and $41,548 in 2015. The Company currently has no deferred stock units that are nonvested.

The total fair value of equity awards that vested during fiscal years 2013, 2014, and 2015 was $8,096, $7,568, and $7,184, respectively. This total fair value includes equity-based awards issued in the form of stock-settled stock appreciation rights.

Segment Information	12 Months Ended Jan. 02, 2016

Segment Information [Abstract]

Segment Information

NOTE K – SEGMENT INFORMATION

USANA operates as a direct selling company that develops, manufactures, and distributes high-quality nutritional and personal care products that are sold through a global network marketing system of independent distributors ("Associates"). As such, management aggregates its operating segments into one reportable segment as management believes that the Company's segments exhibit similar long-term financial performance and have similar economic characteristics. Performance for a region or market is evaluated based on sales. No single Associate accounted for 10% or more of net sales for the periods presented. The table below summarizes the approximate percentage of total product revenue that has been contributed by the Company's nutritional and personal care products for the periods indicated.

	Year Ended		
	2013	2014	2015
USANA® Nutritionals	80%	79%	81%
USANA Foods	11%	13%	11%
Sensé – beautiful science®	6%	7%	7%

Selected financial information for the Company is presented for two geographic regions: Asia Pacific, with three sub-regions under Asia Pacific, and Americas and Europe. Individual markets are categorized into these regions as follows:

- Asia Pacific –
  - Greater China – Hong Kong, Taiwan and China[(1)]
  - Southeast Asia Pacific – Australia, New Zealand, Singapore, Malaysia, the Philippines, Thailand, and Indonesia[(2)]
  - North Asia – Japan and South Korea
- Americas and Europe – United States, Canada, Mexico, Colombia[(3)], the United Kingdom, France, Belgium, and the Netherlands.

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(1) The Company's business in China is that of BabyCare, its wholly-owned subsidiary.
(2) The Company commenced operations in Indonesia in the fourth quarter of 2015.
(3) The Company commenced operations in Colombia at the beginning of the third quarter of 2013.

NOTE K – SEGMENT INFORMATION – CONTINUED

Selected Financial Information

Financial information, presented by geographic region is listed below:

	Year Ended		
	2013	2014	2015
Net Sales to External Customers			
Asia Pacific			
Greater China	$ 271,812	$ 326,134	$ 441,284
Southeast Asia Pacific	155,362	177,940	183,828
North Asia	29,319	32,667	39,751
Asia Pacific Total	456,493	536,741	664,863
Americas and Europe	261,682	253,730	253,636
Consolidated Total	$ 718,175	$ 790,471	$ 918,499

	January 3, 2015	January 2, 2016
Long-lived Assets		
Asia Pacific		

Greater China	$ 83,471	$ 94,792
Southeast Asia Pacific	14,175	13,463
North Asia	1,621	1,938
Asia Pacific Total	99,267	110,193
Americas and Europe	54,457	58,936
Consolidated Total	$ 153,724	$ 169,129
Total Assets		
Asia Pacific		
Greater China	$ 154,153	$ 231,018
Southeast Asia Pacific	38,404	40,038
North Asia	5,622	6,695
Asia Pacific Total	198,179	277,751
Americas and Europe	152,405	145,486
Consolidated Total	$ 350,584	$ 423,237

NOTE K – SEGMENT INFORMATION – CONTINUED

The following table provides further information on markets representing ten percent or more of consolidated net sales and long-lived assets, respectively:

	Year Ended		
	2013	2014	2015
Net sales:			
China	$ 106,710	$ 216,842	$ 371,737
United States	$ 157,543	$ 143,669	$ 141,758
Hong Kong	$ 132,285	N/A	N/A
Long-lived Assets:			
China		$ 81,704	$ 92,835
United States		$ 53,322	$ 57,797

Quarterly Financial Results

12 Months Ended
Jan. 02, 2016

Quarterly Financial Results [Abstract]

Quarterly Financial Results

NOTE L – QUARTERLY FINANCIAL RESULTS (Unaudited)

The following table summarizes quarterly financial information for fiscal years 2014 and 2015.

2014	First	Second	Third	Fourth
Net sales	$ 182,401	$ 188,256	$ 191,944	$ 227,870
Gross profit	$ 148,573	$ 153,391	$ 157,359	$ 190,354
Net earnings	$ 16,537	$ 19,301	$ 19,498	$ 21,300
Earnings per share:				
Basic	$ 1.19	$ 1.40	$ 1.51	$ 1.75
Diluted	$ 1.15	$ 1.36	$ 1.47	$ 1.65

2015	First	Second	Third	Fourth
Net sales	$ 219,378	$ 233,244	$ 233,292	$ 232,585
Gross profit	$ 181,014	$ 193,155	$ 192,244	$ 192,404
Net earnings	$ 19,680	$ 25,416	$ 25,609	$ 23,967
Earnings per share:				
Basic	$ 1.56	$ 1.99	$ 1.99	$ 1.89
Diluted	$ 1.50	$ 1.92	$ 1.92	$ 1.83

Earnings Per Share	12 Months Ended Jan. 02, 2016
Earnings Per Share [Abstract]	
Earnings Per Share	NOTE M – EARNINGS PER SHARE

Basic earnings per share are based on the weighted-average number of shares outstanding for each period. Shares that have been repurchased and retired during the periods specified below have been included in the calculation of the number of weighted-average shares that are outstanding for the calculation of basic earnings per share based on the time they were outstanding in any period. Diluted earnings per common share are based on shares that are outstanding (computed under basic EPS) and on potentially dilutive shares. Shares that are included in the diluted earnings per share calculations under the treasury stock method include equity awards that are in-the-money but have not yet been exercised.

The following is a reconciliation of the numerator and denominator used to calculate basic earnings per share and diluted earnings per share for the periods indicated:

	Year Ended		
	2013	2014	2015
Net earnings available to common shareholders	$ 79,024	$ 76,636	$ 94,672
Weighted average common shares outstanding - basic	13,695	13,221	12,730
Dilutive effect of in-the-money equity awards	509	468	447
Weighted average common shares outstanding - diluted	14,204	13,689	13,177
Earnings per common share from net earnings - basic	$ 5.77	$ 5.80	$ 7.44
Earnings per common share from net earnings - diluted	$ 5.56	$ 5.60	$ 7.18

Equity awards for the following shares were not included in the computation of diluted EPS due to the fact that
their effect would be anti-dilutive:

Year Ended		
2013	2014	2015
344	287	393

During the years ended 2013, 2014, and 2015, the Company repurchased and retired 414 shares for $18,085, 1,927 shares for $138,819, and 457 shares for $61,181, respectively, under the Company's share repurchase plan. The excess of the repurchase price over par value is allocated between additional paid-in capital and retained earnings on a pro-rata basis. The purchase of shares under this plan reduces the number of shares outstanding in the above calculations.

Related Party Transactions	12 Months Ended Jan. 02, 2016
Related Party Transactions [Abstract]	
Related Party Transactions	NOTE N – RELATED-PARTY TRANSACTIONS The Company's Founder and Chairman of the Board, Myron W. Wentz, PhD is the sole beneficial owner of the largest shareholder of the Company, Gull Global, Ltd. As of January 2, 2016, Gull Global, Ltd. owned 51.39% of the Company's issued and outstanding shares. Dr. Wentz devotes much of his personal time, expertise, and resources to a number of business and professional activities outside of USANA. The most significant of these is the Sanoviv Medical Institute, which is a unique, fully integrated health and wellness center located near Rosarito, Mexico that Dr. Wentz founded in 1998. Dr. Wentz's private entity, Sanoviv S.A. de C.V. ("Sanoviv"), contracts with Medicis, S.C. ("Medicis"), an entity that is owned and operated independently of Dr. Wentz, to conduct the operations of the Sanoviv Medical Institute. Sanoviv leases the medical building to Medicis and Medicis carries out all of the operations of the medical institute, which include employing all of the medical and healthcare professionals who provide services at the medical institute. The Medicis medical and healthcare professionals possess expertise in the fields of human health, digestive health, nutritional medicine, lifestyle medicine and other medical fields that are important to USANA. Medicis performs research and development of novel product formulations for future development and production by USANA, and they also perform research and development of improvements in existing USANA product formulations. In addition to providing contract research services, Medicis provides physicians and other medical staff to speak at USANA Associate events. Finally, Medicis performs health assessments and physical examinations for the Company's Executives. In consideration for these services, USANA paid Medicis $381 in 2013, $239 in 2014, and $383 in 2015. The Company's agreements with Medicis were approved by the Audit Committee in advance of the Company's entry into the agreements. USANA's collaboration with Medicis is terminable at will by USANA at any time, without any continuing commitment by USANA.

Subsequent Events	12 Months Ended Jan. 02, 2016
Subsequent Events [Abstract]	
Subsequent Events	NOTE O – SUBSEQUENT EVENTS Subsequent to January 2, 2016, and through February 26, 2016, the Company repurchased and retired 553 shares of common stock for $64,610, at an average market price of $116.82 per share. On February 19, 2016, the Company entered into an Amended and Restated Credit Agreement ("Credit Agreement"), which among other things, extends the term of the Credit Agreement to April 27, 2021. The Credit Agreement also increases the amount the Company may borrow under the credit facility from $75,000 to up to $125,000, through October 31, 2016. On November 1, 2016, the amount the Company may borrow under the Credit Agreement will revert to $75,000 for the term of the agreement. The only other modification to Credit Agreement was an increase in the Company's consolidated rolling four-quarter adjusted EBITDA covenant from $60,000 to equal to or greater than $100,000. Subsequent to January 2, 2016, the Company made draws on its line of credit, and on February 26, 2016, the Company had an outstanding balance of $63,000 on this line of credit, with a weighted average rate of 1.27%. The Company will be required to pay any balance on this line of credit in full at the time of maturity in April 2021 unless the line of credit is replaced or terms are renegotiated.

Valuation And Qualifying Accounts	12 Months Ended Jan. 02, 2016
Valuation and Qualifying Accounts [Abstract]	
Schedule II - Valuation And Qualifying Accounts	

Description	Balance at beginning of period	Charged to costs and expenses	Charged to other accounts	Deductions	Balance at end of period
December 28, 2013					
Allowance for sales returns	717	44	-	170	591
Allowance for doubtful accounts	1,808	98	-	26	1,880
Valuation allowance - deferred tax assets	1,598	-	-	1,068	530
January 3, 2015					
Allowance for sales returns	591	194	-	67	718
Allowance for doubtful accounts	1,880	26	-	118	1,788
Valuation allowance - deferred tax assets	530	-	-	4	526
January 2, 2016					
Allowance for sales returns	718	49	-	246	521
Allowance for doubtful accounts	1,788	162	-	14	1,936
Valuation allowance - deferred tax assets	526	81	-	-	607

Summary Of Significant Accounting Policies (Policy)	12 Months Ended Jan. 02, 2016

Summary Of Significant Accounting Policies [Abstract]

Principles Of Consolidation And Basis Of Presentation

Principles of consolidation and basis of presentation

The accompanying Consolidated Financial Statements include the accounts and operations of USANA Health Sciences, Inc. and its wholly-owned subsidiaries. All inter-company accounts and transactions have been eliminated in consolidation. The accounting and reporting policies of the Company conform with accounting principles generally accepted in the United States of America ("US GAAP").

Use Of Estimates

Use of estimates

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates for the Company relate to revenue recognition, inventory obsolescence, goodwill and other intangible assets, equity-based compensation, and income taxes. Actual results could differ from those estimates. These estimates may be adjusted as more current information becomes available, and any adjustment could be significant.

Fiscal Year

Fiscal year

The Company operates on a 52-53 week year, ending on the Saturday closest to December 31. Fiscal years 2013 and 2015, were 52-week years. Fiscal year 2014 was a 53-week year. Fiscal year 2013 covered the period December 30, 2012 to December 28, 2013 (hereinafter 2013). Fiscal year 2014 covered the period December 29, 2013 to January 3, 2015 (hereinafter 2014). Fiscal year 2015 covered the period January 4, 2015 to January 2, 2016 (hereinafter 2015).

Fair Value Measurements

Fair value measurements

The Company measures at fair value certain of its financial and non-financial assets and liabilities by using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, essentially an exit price, based on the highest and best use of the asset or liability. The levels of the fair value hierarchy are:

- Level 1 inputs are quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.
- Level 2 inputs are from other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable and are used to measure fair value in situations where there is little, if any, market activity for the asset or liability at the measurement date.

As of January 3, 2015 and January 2, 2016, the following financial assets and liabilities were measured at fair value on a recurring basis using the type of inputs shown:

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

		Fair Value Measurements Using Inputs		
	January 3, 2015	Level 1	Level 2	Level 3
Money market funds included in cash equivalents	$ 4,833	$ 4,833	$ -	$ -

		Fair Value Measurements Using Inputs		
	January 2, 2016	Level 1	Level 2	Level 3
Money market funds included in cash equivalents	$ 14,460	$ 14,460	$ -	$ -

There were no transfers of financial assets or liabilities between Level 1 and Level 2 inputs for the years ended 2014 and 2015.

The majority of the Company's non-financial assets, which include goodwill, intangible assets, and property and equipment, are not required to be carried at fair value on a recurring basis. However, if certain triggering events occur (or tested at least annually for goodwill and indefinite-lived intangibles) such that a non-financial asset is required to be evaluated for impairment, an impairment charge is recorded to reduce the carrying value to the fair value, if the carrying value exceeds the fair value. For the years ended 2013, 2014, and 2015, there were no non-financial assets measured at fair value on a non-recurring basis.

Fair Value Of Financial Instruments

Fair value of financial instruments

At January 3, 2015 and January 2, 2016, the Company's financial instruments include cash equivalents, accounts receivable, restricted cash, notes receivable, and accounts payable. The recorded values of cash equivalents, accounts receivable, restricted cash, and accounts payable approximate their fair values, based on their short-term nature. The carrying value of the notes receivable approximate fair value because the variable interest rates in the notes reflect current market rates.

Translation Of Foreign Currencies

Translation of foreign currencies

The functional currency of the Company's foreign subsidiaries is the local currency of their country of domicile. Assets and liabilities of the foreign subsidiaries are translated into U.S. dollar amounts at month-end exchange rates. Revenue and expense accounts are translated at the weighted-average rates for the monthly accounting period to which they relate. Equity accounts are translated at historical rates. Foreign currency translation adjustments are accumulated as a component of other comprehensive income. Gains and losses from foreign currency transactions are included in the "Other, net" component of Other income (expense) in the Company's consolidated statements of comprehensive income.

Cash And Cash Equivalents

Cash and cash equivalents

The Company considers all highly liquid investments with an original maturity of three months or less from the date of purchase to be cash equivalents. Cash equivalents as of January 3, 2015 and January 2, 2016 consisted primarily of money market fund investments, and amounts receivable from credit card processors.

Amounts receivable from credit card processors are considered cash equivalents because they are both short-term and highly liquid in nature and are typically converted to cash within three days of the sales transaction. Amounts receivable from credit card processors as of January 3, 2015 and January 2, 2016 totaled $6,209 and $12,516, respectively.

Restricted Cash

Restricted Cash

The Company is required to maintain cash deposits with banks in certain subsidiary locations for various operating purposes. The most significant of these cash deposits relates to a deposit held at a bank in China, the balance of which was $3,222 as of January 3, 2015, and $3,080 as of January 2, 2016. This deposit is required for the application of direct sales licenses by the Ministry of Commerce and the State Administration for Industry & Commerce of the People's Republic of China, and will continue to be restricted during the periods while the Company holds these licenses. Restricted cash is included in the "Other assets" line item in the Company's consolidated balance sheets.

Inventories

Inventories

Inventories are stated at the lower of cost or market. Cost is determined using a standard costing system which approximates the first-in, first-out method. The components of inventory cost include raw materials, labor, and overhead. Market value is determined using various assumptions with regard to excess or slow-moving inventories, non-conforming inventories, expiration dates, current and future product demand, production planning, and market conditions. A change in any of these variables could result in an adjustment to inventory.

Accounts Receivable

Accounts Receivable

Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company maintains an allowance for doubtful accounts for estimated losses inherent in its accounts receivable portfolio. In establishing the required allowance, management considers historical losses adjusted to take into account current market conditions and our customers' financial condition, the amount of receivables in dispute, and the current receivables aging and current payment patterns. The Company reviews its allowance for doubtful accounts regularly. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Accounts Receivable is included in "Prepaid expenses and other current assets" line item in the Company's consolidated balance sheets.

Income Taxes

Income taxes

The Company accounts for income taxes using the asset and liability method, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of the differences between the financial statement assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates that are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax expense or benefit is the result of changes in deferred tax assets and liabilities. The Company evaluates the probability of realizing the future benefits of its deferred tax assets and provides a valuation allowance for the portion of any deferred tax assets where the likelihood of realizing an income tax benefit in the future does not meet the "more-likely-than-not" criteria for recognition. The Company recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. The Company recognizes interest and penalties related to unrecognized tax benefits in income taxes. Deferred taxes are not provided on the portion of undistributed earnings of subsidiaries outside of the United States when these earnings are considered indefinitely reinvested.

Property And Equipment

Property and equipment

Property and equipment are recorded at cost. Maintenance, repairs, and renewals, which neither materially add to the value of the property nor appreciably prolong its life, are charged to expense as incurred. Depreciation is provided in amounts sufficient to relate the cost of depreciable assets to operations over the estimated useful lives of the related assets. The straight-line method of depreciation and amortization is followed for financial statement purposes. Leasehold improvements are amortized over the shorter of the life of the respective lease or the useful life of the improvements. Property and equipment are reviewed for impairment whenever events or changes in circumstances exist that indicate the carrying amount of an asset may not be recoverable. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period.

Notes Receivable

Notes receivable

Notes receivable consists primarily of a secured loan to a third-party supplier of the Company's nutrition bars and are included in the "Other assets" line item in the Company's consolidated balance sheets. The Company has extended non-revolving credit to this supplier to allow them to acquire equipment that is necessary to manufacture the USANA nutrition bars. This relationship provides improved supply chain stability for USANA and creates a mutually beneficial relationship between the parties. Notes receivable are valued at their unpaid principal balance plus any accrued but unpaid interest, which approximates fair value. Interest accrues at an annual interest rate of LIBOR plus 400 basis points. The note has a maturity date of February 1, 2024 and will be repaid by a combination of cash payments and credits for the manufacture of USANA's nutrition bars. Manufacturing credits applied during 2014 and 2015 were $720 and $966, respectively. There is no prepayment penalty. Notes receivable from this supplier as of January 3, 2015, and January 2, 2016, were $8,519, and $8,339, respectively.

The third-party supplier is considered to be a variable interest entity; however, the Company is not the primary beneficiary due to the inability to direct the activities that most significantly affect the third-party supplier's economic performance. The Company does not absorb a majority of the third-party supplier's expected losses or returns. Consequentially, the financial information of the third-party supplier is not consolidated. The maximum exposure to loss as a result of the Company's involvement with the third-party supplier is limited to the carrying value of the note receivable due from the third party supplier.

Goodwill

Goodwill

Goodwill represents the excess of the purchase price over the fair market value of identifiable net assets of acquired companies. Goodwill is not amortized, but rather is tested at the reporting unit level at least annually for impairment or more frequently if triggering events or changes in circumstances indicate impairment. Initially, qualitative factors are considered to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Some of these qualitative factors may include macroeconomic conditions, industry and market considerations, a change in financial performance, entity-specific events, a sustained decrease in share price, and consideration of the difference between the fair value and carrying amount of a reporting unit as determined in the most recent quantitative assessment. If, through this qualitative assessment, the conclusion is made that it is more likely than not that a reporting unit's fair value is less than its carrying amount, a two-step quantitative impairment analysis is performed. The first step involves estimating the fair value of a reporting unit using widely-accepted valuation methodologies including the income and market approaches, which requires the use of estimates and assumptions. These estimates and assumptions include revenue growth rates, discounts rates, and determination of appropriate market comparables. If the fair value of the reporting unit is less than its carrying amount, the second step of the impairment test is performed to measure the amount of the impairment loss. In the second step, the implied fair value of the goodwill is estimated as the fair value of the reporting unit as determined in step one, less fair values of all other net tangible and intangible assets of the reporting unit determined in a manner similar to a purchase price allocation. If the carrying amount of the goodwill exceeds its implied fair value, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill. During 2013, 2014, and 2015, no impairment of goodwill was recorded.

Intangible Assets

Intangible assets

Intangible assets represent long-lived and indefinite-lived intangible assets acquired in connection with the purchase of the Company's China subsidiary in 2010. Long-lived intangible assets are amortized over their related useful lives, using a straight-line or accelerated method consistent with the underlying expected future cash flows related to the specific intangible asset. Long-lived intangible assets are reviewed for impairment whenever events or changes in circumstances exist that indicate the carrying amount of an asset may not be recoverable. When indicators of impairment exist, an estimate of undiscounted net cash flows is used in measuring whether the carrying amount of the asset or related asset group is recoverable. Measurement of the amount of impairment, if any, is based upon the difference between the asset group's carrying value and estimated fair value. Fair value is determined through various valuation techniques, including market and income approaches as considered necessary.

Indefinite-lived intangible assets are not amortized; however, they are tested at least annually for impairment or more frequently if events or changes in circumstances exist that may indicate impairment. Initially, qualitative factors are considered to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. If, through this qualitative assessment, the conclusion is made that it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount, a quantitative impairment analysis is performed by comparing the indefinite-lived intangible asset's book value to its estimated fair value. The fair value for indefinite-lived intangible assets is determined through various valuation techniques, including market and income approaches as considered necessary. The amount of any impairment is measured as the difference between the carrying amount and the fair value of the impaired asset. During 2013, 2014, and 2015, no impairment of indefinite-lived intangible assets was recorded.

Self Insurance

Self insurance

The Company is self-insured, up to certain limits, for employee group health claims. The Company has purchased stop-loss insurance on both an individual and an aggregate basis, which will reimburse the Company for individual claims in excess of $125 and aggregate claims that are greater than 100% of projected claims. A liability is accrued for all unpaid claims. Total expense under this self insurance program was $5,281, $7,019 and $7,287 in 2013, 2014 and 2015, respectively.

Common Stock And Additional Paid-In Capital

Common stock and additional paid-in capital

The Company records cash that it receives upon the exercise of equity awards by crediting common stock and additional paid-in capital. The Company received $454, and $10,970 in cash proceeds from the exercise of equity awards in 2013 and 2014, respectively. There were no cash proceeds from the exercise of equity awards in 2015. The Company also realizes an income tax benefit from the exercise of certain equity awards.

Upon exercise, the related deferred tax assets are reversed and the difference between the deferred tax assets and the realized tax benefit creates a tax windfall or shortfall that increases or decreases the additional paid-in capital pool ("APIC Pool"). If the APIC Pool is reduced to zero, additional shortfalls are treated as a current tax expense. The total tax benefit recorded in additional paid-in capital was $7,075, $14,712, and $12,024, in 2013, 2014, and 2015, respectively.

The Company has a stock repurchase plan in place that has been authorized by the Board of Directors. As of January 2, 2016, $100,000 was available to repurchase shares under this plan. The Company expended $18,085, $138,819, and $61,181 to repurchase and retire shares during 2013, 2014, and 2015, respectively. The excess of the repurchase price over par value is allocated between additional paid-in capital and retained earnings on a pro-rata basis. There currently is no expiration date on the remaining approved repurchase amount and no requirement for future share repurchases.

Revenue Recognition And Deferred Revenue

Revenue recognition and deferred revenue

Revenue is recognized at the estimated point of delivery of the merchandise, at which point the risks and rewards of ownership have passed to the customer. Revenue is realizable when the following four criteria are met: persuasive evidence of a sale arrangement exists, delivery of the product has occurred, the price is fixed or determinable, and payment is reasonably assured.

The Company receives payment, primarily via credit card, for the sale of products at the time customers place orders. Sales and related fees such as shipping and handling, net of applicable sales discounts, are recorded as revenue when the product is delivered and when title and the risk of ownership passes to the customer. Payments received for undelivered products are recorded as deferred revenue and are included in other current liabilities. Deferred revenue is recognized at the estimated point of delivery of the merchandise. On the occasion that will-call orders are not picked up by customers, we periodically assess the likelihood that customers will exercise their contractual right to pick up orders and recognize revenue when the likelihood is estimated to be remote. Certain incentives offered on the sale of our products, including sales discounts, are classified as a reduction of revenue. Sales discounts earned under USANA's initial order reward program are considered part of a multiple element revenue arrangement and accordingly are deferred when the first order is placed and recognized as customers place their subsequent two Auto Orders. A provision for product returns and allowances is recorded and is based on historical experience. Additionally, the Company collects an annual account renewal fee from Associates that is deferred upon receipt and is recognized as income on a straight-line basis over the subsequent twelve-month period.

Taxes that have been assessed by governmental authorities and that are directly imposed on revenue-producing transactions between the Company and its customers, including sales, use, value-added, and some excise taxes, are presented on a net basis in the consolidated statements of comprehensive income (excluded from net sales).

Product Return Policy

Product return policy

All first-time product orders that are returned within the first 30 days following purchase are refunded at 100% of the sales price. After the first order, all other returned product that is unused and resalable is refunded up to one year from the date of purchase at 100% of the sales price. This standard policy differs slightly in a few of our international markets due to the regulatory environment in those markets. According to the terms of the Associate agreement, return of product where the purchase amount exceeds one hundred dollars and was not damaged at the time of receipt by the Associate may result in cancellation of the Associate's distributorship. Depending upon the conditions under which product was returned, customers may either receive a refund based on their original form of payment, or credit on account for a product exchange. Product returns totaled approximately 0.9% of net sales in 2013, 0.8% of net sales in 2014, and 0.6% of net sales in 2015.

Shipping And Handling Costs

Shipping and handling costs

The Company's shipping and handling costs are included in cost of sales for all periods presented.

Associate Incentives

Associate incentives

Associate incentives expenses include all forms of commissions, and other incentives paid to our Associates, less commissions paid to Associates on personal purchases, which are considered a sales discount and are reported as a reduction to net sales.

Selling, General And Administrative

Selling, general and administrative

Selling, general and administrative expenses include wages and benefits, depreciation and amortization, rents and utilities, Associate event costs, advertising and professional fees, marketing, and research and development expenses.

Equity-based Compensation

Equity-based compensation

The Company records compensation expense in the financial statements for equity-based awards based on the grant date fair value and an estimate of forfeitures derived from historical experience. Equity-based compensation expense is recognized under the straight-line method over the period that service is provided, which is generally the vesting term. Further information regarding equity awards can be found in Note J – Equity-Based Compensation.

Advertising

Advertising

Advertising costs are charged to expense as incurred and are presented as part of selling, general and administrative expense. Advertising expense totaled $3,650 in 2013, $4,942 in 2014 and $13,766 in 2015.

Research And Development

Research and development

Research and development costs are charged to expense as incurred and are presented as part of selling, general
and administrative expense. Research and development expense totaled $5,083 in 2013, $5,128 in 2014 and $6,420 in 2015.

Earnings Per Share

Earnings per share

Basic earnings per common share (EPS) are based on the weighted-average number of common shares that were outstanding during each period. Diluted earnings per common share include the effect of potentially dilutive common shares calculated using the treasury stock method, which include in-the-money, equity-based awards that have been granted but have not been issued.

Recent Accounting Pronouncements

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued an Accounting Standard Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." ASU 2014-09 includes a five-step process by which entities will recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which an entity expects to be entitled in exchange for those goods or services. The standard also will require enhanced disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. In July 2015, the FASB announced a decision to defer the effective date of this ASU. ASU 2014-09 is effective for annual and interim reporting periods beginning after December 15, 2017, with early adoption permitted for annual and interim reporting periods beginning after December 15, 2016. The Company is currently evaluating the impact ASU 2014-09 will have on its consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis". This standard modifies existing consolidation guidance for reporting companies that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 is effective for fiscal years and interim periods within those years beginning after December 15, 2015, and requires either a retrospective or a modified retrospective approach to adoption. The Company is currently evaluating the impact ASU 2015-02 will have on its consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-05, "Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement". This ASU provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The ASU is effective for annual and interim reporting periods beginning after December 15, 2016. Early adoption is permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is currently evaluating the impact ASU 2015-05 will have on its consolidated financial statements.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

In July 2015, the FASB issued ASU No. 2015-11, "Inventory (Topic 330): Simplifying the Measurement of Inventory". For entities that do not measure inventory using the last-in, first-out or retail inventory method, ASU 2015-11 changes the measurement principle for inventory from the lower of cost or market to lower of cost and net realizable value, where net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The ASU is effective for annual and interim reporting periods beginning after December 15, 2016. The Company is currently evaluating the impact ASU 2015-11 will have on its consolidated financial statements.

In November 2015, the FASB issued ASU No. 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes". The ASU requires entities with a classified balance sheet to present all deferred tax assets and liabilities as noncurrent. The ASU is effective for annual and interim periods in fiscal years beginning after December 15, 2016. Early adoption is permitted at the beginning of an interim or annual period and requires either a prospective or retrospective approach to adoption. The Company is currently evaluating the impact ASU 2015-17 will have on its consolidated financial statements.

Summary Of Significant Accounting Policies (Tables)	12 Months Ended Jan. 02, 2016

Summary Of Significant Accounting Policies [Abstract]

Schedule Of Assets And Liabilities Measured At Fair Value

		Fair Value Measurements Using Inputs		
	January 3, 2015	Level 1	Level 2	Level 3
Money market funds included in cash equivalents	$ 4,833	$ 4,833	$ -	$ -

		Fair Value Measurements Using Inputs		
	January 2, 2016	Level 1	Level 2	Level 3
Money market funds included in cash equivalents	$ 14,460	$ 14,460	$ -	$ -

Inventories (Tables)	12 Months Ended Jan. 02, 2016
Inventories [Abstract]	
Schedule Of Inventories	Inventories consist of the following:

	January 3, 2015	January 2, 2016
Raw materials	$ 15,127	$ 22,529
Work in progress	7,545	8,701
Finished goods	22,576	34,889
	$ 45,248	$ 66,119

Prepaid Expenses And Other Current Assets (Tables)	12 Months Ended Jan. 02, 2016
Other Assets [Abstract]	
Schedule Of Prepaid Expenses And Other Current Assets	Prepaid expenses and other current assets consist of the following:

	January 3, 2015	January 2, 2016
Prepaid insurance	$ 1,507	$ 1,727
Other prepaid expenses	3,094	3,862
Federal income taxes receivable	7,370	7,080
Miscellaneous receivables, net	3,656	4,704
Deferred commissions	3,618	3,305
Deferred tax assets	9,683	9,674
Other current assets	5,625	4,583
	$ 34,553	$ 34,935

Income Taxes (Tables)

	12 Months Ended Jan. 02, 2016

Income Taxes [Abstract]

Schedule Of Income Tax Expense (Benefit)

Income tax expense (benefit) included in income from net earnings consists of the following:

	Year ended 2013	Year ended 2014	Year ended 2015
Current			
Federal	$ 26,233	$ 22,362	$ 17,492
State	94	1,056	464
Foreign	9,626	16,265	32,198
Total Current	35,953	39,683	50,154
Deferred			
Federal	5,507	(1,096)	(5,220)
State	(5)	(43)	(155)
Foreign	(3,898)	473	3,138
Total Deferred	1,604	(666)	(2,237)
	$ 37,557	$ 39,017	$ 47,917

Reconciliation Of Income Tax Provision

The income tax provision, as reconciled to the tax computed at the federal statutory rate of 35% for 2013, 2014, and
2015, is as follows:

	Year ended 2013	Year ended 2014	Year ended 2015
Federal income taxes at statutory rate	$ 40,803	$ 40,479	$ 49,906
State income taxes, net of federal tax benefit	102	653	670
Qualified production activities deduction	(1,700)	(887)	(952)
Foreign rate differential	(890)	(603)	(461)
U.S. research credit	(206)	(293)	(425)
All other, net	(552)	(332)	(821)
	$ 37,557	$ 39,017	$ 47,917

Schedule Of Deferred Taxes

The significant categories of deferred taxes are as follows:

	January 3, 2015	January 2, 2016
Deferred tax assets		
Inventory	$ 3,024	$ 3,341
Accruals not currently deductible	4,427	5,892
Equity-based compensation expense	2,822	4,476
Intangible assets	10,107	9,283
Net operating losses	526	110
Accumulated other comprehensive income	-	988
Other	4,543	3,428
Gross deferred tax assets	25,449	27,518
Valuation allowance	(526)	(607)
Net deferred tax assets	24,923	26,911
Deferred tax liabilities		
Depreciation/amortization	(6,171)	(6,137)

Accumulated other comprehensive income	(1,994)	-
Prepaid expenses	(1,431)	(1,566)
Intangible assets	(10,107)	(9,283)
Other	(5,473)	(4,663)
Gross deferred tax liabilities	(25,176)	(21,649)
Net deferred taxes	$ (253)	$ 5,262

The Components of deferred taxes, net on a jurisdiction basis are as follows:

	January 3, 2015	January 2, 2016
Net current deferred tax assets	$ 9,683	$ 9,674
Net noncurrent deferred tax assets	5,933	9,844
Net current deferred tax liabilities	(5,268)	(4,434)
Net noncurrent deferred tax liabilities	(10,601)	(9,822)
Net deferred taxes	$ (253)	$ 5,262

Property And Equipment (Tables)	12 Months Ended Jan. 02, 2016

Property And Equipment [Abstract]

Schedule Of Property And Equipment

Cost of property and equipment and their estimated useful lives is as follows:

	Years	January 3, 2015	January 2, 2016
Buildings	39.5	$ 38,920	$ 38,242
Laboratory and production equipment	5-7	24,864	27,027
Sound and video library	5	600	600
Computer equipment and software	3-5	30,842	34,497
Furniture and fixtures	3-5	5,354	5,214
Automobiles	3-5	327	385
Leasehold improvements	3-5	10,857	11,591
Land improvements	15	2,068	2,052
		113,832	119,608
Less accumulated depreciation and amortization		64,372	71,030
		49,460	48,578
Land		6,843	6,360
Deposits and projects in process		14,861	33,043
		$ 71,164	$ 87,982

Intangible Assets (Tables)

12 Months Ended
Jan. 02, 2016

Intangible Assets [Abstract]

Schedule Of Goodwill

	January 3, 2015	January 2, 2016
Balance at beginning of year:		
Gross goodwill	$ 18,243	$ 17,941
Accumulated impairment losses	-	-
Net goodwill as of beginning of year	18,243	17,941
Goodwill acquired during the year	-	-
Impairment loss	-	-
Currency translation adjustment	(302)	(509)
Balance as of end of year		
Gross goodwill	17,941	17,432
Accumulated impairment losses	-	-
Net goodwill as of end of year	$ 17,941	$ 17,432

Schedule Of Finite And Indefinite Lived Intangible Assets

	As of January 3, 2015			
	Gross carrying amount	Accumulated amortization	Net carrying amount	Weighted-average amortizatio period (year
Amortized intangible assets				
Trade name and trademarks	$ 4,274	$ (1,898)	$ 2,376	10
Indefinite-lived intangible assets				
Product formulas	9,425		9,425	
Direct sales license	29,151		29,151	
	38,576		38,576	
	$ 42,850		$ 40,952	

	As of January 2, 2016			
	Gross carrying amount	Accumulated amortization	Net carrying amount	Weighted-average amortization period (years)
Amortized intangible assets				
Trade name and trademarks	$ 4,086	$ (2,205)	$ 1,881	10
Product formulas	9,010	(489)	8,521	8
Indefinite-lived intangible assets				
Direct sales license	27,867		27,867	
	$ 40,963		$ 38,269	

Schedule Of Estimated Amortization Expense

Estimated Amortization Expense:

2016	1,535
2017	1,535
2018	1,535
2019	1,535
2020	1,378
Thereafter	2,884
	$ 10,402

Other Current Liabilities (Tables)	12 Months Ended Jan. 02, 2016
Other Current Liabilities [Abstract]	
Schedule Of Other Current Liabilities	Other current liabilities consist of the following:

	January 3, 2015	January 2, 2016
Associate incentives	$ 34,297	$ 38,852
Accrued employee compensation	18,360	24,489
Income taxes	4,110	5,561
Sales taxes	9,643	10,109
Deferred tax liabilities	5,268	4,434
Associate promotions	1,982	2,712
Deferred revenue	15,717	17,637
Provision for returns and allowances	718	521
Accrued purchases of property and equipment	1,805	6,863
All other	9,026	10,191
	$ 100,926	$ 121,369

Commitments And Contingencies (Tables)	12 Months Ended Jan. 02, 2016
Commitments And Contingencies [Abstract]	
Schedule Of Minimum Rental Payments For Operating Leases	

Year ending		
2016	$	10,552
2017		9,263
2018		6,481
2019		2,684
2020		987
Thereafter		-
	$	29,967

Equity-Based Compensation (Tables)	12 Months Ended Jan. 02, 2016

Equity Based Compensation [Abstract]

Schedule Of Remaining Unrecognized Compensation Expense For Unvested Awards

2016	$	17,856
2017		16,744
2018		14,024
2019		8,889
2020+		943
	$	58,456

The cost above is expected to be recognized over a weighted-average period of 3.4 years.

Schedule Of Fair Value Assumptions

	Year ended		
	2013	2014	2015
Expected volatility (1)	41.9%	40.2%	44.0%
Risk-free interest rate (2)	0.7%	1.2%	1.3%
Expected life (3)	3.9 yrs.	3.6 yrs.	3.8 yrs.
Expected dividend yield (4)	0.0%	0.0%	0.0%
Weighted-average exercise price (5)	$53.83	$60.61	$135.41

(1) The Company utilizes historical volatility of the trading price of its common stock.
(2) Risk-free interest rate is based on the U.S. Treasury yield curve with respect to the expected life of the award.
(3) Depending upon the terms of the award, one of two methods will be used to calculate expected life:
(i) a weighted-average that includes historical settlement data of the Company's equity awards and a

hypothetical holding period, or (ii) the simplified method.
(4) The Company historically has not paid and currently has no plan to pay dividends.
(5) Exercise price is the closing price of the Company's common stock on the date of grant.

Schedule Of Stock Option Activity

	Shares		Weighted-average exercise price	Weighted-average remaining contractual term		Aggregate intrinsic value*
Outstanding at January 3, 2015	1,555	$	49.20	2.9	$	82,564
Granted	1,135		135.41			
Exercised	(442)		37.93			
Forfeited	(73)		102.12			
Expired	-		-			
Outstanding at January 2, 2016	2,175	$	94.68	3.3	$	83,475
Exercisable at January 2, 2016	121	$	45.26	1.8	$	9,998

Segment Information (Tables)	12 Months Ended Jan. 02, 2016

Segment Information [Abstract]

Schedule Of Revenue Percentage By Product

	Year Ended		
	2013	2014	2015
USANA* Nutritionals	80%	79%	81%
USANA Foods	11%	13%	11%
Sensé – beautiful science*	6%	7%	7%

Schedule Of Revenues From External Customers By Geographical Areas

	Year Ended		
	2013	2014	2015
Net Sales to External Customers			
Asia Pacific			
Greater China	$ 271,812	$ 326,134	$ 441,284
Southeast Asia Pacific	155,362	177,940	183,828
North Asia	29,319	32,667	39,751
Asia Pacific Total	456,493	536,741	664,863
Americas and Europe	261,682	253,730	253,636
Consolidated Total	$ 718,175	$ 790,471	$ 918,499

Schedule of Disclosure on Geographic Areas, Long-Lived Assets in Individual Foreign Countries by Country [Table Text Block]

	January 3, 2015	January 2, 2016
Long-lived Assets		
Asia Pacific		
Greater China	$ 83,471	$ 94,792
Southeast Asia Pacific	14,175	13,463
North Asia	1,621	1,938
Asia Pacific Total	99,267	110,193
Americas and Europe	54,457	58,936
Consolidated Total	$ 153,724	$ 169,129
Total Assets		
Asia Pacific		
Greater China	$ 154,153	$ 231,018
Southeast Asia Pacific	38,404	40,038
North Asia	5,622	6,695
Asia Pacific Total	198,179	277,751
Americas and Europe	152,405	145,486
Consolidated Total	$ 350,584	$ 423,237

Consolidated Net Sales And Long Lived Assets

	Year Ended		
	2013	2014	2015
Net sales:			

China	$	106,710$	216,842$	371,737
United States	$	157,543$	143,669$	141,758
Hong Kong	$	132,285	N/A	N/A

Long-lived Assets:			
China	$	81,704$	92,835
United States	$	53,322$	57,797

Quarterly Financial Results (Tables)

12 Months Ended Jan. 02, 2016

Quarterly Financial Results [Abstract]

Summary Of Quarterly Financial Information

2014		First	Second	Third	Fourth
Net sales	$	182,401 $	188,256 $	191,944 $	227,870
Gross profit	$	148,573 $	153,391 $	157,359 $	190,354
Net earnings	$	16,537 $	19,301 $	19,498 $	21,300
Earnings per share:					
Basic	$	1.19 $	1.40 $	1.51 $	1.75
Diluted	$	1.15 $	1.36 $	1.47 $	1.65

2015		First	Second	Third	Fourth
Net sales	$	219,378 $	233,244 $	233,292 $	232,585
Gross profit	$	181,014 $	193,155 $	192,244 $	192,404
Net earnings	$	19,680 $	25,416 $	25,609 $	23,967
Earnings per share:					
Basic	$	1.56 $	1.99 $	1.99 $	1.89
Diluted	$	1.50 $	1.92 $	1.92 $	1.83

Earnings Per Share (Tables)	12 Months Ended Jan. 02, 2016

Earnings Per Share [Abstract]

Schedule Of Earnings Per Share

	Year Ended		
	2013	2014	2015
Net earnings available to common shareholders	$ 79,024	$ 76,636	$ 94,672
Weighted average common shares outstanding - basic	13,695	13,221	12,730
Dilutive effect of in-the-money equity awards	509	468	447
Weighted average common shares outstanding - diluted	14,204	13,689	13,177
Earnings per common share from net earnings - basic	$ 5.77	$ 5.80	$ 7.44
Earnings per common share from net earnings - diluted	$ 5.56	$ 5.60	$ 7.18

Equity awards for the following shares were not included in the computation of diluted EPS due to the fact that
their effect would be anti-dilutive:

Year Ended		
2013	2014	2015
344	287	393

Summary Of Significant Accounting Policies (Narrative) (Details)	12 Months Ended		
	Jan. 02, 2016 USD ($) item	Jan. 03, 2015 USD ($)	Dec. 28, 2013 USD ($)
Summary Of Significant Accounting Policies [Line Items]			
Geographical regions | item	2		
Sub-geographical regions | item	3		
Transfers of financial assets or liabilities	$ 0	$ 0	
Non-financial assets	0	0	$ 0
Receivable from credit card processors	12,516,000	6,209,000	
Restricted cash	$ 3,080,000	3,222,000	
Maturity date	Feb. 01, 2024		
Credits on notes receivable	$ 966,000	720,000	198,000
Notes receivable	8,339,000	8,519,000	
Goodwill impairment	0	0	0
Impairment of indefinite-lived intangible assets	0	0	0
Amount of individual claims before reimbursement	$ 125,000		
Minimum percentage of projected aggregate claims before insurance reimbursement	100.00%		
Self insurance program expense	$ 7,287,000	7,019,000	5,281,000
Proceeds from Stock Options Exercised	0	10,970,000	454,000
Tax benefit from equity award activity	12,024,000	14,712,000	7,075,000
Amount available to repurchase under the stock repurchase plan	100,000,000		
Repurchase of common stock	$ 61,181,000	$ 138,819,000	$ 18,085,000
Account renewal fee period	12 months		
Duration of product return for first order	30 days		
Percentage of sale refunded	100.00%		
Duration of product return	1 year		
Amount of returned product which could result in cancellation of distributorship	$ 100		
Product return percentage of net sales	0.60%	0.80%	0.90%
Advertising expense	$ 13,766,000	$ 4,942,000	$ 3,650,000
Research and development expense	6,420,000	5,128,000	$ 5,083,000
Manufacturing Credits [Member]			
Summary Of Significant Accounting Policies [Line Items]			
Credits on notes receivable	$ 966,000	$ 720,000	
LIBOR [Member]			
Summary Of Significant Accounting Policies [Line Items]			
Basis point	4.00%		

Summary Of Significant Accounting Policies (Schedule Of Assets And Liabilities Measured At Fair Value) (Details) - Fair Value, Measurements, Recurring [Member] - USD ($) $ in Thousands	Jan. 02, 2016	Jan. 03, 2015
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Money market funds included in cash equivalents	$ 14,460	$ 4,833
Fair Value, Inputs, Level 1 [Member]		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Money market funds included in cash equivalents	$ 14,460	$ 4,833

Inventories (Details) - USD ($) $ in Thousands	Jan. 02, 2016	Jan. 03, 2015
Inventories [Abstract]		
Raw materials	$ 22,529	$ 15,127
Work in progress	8,701	7,545
Finished goods	34,889	22,576
Inventories	$ 66,119	$ 45,248

Prepaid Expenses And Other Current Assets (Details) - USD ($) $ in Thousands	Jan. 02, 2016	Jan. 03, 2015
Other Assets [Abstract]		
Prepaid insurance	$ 1,727	$ 1,507
Other prepaid expenses	3,862	3,094
Federal income taxes receivable	7,080	7,370
Miscellaneous receivables, net	4,704	3,656
Deferred commissions	3,305	3,618
Deferred tax assets	9,674	9,683
Other current assets	4,583	5,625
Prepaid expenses and other current assets	$ 34,935	$ 34,553

Income Taxes (Narrative) (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Income Taxes [Abstract]			
Federal statutory rate	35.00%	35.00%	35.00%
Foreign operating loss carryforward	$ 384		
Operating loss carryforward valuation allowance	110		
Accumulated undistributed earnings of subsidiaries	18,163		
Deferred tax liability not recognized from undistributed earnings	3,071		
Significant unrecognized tax benefits	$ 0	$ 0	

Income Taxes (Schedule Of Income Tax Expense (Benefit)) (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Income Taxes [Abstract]			
Current, Federal	$ 17,492	$ 22,362	$ 26,233
Current, State	464	1,056	94
Current, Foreign	32,198	16,265	9,626
Total Current	50,154	39,683	35,953
Deferred, Federal	(5,220)	(1,096)	5,507
Deferred, State	(155)	(43)	(5)
Deferred, Foreign	3,138	473	(3,898)
Total Deferred	(2,237)	(666)	1,604
Income taxes	$ 47,917	$ 39,017	$ 37,557

Income Taxes (Reconciliation Of Income Tax Provision) (Details) - USD ($) $ in Thousands	**12 Months Ended**		
	Jan. 02, 2016	**Jan. 03, 2015**	**Dec. 28, 2013**
Income Taxes [Abstract]			
Federal income taxes at statutory rate	$ 49,906	$ 40,479	$ 40,803
State income taxes, net of federal tax benefit	670	653	102
Qualified production activities deduction	(952)	(887)	(1,700)
Foreign rate differential	(461)	(603)	(890)
U.S research credit	(425)	(293)	(206)
All other, net	(821)	(332)	(552)
Income taxes	$ 47,917	$ 39,017	$ 37,557

Income Taxes (Schedule Of Deferred Taxes By Significant Categories) (Details) - USD ($) $ in Thousands	Jan. 02, 2016	Jan. 03, 2015
Income Taxes [Abstract]		
Inventory	$ 3,341	$ 3,024
Accruals not currently deductible	5,892	4,427
Equity-based compensation expense	4,476	2,822
Intangible assets	9,283	10,107
Net operating losses	110	526
Accumulated other comprehensive income	988	
Other	3,428	4,543
Gross deferred tax assets	27,518	25,449
Valuation allowance	(607)	(526)
Net deferred tax assets	26,911	24,923
Depreciation/amortization	(6,137)	(6,171)
Accumulated other comprehensive income		(1,994)
Prepaid expenses	(1,566)	(1,431)
Intangible assets	(9,283)	(10,107)
Other	(4,663)	(5,473)
Gross deferred tax liabilities	(21,649)	(25,176)
Net current deferred tax assets	9,674	9,683
Net noncurrent deferred tax assets	9,844	5,933
Net current deferred tax liabilities	(4,434)	(5,268)
Net noncurrent deferred tax liabilities	(9,822)	(10,601)
Net deferred taxes	$ 5,262	
Net deferred taxes		$ (253)

Property And Equipment (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Property, Plant and Equipment [Line Items]			
Property and equipment, gross	$ 119,608	$ 113,832	
Less accumulated depreciation and amortization	71,030	64,372	
Property and equipment, net	48,578	49,460	
Property and equipment, net	87,982	71,164	
Depreciation	$ 9,034	8,414	$ 8,152
Buildings [Member]			
Property, Plant and Equipment [Line Items]			
Useful life	39 years 6 months		
Property and equipment, gross	$ 38,242	38,920	
Laboratory And Production Equipment [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment, gross	$ 27,027	24,864	
Sound And Video Library [Member]			
Property, Plant and Equipment [Line Items]			
Useful life	5 years		
Property and equipment, gross	$ 600	600	
Computer Equipment And Software [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment, gross	34,497	30,842	
Furniture And Fixtures [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment, gross	5,214	5,354	
Automobiles [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment, gross	385	327	
Leasehold Improvements [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment, gross	$ 11,591	10,857	
Land Improvements [Member]			
Property, Plant and Equipment [Line Items]			
Useful life	15 years		
Property and equipment, gross	$ 2,052	2,068	
Land [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment, net	6,360	6,843	
Deposits And Projects In Process [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment, net	$ 33,043	$ 14,861	
Minimum [Member] | Laboratory And Production Equipment [Member]			
Property, Plant and Equipment [Line Items]			
Useful life	5 years		

Minimum [Member] | Computer Equipment And Software [Member]	
Property, Plant and Equipment [Line Items]	
Useful life	3 years
Minimum [Member] | Furniture And Fixtures [Member]	
Property, Plant and Equipment [Line Items]	
Useful life	3 years
Minimum [Member] | Automobiles [Member]	
Property, Plant and Equipment [Line Items]	
Useful life	3 years
Minimum [Member] | Leasehold Improvements [Member]	
Property, Plant and Equipment [Line Items]	
Useful life	3 years
Maximum [Member] | Laboratory And Production Equipment [Member]	
Property, Plant and Equipment [Line Items]	
Useful life	7 years
Maximum [Member] | Computer Equipment And Software [Member]	
Property, Plant and Equipment [Line Items]	
Useful life	5 years
Maximum [Member] | Furniture And Fixtures [Member]	
Property, Plant and Equipment [Line Items]	
Useful life	5 years
Maximum [Member] | Automobiles [Member]	
Property, Plant and Equipment [Line Items]	
Useful life	5 years
Maximum [Member] | Leasehold Improvements [Member]	
Property, Plant and Equipment [Line Items]	
Useful life	5 years

Intangible Assets (Narrative) (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Intangible Assets [Abstract]			
Goodwill impairment	$ 0	$ 0	$ 0
Impairment of indefinite-lived intangible assets	0	0	0
Aggregate amortization of intangible assets	$ 900	$ 431	$ 897
Estimated remaining useful life	8 years		

Intangible Assets (Schedule Of Goodwill) (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Intangible Assets [Abstract]			
Gross goodwill, Beginning	$ 17,941	$ 18,243	
Accumulated impairment losses, Beginning	0	0	
Net goodwill, Beginning Balance	17,941	18,243	
Goodwill acquired during the year	0	0	
Impairment loss	0	0	$ 0
Currency translation adjustments	(509)	(302)	
Gross goodwill, Ending	17,432	17,941	18,243
Accumulated impairment losses, Ending	0	0	0
Net goodwill, Ending Balance	$ 17,432	$ 17,941	$ 18,243

Intangible Assets (Schedule Of Finite And Indefinite Lived Intangible Assets) (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jan. 02, 2016	Jan. 03, 2015
Schedule Of Finite and Indefinite Intangible Assets [Line Items]		
Amortized intangible assets, Net carrying amount	$ 10,402	
Weighted-average amortization period (years)	8 years	
Unamortized intangible assets		$ 38,576
Total, Gross carrying amount	$ 40,963	42,850
Total, Net carrying amount	38,269	40,952
Trade Name And Trademarks [Member]		
Schedule Of Finite and Indefinite Intangible Assets [Line Items]		
Amortized intangible assets, Gross carrying amount	4,086	4,274
Accumulated amortization	(2,205)	(1,898)
Amortized intangible assets, Net carrying amount	$ 1,881	$ 2,376
Weighted-average amortization period (years)	10 years	10 years
Product Formulas [Member]		
Schedule Of Finite and Indefinite Intangible Assets [Line Items]		
Accumulated amortization	$ (489)	
Amortized intangible assets, Net carrying amount	$ 8,521	
Weighted-average amortization period (years)	8 years	
Unamortized intangible assets	$ 9,010	$ 9,425
Direct Sales License [Member]		
Schedule Of Finite and Indefinite Intangible Assets [Line Items]		
Unamortized intangible assets	$ 27,867	$ 29,151

Intangible Assets (Schedule Of Estimated Amortization Expense) (Details) $ in Thousands	Jan. 02, 2016 USD ($)
Intangible Assets [Abstract]	
2016	$ 1,535
2017	1,535
2018	1,535
2019	1,535
2020	1,378
Thereafter	2,884
Total estimated amortization expense	$ 10,402

Other Current Liabilities (Details) - USD ($) $ in Thousands	Jan. 02, 2016	Jan. 03, 2015
Other Current Liabilities [Abstract]		
Associate incentives	$ 38,852	$ 34,297
Accrued employee compensation	24,489	18,360
Income taxes	5,561	4,110
Sales taxes	10,109	9,643
Deferred tax liabilities	4,434	5,268
Associate promotions	2,712	1,982
Deferred revenue	17,637	15,717
Provision for returns and allowances	521	718
Accrued purchases of property and equipment	6,863	1,805
All other	10,191	9,026
Other current liabilities	$ 121,369	$ 100,926

Line Of Credit (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jan. 02, 2016	Jan. 03, 2015
Line Of Credit [Abstract]		
Credit facility	$ 75,000	
Reduction in available borrowing limit	4,153	$ 4,575
Outstanding debt	$ 0	$ 0
Line of credit facility, maturity date	2016-04	

Commitments And Contingencies (Narrative) (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Commitments And Contingencies [Line Items]			
Total rent expense	$ 10,503	$ 11,129	$ 9,254
Unconditional purchase obligations due in one year	$ 14,758		
Minimum employee age to partake in 401(k)	18 years		
Requisite service period to partake in 401(k)	1 month		
Employers' percentage match of employee's contribution percentage	100.00%		
Percentage of employee's gross pay that is matched by the employer	1.00%		
Employers' percentage match of employee's contribution percentage over one percent	50.00%		
Employers' maximum contribution of employee's compensation	6.00%		
Requisite service in order to cliff vest	2 years		
Contributions made by the Company	$ 1,458	$ 1,324	$ 1,149
Buildings [Member]			
Commitments And Contingencies [Line Items]			
Lease expiration date	2020		
Equipment [Member]			
Commitments And Contingencies [Line Items]			
Lease expiration date	2019		

Commitments And Contingencies (Schedule Of Minimum Rental Payments For Operating Leases) (Details) $ in Thousands	Jan. 02, 2016 USD ($)
Commitments And Contingencies [Abstract]	
2016	$ 10,552
2017	9,263
2018	6,481
2019	2,684
2020	$ 987
Thereafter	
Total	$ 29,967

Equity-Based Compensation (Narrative) (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands	12 Months Ended Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Equity-based compensation expense	$ 11,081	$ 9,805	$ 7,624
Equity-based compensation related tax benefit	$ 3,766	$ 3,308	$ 2,575
Weighted-average grant date fair value	$ 46.99	$ 18.91	$ 17.59
Total intrinsic value of stock options and stock-settled stock appreciation rights exercised	$ 41,548	$ 51,795	$ 32,837
Closing Price Of Common Stock	$ 127.75	$ 102.28	
Total fair value of equity awards vested	$ 7,184	$ 7,568	$ 8,096
2006 Incentive Stock Plan [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Total shares authorized under the plan	10,000		
Additional shares authorized	0		
Total awards granted	6,920		
Awards canceled	1,166		
2015 Incentive Stock Plan [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Total shares authorized under the plan	5,000		
Awards canceled	50		
Stock Appreciation Rights (SARs) [Member] | 2006 Incentive Stock Plan [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Total awards granted	6,798		
Stock Appreciation Rights (SARs) [Member] | 2015 Incentive Stock Plan [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Total awards granted	1,005		
Stock Options [Member] | 2006 Incentive Stock Plan [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Total awards granted	8		
Deferred Stock Units [Member] | 2006 Incentive Stock Plan [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Total awards granted	114		
Officers Upon Hire Or Promotion [Member] | 2015 Incentive Stock Plan [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Vesting percentage	20.00%		
Expiration from grant date	5 years		

Officers [Member] | 2015 Incentive Stock Plan [Member]	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Post-vesting percentage	10.00%
Directors [Member] | 2015 Incentive Stock Plan [Member]	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Vesting percentage	25.00%

Equity-Based Compensation (Schedule Of Remaining Unrecognized Compensation Expense For Unvested Awards) (Details) $ in Thousands	12 Months Ended Jan. 02, 2016 USD ($)
Equity Based Compensation [Abstract]	
2016	$ 17,856
2017	16,744
2018	14,024
2019	8,889
2020+	943
Total	$ 58,456
Unrecognized compensation expense weighted average period of recognition	3 years 4 months 24 days

Equity-Based Compensation (Schedule Of Fair Value Assumptions) (Details) - $ / shares	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Equity Based Compensation [Abstract]			
Expected volatility	44.00%	40.20%	41.90%
Risk-free interest rate	1.30%	1.20%	0.70%
Expected life	3 years 9 months 18 days	3 years 7 months 6 days	3 years 10 months 24 days
Expected dividend yield	0.00%	0.00%	0.00%
Weighted-average exercise price	$ 135.41	$ 60.61	$ 53.83

Equity-Based Compensation (Schedule Of Stock Option Activity) (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands	12 Months Ended	
	Jan. 02, 2016	Jan. 03, 2015
Equity Based Compensation [Abstract]		
Shares, Outstanding	1,555	
Shares, Granted	1,135	
Shares, Exercised	(442)	
Shares, Forfeited	(73)	
Shares, Outstanding	2,175	1,555
Shares, Exercisable	121	
Weighted-average exercise price, Outstanding	$ 49.20	
Weighted-average exercise price, Granted	135.41	
Weighted-average exercise price, Exercised	37.93	
Weighted-average exercise price, Forfeited	102.12	
Weighted-average exercise price, Outstanding	94.68	$ 49.20
Weighted-average exercise price, Exercisable	$ 45.26	
Weighted-average remaining contractual term, Outstanding	3 years 3 months 18 days	2 years 10 months 24 days
Weighted-average remaining contractual term, Exercisable	1 year 9 months 18 days	
Aggregate intrinsic value, Outstanding	$ 82,564	
Aggregate intrinsic value, Outstanding	83,475	$ 82,564
Aggregate intrinsic value, Exercisable	$ 9,998	

Segment Information (Narrative) (Details)	12 Months Ended Jan. 02, 2016 item segment
Segment Information [Abstract]	
Number of reportable segments | segment	1
Sub-geographical regions | item	3

Segment Information (Percentage Of Total Product Revenue Contributed By Company's Nutritional And Care Products) (Details)	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
USANA Nutritionals [Member]			
Revenue from External Customer [Line Items]			
Percentage of product revenue	81.00%	79.00%	80.00%
USANA Foods [Member]			
Revenue from External Customer [Line Items]			
Percentage of product revenue	11.00%	13.00%	11.00%
Sense - Beautiful Science [Member]			
Revenue from External Customer [Line Items]			
Percentage of product revenue	7.00%	7.00%	6.00%

Segment Information (Schedule Of Revenues From External Customers And Assets By Geographic Region) (Details) - USD ($) $ in Thousands	3 Months Ended								12 Months Ended		
	Jan. 02, 2016	Oct. 03, 2015	Jul. 04, 2015	Apr. 04, 2015	Jan. 03, 2015	Sep. 27, 2014	Jun. 28, 2014	Mar. 29, 2014	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Revenues from External Customers and Long-Lived Assets [Line Items]											
Net Sales to External Customers	$ 232,585	$ 233,292	$ 233,244	$ 219,378	$ 227,870	$ 191,944	$ 188,256	$ 182,401	$ 918,499	$ 790,471	$ 718,175
Greater China [Member]											
Revenues from External Customers and Long-Lived Assets [Line Items]											
Net Sales to External Customers									441,284	326,134	271,812
Southeast Asia Pacific [Member]											
Revenues from External Customers and Long-Lived Assets [Line Items]											
Net Sales to External Customers									183,828	177,940	155,362
North Asia [Member]											
Revenues from External Customers and Long-Lived Assets [Line Items]											
Net Sales to External Customers									39,751	32,667	29,319
Asia Pacific [Member]											
Revenues from External Customers and Long-Lived Assets [Line Items]											
Net Sales to External Customers									664,863	536,741	456,493
Americas And Europe [Member]											
Revenues from External Customers and Long-Lived Assets [Line Items]											
Net Sales to External Customers									$ 253,636	$ 253,730	$ 261,682

Segment Information (Schedule Of Long-Lived Assets By Geographic Region) (Details) - USD ($) $ in Thousands	Jan. 02, 2016	Jan. 03, 2015
Revenues from External Customers and Long-Lived Assets [Line Items]		
Long-lived Assets	$ 169,129	$ 153,724
Assets	423,237	350,584
Greater China [Member]		
Revenues from External Customers and Long-Lived Assets [Line Items]		
Long-lived Assets	94,792	83,471
Assets	231,018	154,153
Southeast Asia Pacific [Member]		
Revenues from External Customers and Long-Lived Assets [Line Items]		
Long-lived Assets	13,463	14,175
Assets	40,038	38,404
North Asia [Member]		
Revenues from External Customers and Long-Lived Assets [Line Items]		
Long-lived Assets	1,938	1,621
Assets	6,695	5,622
Asia Pacific [Member]		
Revenues from External Customers and Long-Lived Assets [Line Items]		
Long-lived Assets	110,193	99,267
Assets	277,751	198,179
Americas And Europe [Member]		
Revenues from External Customers and Long-Lived Assets [Line Items]		
Long-lived Assets	58,936	54,457
Assets	$ 145,486	$ 152,405

Segment Information (Consolidated Net Sales And Long Lived Assets) (Details) - USD ($) $ in Thousands	3 Months Ended								12 Months Ended		
	Jan. 02, 2016	Oct. 03, 2015	Jul. 04, 2015	Apr. 04, 2015	Jan. 03, 2015	Sep. 27, 2014	Jun. 28, 2014	Mar. 29, 2014	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Revenues from External Customers and Long-Lived Assets [Line Items]											
Net sales	$ 232,585	$ 233,292	$ 233,244	$ 219,378	$ 227,870	$ 191,944	$ 188,256	$ 182,401	$ 918,499	$ 790,471	$ 718,175
Long-lived Assets	169,129				153,724				169,129	153,724	
China [Member]											
Revenues from External Customers and Long-Lived Assets [Line Items]											
Net sales									371,737	216,842	106,710
Long-lived Assets	92,835				81,704				92,835	81,704	
United States [Member]											
Revenues from External Customers and Long-Lived Assets [Line Items]											
Net sales									141,758	143,669	157,543
Long-lived Assets	$ 57,797				$ 53,322				57,797	53,322	
Hong Kong [Member]											
Revenues from External Customers and Long-Lived Assets [Line Items]											
Net sales											132,285
Americas And Europe [Member]											
Revenues from External Customers and Long-Lived Assets [Line Items]											
Net sales									$ 253,636	$ 253,730	$ 261,682

Quarterly Financial Results (Details) - USD ($) $ / shares in Units, $ in Thousands	3 Months Ended								12 Months Ended		
	Jan. 02, 2016	Oct. 03, 2015	Jul. 04, 2015	Apr. 04, 2015	Jan. 03, 2015	Sep. 27, 2014	Jun. 28, 2014	Mar. 29, 2014	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Quarterly Financial Results [Abstract]											
Net sales	$ 232,585	$ 233,292	$ 233,244	$ 219,378	$ 227,870	$ 191,944	$ 188,256	$ 182,401	$ 918,499	$ 790,471	$ 718,175
Gross profit	192,404	192,244	193,155	181,014	190,354	157,359	153,391	148,573	758,817	649,677	590,740
Net income (loss)	$ 23,967	$ 25,609	$ 25,416	$ 19,680	$ 21,300	$ 19,498	$ 19,301	$ 16,537	$ 94,672	$ 76,636	$ 79,024
Basic	$ 1.89	$ 1.99	$ 1.99	$ 1.56	$ 1.75	$ 1.51	$ 1.40	$ 1.19	$ 7.44	$ 5.80	$ 5.77
Diluted	$ 1.83	$ 1.92	$ 1.92	$ 1.50	$ 1.65	$ 1.47	$ 1.36	$ 1.15	$ 7.18	$ 5.60	$ 5.56

Earnings Per Share (Narrative) (Details) - USD ($) shares in Thousands, $ in Thousands	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Earnings Per Share [Abstract]			
Shares repurchased and retired	457	1,927	414
Value of shares repurchased and retired	$ 61,181	$ 138,819	$ 18,085

Earnings Per Share (Schedule Of Earnings Per Share) (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands	3 Months Ended								12 Months Ended		
	Jan. 02, 2016	Oct. 03, 2015	Jul. 04, 2015	Apr. 04, 2015	Jan. 03, 2015	Sep. 27, 2014	Jun. 28, 2014	Mar. 29, 2014	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Earnings Per Share [Abstract]											
Net earnings available to common shareholders									$ 94,672	$ 76,636	$ 79,024
Weighted average common shares outstanding - basic									12,730	13,221	13,695
Dilutive effect of in-the-money equity awards									447	468	509
Weighted average common shares outstanding - diluted									13,177	13,689	14,204
Earnings per common share from net earnings - basic	$ 1.89	$ 1.99	$ 1.99	$ 1.56	$ 1.75	$ 1.51	$ 1.40	$ 1.19	$ 7.44	$ 5.80	$ 5.77
Earnings per common share from net earnings - diluted	$ 1.83	$ 1.92	$ 1.92	$ 1.50	$ 1.65	$ 1.47	$ 1.36	$ 1.15	$ 7.18	$ 5.60	$ 5.56
Equity awards of stock excluded in computation of diluted EPS									393	287	344

Related Party Transactions (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Related Party Transactions [Abstract]			
Principal owner beneficial ownership percentage	51.39%		
Amount paid to Medicis	$ 383	$ 239	$ 381

Subsequent Events (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands	2 Months Ended	12 Months Ended					
	Feb. 26, 2016	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013	Nov. 01, 2016	Feb. 19, 2016	Feb. 18, 2016
Subsequent Event [Line Items]							
Shares repurchased and retired		457	1,927	414			
Value of shares repurchased and retired		$ 61,181	$ 138,819	$ 18,085			
Amount available		100,000					
Credit facility		75,000					
Outstanding debt		$ 0	$ 0				
Subsequent Event [Member]							
Subsequent Event [Line Items]							
Shares repurchased and retired	553						
Value of shares repurchased and retired	$ 64,610						
Average market price	$ 116.82						
Adjusted EBITDA covenant							$ 60,000
Outstanding debt	$ 63,000						
Weighted average interest rate	1.27%						
Amended And Restated Credit Agreement [Member] | Subsequent Event [Member]							
Subsequent Event [Line Items]							
Credit facility						$ 125,000	
Adjusted EBITDA covenant						$ 100,000	
Amended And Restated Credit Agreement [Member] | Scenario, Forecast [Member]							
Subsequent Event [Line Items]							
Credit facility					$ 75,000		

Valuation And Qualifying Accounts (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jan. 02, 2016	Jan. 03, 2015	Dec. 28, 2013
Allowance For Sales Returns [Member]			
Valuation and Qualifying Accounts Disclosure [Line Items]			
Balance at beginning of period	$ 718	$ 591	$ 717
Charged to costs and expenses	$ 49	$ 194	$ 44
Charged to other accounts			
Deductions	$ 246	$ 67	$ 170
Balance at end of period	521	718	591
Allowance For Doubtful Accounts [Member]			
Valuation and Qualifying Accounts Disclosure [Line Items]			
Balance at beginning of period	1,788	1,880	1,808
Charged to costs and expenses	$ 162	$ 26	$ 98
Charged to other accounts			
Deductions	$ 14	$ 118	$ 26
Balance at end of period	1,936	1,788	1,880
Valuation Allowance - Deferred Tax Assets [Member]			
Valuation and Qualifying Accounts Disclosure [Line Items]			
Balance at beginning of period	526	$ 530	$ 1,598
Charged to costs and expenses	$ 81		
Charged to other accounts			
Deductions		$ 4	$ 1,068
Balance at end of period	$ 607	$ 526	$ 530

Exhibit 10.5

USANA HEALTH SCIENCES, INC.
2006 EQUITY INCENTIVE AWARD PLAN

STOCK-SETTLED STOCK APPRECIATION RIGHT AWARD
AGREEMENT FOR INDEPENDENT DIRECTORS

Recipient Name:
Grant Date:
Number of SSARs:
Per Share Grant Price: $

Expiration Date: Fifth Anniversary of the Grant Date

1. Award. USANA Health Sciences, Inc. (the "Company") has awarded you the number of Stock-Settled Stock Appreciation Rights ("SSARs") indicated above, subject to the terms and conditions set forth in the Company's 2006 Equity Incentive Award Plan (the "Plan") and this Award Agreement.

2. Term and Vesting. The term of the SSARs commences on the Grant Date and ends on the Expiration Date, provided that you remain an Independent Director of the Company. In no event may the SSARs be exercised later than the Expiration Date. The SSARs shall become vested and exercisable in four equal quarterly installments of twenty five percent (25%) of the SSARs, so as to be 100% vested and exercisable on the first anniversary of the Grant Date, subject to your continued service as an Independent Director of the Company on each vesting date. If your service as an Independent Director of the Company terminates, the SSARs may be exercised only as described in paragraph 4 below.

3. Exercise of SSAR.

a. Upon exercise of the SSARs, you shall be entitled to receive a number of shares of Common Stock of the Company (the "Stock") for each share with respect to which the SSARs are exercised equal to the quotient of (i) the excess of the Fair Market Value of one share of Stock on the date of exercise over the Per Share Grant Price, divided by (ii) the Fair Market Value of one share of Stock on the date of exercise.

b. To exercise all or part of the SSARs you must deliver to the Company a "Notice of Exercise," in such form as the Company authorizes. You shall not have any rights as a shareholder of the Company with respect to the shares of Stock subject to the SSARs until you have exercised the SSARs for such shares. While you are alive, the SSARs may be exercised only by you or your legal representative.

c. Upon exercise, the number of shares of Stock issued will be reduced to satisfy the minimum statutorily required tax withholding obligations. The remaining shares of Stock will be issued to you or, in case of your death, your beneficiary designated in accordance with the procedures specified by the Committee. If at the time of your death, there is not an effective beneficiary designation on file or you are not survived by your designated beneficiary, the shares will be issued to the legal representative of your estate. Upon any exercise of the SSARs, you must furnish to the Company before the closing of such exercise such other

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documents or representations as the Company may require to comply with applicable laws and regulations.

4. Termination. If you cease to be an Independent Director for any reason, all then unvested SSARs awarded hereunder shall immediately terminate without notice to you and shall be forfeited. Vested SSARs will be exercisable according to the following provisions:

a. If you cease to be an Independent Director for any reason other than retirement or Disability (which are governed by paragraph b. below), removal for Cause (which is governed by paragraph c. below) or death (which is governed by paragraph d. below), all SSARs awarded hereunder that are vested at such time shall be exercisable at any time prior to the Expiration Date.

b. If you cease to be an Independent Director on account of your retirement or Disability, all SSARs awarded hereunder that are vested at such time shall be exercisable at any time prior to the Expiration Date.

c. If you are removed as an Independent Director prior to expiration of your term for Cause (as defined below), all outstanding SSARs awarded hereunder which are not exercisable immediately prior to removal, and all outstanding SSARs awarded hereunder which are exercisable immediately prior to removal, shall terminate as of the date of removal for Cause and may not be exercised. For purposes of this Award Agreement, "Cause" shall mean (i) any act of personal dishonesty in connection with your responsibilities to the Company and intended to result in substantial personal enrichment to you, (ii) your conviction of a felony or (iii) your willful act which constitutes gross misconduct and which is injurious to the Company.

d. If your service as an Independent Director of the Company terminates by reason of your death, or if you die within the ninety day period after the date you cease to be an Independent Director of the Company for any reason other than Cause, any of your vested SSARs hereunder may be exercised by your estate, personal representative or beneficiary who has acquired the SSARs by will or by the laws of descent and distribution, at any time prior to the Expiration Date.

5. Tax Withholding. The Company will withhold from the number of shares of Stock otherwise issuable hereunder a number of

shares necessary to satisfy the minimum statutorily required tax withholding obligations. Such shares will be valued at their Fair Market Value when the taxable event occurs.

6. Transferability. The SSARs may not be transferred, pledged, assigned, hypothecated or otherwise disposed of in any way, except by will or by the laws of descent and distribution. In the event that you become legally incapacitated, the SSARs shall be exercisable by your legal guardian, committee or legal representative. If you die, the SSARs shall thereafter be exercisable by your beneficiary as designated by you in the manner prescribed by the Committee or, in the absence of an authorized beneficiary designation, by the legatee of such SSARs under your will, or by your estate in accordance with your will or the laws of descent and distribution, in each case in the same manner and to the same extent that the SSARs were exercisable by you on the date of your death. The SSARs shall not be subject to execution,

attachment or similar process. Any attempted assignment, transfer, pledge, hypothecation or other disposition of the SSARs contrary to the provisions hereof, and the levy of any execution, attachment or similar process upon the SSARs, shall be null and void and without effect.

7. Other Restrictions. The issuance of shares of Stock hereunder is subject to compliance by the Company and you with all applicable legal requirements applicable thereto, including tax withholding obligations, and with all applicable regulations of any stock exchange on which the Stock may be listed at the time of issuance. The Company may delay the issuance of shares of Stock hereunder to ensure at the time of issuance there is a registration statement for the shares in effect under the Securities Act of 1933.

8. No Employment or Continued Service. Neither the award to you of the SSARs nor the delivery to you of this Award Agreement or any other document relating to the SSARs will confer on you the right to employment with the Company or to continued service as an Independent Director.

9. No Shareholder Rights. Neither the award to you of the SSARs nor the delivery to you of this Award Agreement or any other document relating to the SSARs will entitle you to any rights of a shareholder of the Company with respect to the shares of Stock subject to this Award Agreement prior to the exercise of the SSARs and the receipt of shares of Stock in accordance with this Award Agreement.

10. No Fractional Shares. The SSARs granted hereunder may be exercised only with respect to whole shares of Stock, and no fractional share of Stock shall be issued.

11. Mergers, Reorganizations, and Certain Other Changes. In the event of the Company's liquidation, reorganization, separation, merger or consolidation into, or acquisition of property or stock by another corporation, or sale of substantially all assets to another corporation, your rights with respect to the SSARs awarded hereunder shall be governed by the Committee, as provided in the Plan.

12. Additional Provisions.

a. This Award Agreement is subject to the provisions of the Plan. A copy of the Plan is available upon request. Capitalized terms not defined in this Award Agreement are used as defined in the Plan. If the Plan and this Award Agreement are inconsistent, the provisions of the Plan will govern.

b. The Plan and this Award Agreement represent the entire agreement of you and the Company with respect to the SSARs granted pursuant to this Award Agreement and supersedes in their entirety all prior undertakings and agreements of the Company and you with respect to the subject of this Award Agreement and may not be modified except by means of a written agreement between the Company and you.

c. Interpretations of the Plan and this Award Agreement by the Committee are binding on you and the Company.

d. Neither the Plan nor this Award Agreement shall create or be construed to create a trust or separate fund of any kind or a fiduciary relationship between the Company and any other person. To the extent that any person acquires a right to receive payments form the Company pursuant to an Award Agreement, such right shall be no greater than the right of any unsecured creditor of the Company.

e. Any notice hereunder by you to the Company shall be given in writing and such notice shall be deemed duly given only upon receipt thereof by the Secretary of the Company. Any notice hereunder by the Company to you shall be given in writing and such notice shall be deemed duly given only upon receipt thereof at such address as is reflected on the then-current records of the Company.

f. This Award Agreement shall be construed and enforced in accordance with the laws of the State of Utah, without giving effect to the choice of law principles thereof.

IN WITNESS WHEREOF, the Company and the recipient of the SSARs hereunder have executed this Award Agreement effective as of the date first above written.

USANA HEALTH SCIENCES, INC.

By: ______________________________

Name: ________________________
Title: ________________________

RECIPIENT

____
Signature of Participant

____
Print Name

____
Social Security Number