

Edgar Filing: USANA HEALTH SCIENCES INC - Form 8-K

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The Company held its Annual Meeting of Shareholders on May 1, 2019. A total of 21,265,274 shares (approximately 91.2%) of the issued and outstanding shares of USANA common stock were represented by proxy or in person at the meeting. The following matters were submitted and voted upon at the Annual Meeting:

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

| Name | <u>Number of Shares For</u> | <u>Number of Shares Withheld</u> | <u>Number of Shares Abstaining</u> | <u>Broker Non-Votes</u> |
|---------------------|------------------------------------|---|---|--------------------------------|
| Myron W. Wentz, PhD | 19,191,686 | 501,455 | - | 1,572,133 |
| Robert Anciaux | 19,221,654 | 471,487 | - | 1,572,133 |
| Gilbert A. Fuller | 18,447,960 | 1,245,181 | - | 1,572,133 |
| Kevin G. Guest | 19,388,289 | 304,852 | - | 1,572,133 |
| Feng Peng | 19,384,730 | 308,411 | - | 1,572,133 |
| Peggie J. Pelosi | 19,576,129 | 117,012 | - | 1,572,133 |
| Frederic Winssinger | 19,384,695 | 308,446 | - | 1,572,133 |

2. USANA shareholders voted to ratify the Board's selection of KPMG LLP as our independent registered public accounting firm for fiscal year 2019 as set forth below:

| <u>Number of Shares For</u> | <u>Number of Shares Withheld</u> | <u>Number of Shares Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------------------------|---|---|--------------------------------|
| 21,209,123 | 12,277 | 43,874 | - |

3. USANA shareholders voted to approve, on an advisory basis, executive compensation as set forth below:

| <u>Number of Shares For</u> | <u>Number of Shares Withheld</u> | <u>Number of Shares Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------------------------|---|---|--------------------------------|
| 19,202,797 | 443,645 | 46,699 | 1,572,133 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**USANA HEALTH
SCIENCES, INC.**

By: /s/ G. Douglas Hekking

G. Douglas Hekking,
Chief Financial Officer

Date: May 3, 2019