

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended **June 29, 2024**

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

(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, including 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	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	USNA	New York Stock Exchange

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 whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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. ☐

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

As of August 2, 2024, there were 19,052,276 outstanding shares of the registrant's common stock, \$0.001 par value.

Auditor Name: KPMG LLP

Auditor Location: Salt Lake City, Utah

Auditor Firm ID: 185

USANA HEALTH SCIENCES, INC.

FORM 10-Q

For the Quarterly Period Ended June 29, 2024

TABLE OF CONTENTS

	Page
Cautionary Note Regarding Forward-Looking Statements and Certain Risks	1
PART I. FINANCIAL INFORMATION	
Item 1 Financial Statements (unaudited)	3
Condensed Consolidated Balance Sheets	3
Condensed Consolidated Statements of Comprehensive Income	4
Condensed Consolidated Statements of Stockholders' Equity	5
Condensed Consolidated Statements of Cash Flows	7
Notes to Condensed Consolidated Financial Statements	8 - 16
Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations	17 - 23
Item 3 Quantitative and Qualitative Disclosures About Market Risk	23
Item 4 Controls and Procedures	23
PART II. OTHER INFORMATION	
Item 1 Legal Proceedings	25
Item 1A Risk Factors	25
Item 2 Unregistered Sales of Equity Securities and Use of Proceeds	25
Item 5 Other Information	25
Item 6 Exhibits	25
Signatures	26

Cautionary Note Regarding Forward-Looking Statements and Certain Risks

This report contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new products; 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, but are not limited to, statements regarding future financial results, long-term value creation goals, productivity, raw material prices and related costs, supply chain, asset impairment, litigation, sustainability and environmental, social and governance (“ESG”) efforts, compliance with current and proposed international laws and regulations, the impact of COVID-19, or other pandemics, or geopolitical tensions, conflicts, or wars on our operations. Forward-looking statements can be identified by words such as: “anticipate,” “intend,” “plan,” “seek,” “believe,” “project,” “estimate,” “expect,” “strategy,” “future,” “likely,” “may,” “should,” “will” and similar references to future periods. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely unduly on forward-looking statements.

Although we believe that the expectations reflected in our forward-looking statements are reasonable, actual results could differ materially from those we project or assume in our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, such as those disclosed or incorporated by reference in our filings with the Securities and Exchange Commission (“SEC”). Any forward-looking statement made by us in this report is based only on information currently available to us and speaks only as of the date hereof. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments, the occurrence of unanticipated events or otherwise. Among the important factors that could cause our actual results, performance and achievements to differ materially from estimates or projections contained in our forward-looking statements in this report are the following:

- Our dependence upon the direct selling business model to distribute our products and the activities of our independent Associates;
- Extensive regulation of our business model and uncertainties relating to the interpretation and enforcement of applicable laws and regulations governing direct selling and anti-pyramiding in the United States, China and other markets where we have operations;
- The operation and expansion of our business in China through our subsidiary, BabyCare Holdings, Ltd. (“BabyCare”), including risks related to (i) operating in China in general, (ii) engaging in direct selling in China, (iii) BabyCare’s business model in China, (iv) new and expanded data privacy and security laws and regulations in China, and (v) changes in the Chinese economy, marketplace or consumer environment;
- Effects of changes to our Compensation Plan;
- Product liability claims, litigation or other liability associated with our products or the manufacturing of our products by us or third parties;
- Challenges associated with our planned expansion into new international markets, delays in commencement of sales or product offerings in such markets, delays in compliance with local marketing or other regulatory requirements, or changes in target markets;
- Macroeconomic conditions and other factors, including inflationary pressures, slower economic growth or recession, general conditions affecting consumer spending or discretionary income, or disruptions to our supply chain;

- Political events, natural disasters, pandemics, epidemics or other health crises including, and in addition to, COVID-19, or other events that may negatively affect economic conditions, consumer spending or consumer behavior;
- Changes in the legal and regulatory environment including environmental, health and safety regulations, data security and privacy, and trade policies and tariffs, the impact of customs, duties, taxation, and transfer pricing regulations, as well as regulations governing distinctions between and our responsibilities to employees and independent contractors;
- Geopolitical tensions or conflicts, including impacts from the conflicts involving Russia and Ukraine, and Israel and Palestine, deterioration in foreign relations, as well as disputes or tensions among other countries around the world in general or among the United States, China, and other countries;
- Volatile fluctuation in the value of foreign currencies against the U.S. dollar;
- Noncompliance by us or our Associates with any data privacy or security laws or any security breach by us or a third party involving the misappropriation, loss, destruction or other unauthorized use or disclosure of confidential information;
- Shortages of raw materials, disruptions in the business of our contract manufacturers, significant price increases of key raw materials, and other disruptions to our supply chain;
- Our continued compliance with debt covenants in our Credit Facility;
- Litigation, tax, and legal compliance risk and costs, especially if materially different from the amount we expect to incur or have accrued for, and any disruptions caused by the same;
- Information technology system failures, data security breaches, data security and privacy compliance, network disruptions, and cybersecurity attacks; and
- Acquisition, divestiture, and investment-related risks, including risks associated with past or future acquisitions.

Unless otherwise indicated or otherwise required by the context, the terms “we,” “our,” “it,” “its,” “Company,” and “USANA” refer to USANA Health Sciences, Inc. and its wholly owned subsidiaries.

PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except par value)
(unaudited)

	As of June 29, 2024	As of December 30, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 332,423	\$ 330,420
Inventories	61,832	61,454
Prepaid expenses and other current assets	24,826	25,872
Total current assets	419,081	417,746
Property and equipment, net	97,686	99,814
Goodwill	16,837	17,102
Intangible assets, net	28,637	29,919
Deferred tax assets	18,190	13,284
Other assets	50,988	54,892
	<u>\$ 631,419</u>	<u>\$ 632,757</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 6,648	\$ 10,070
Line of credit - short term	—	786
Other current liabilities	97,248	107,989
Total current liabilities	103,896	118,845
Deferred tax liabilities	4,653	4,552
Other long-term liabilities	10,662	12,158
Stockholders' equity		
Common stock, \$0.001 par value; Authorized -- 50,000 shares, issued and outstanding 19,051 as of June 29, 2024 and 19,130 as of December 30, 2023	19	19
Additional paid-in capital	68,814	65,661
Retained earnings	463,883	445,217
Accumulated other comprehensive income (loss)	(20,508)	(13,695)
Total stockholders' equity	512,208	497,202
	<u>\$ 631,419</u>	<u>\$ 632,757</u>

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands, except per share data)
(unaudited)

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Net sales	\$ 212,869	\$ 238,202	\$ 440,669	\$ 486,562
Cost of sales	40,333	43,326	83,402	91,845
Gross profit	172,536	194,876	357,267	394,717
Operating expenses:				
Associate incentives	90,371	102,380	186,129	208,450
Selling, general and administrative	64,325	68,096	128,625	135,022
Total operating expenses	154,696	170,476	314,754	343,472
Earnings from operations	17,840	24,400	42,513	51,245
Other income (expense):				
Interest income	2,763	2,224	5,439	3,999
Interest expense	(51)	(43)	(103)	(74)
Other, net	(349)	229	(535)	141
Other income (expense), net	2,363	2,410	4,801	4,066
Earnings before income taxes	20,203	26,810	47,314	55,311
Income taxes	9,771	9,518	20,345	19,636
Net earnings	\$ 10,432	\$ 17,292	\$ 26,969	\$ 35,675
Earnings per common share				
Basic	\$ 0.55	\$ 0.89	\$ 1.41	\$ 1.85
Diluted	\$ 0.54	\$ 0.89	\$ 1.40	\$ 1.84
Weighted average common shares outstanding				
Basic	19,073	19,321	19,123	19,302
Diluted	19,159	19,427	19,230	19,377
Comprehensive income:				
Net earnings	\$ 10,432	\$ 17,292	\$ 26,969	\$ 35,675
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	(1,846)	(7,957)	(6,948)	(6,303)
Tax benefit (expense) related to foreign currency translation adjustment	(69)	516	135	614
Other comprehensive income (loss), net of tax	(1,915)	(7,441)	(6,813)	(5,689)
Comprehensive income	\$ 8,517	\$ 9,851	\$ 20,156	\$ 29,986

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)
(unaudited)

For the six months ended July 1, 2023

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Value				
Balance at December 31, 2022	19,206	\$ 19	\$ 55,604	\$ 391,636	\$ (12,787)	\$ 434,472
Net earnings				35,675		35,675
Other comprehensive income (loss), net of tax					(5,689)	(5,689)
Equity-based compensation expense			7,282			7,282
Common stock issued under equity award plans	92	—				—
Tax withholding for net-share settled equity awards			(2,916)			(2,916)
Balance at July 1, 2023	19,298	\$ 19	\$ 59,970	\$ 427,311	\$ (18,476)	\$ 468,824

For the six months ended June 29, 2024

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Value				
Balance at December 30, 2023	19,130	\$ 19	\$ 65,661	\$ 445,217	\$ (13,695)	\$ 497,202
Net earnings				26,969		26,969
Other comprehensive income (loss), net of tax					(6,813)	(6,813)
Equity-based compensation expense			7,403			7,403
Common stock repurchased and retired	(194)	—	(1,180)	(8,303)		(9,483)
Common stock issued under equity award plans	115	—				—
Tax withholding for net-share settled equity awards			(3,070)			(3,070)
Balance at June 29, 2024	19,051	\$ 19	\$ 68,814	\$ 463,883	\$ (20,508)	\$ 512,208

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)
(unaudited)

For the three months ended July 1, 2023

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Value				
Balance at April 1, 2023	19,294	\$ 19	\$ 56,351	\$ 410,019	\$ (11,035)	\$ 455,354
Net earnings				17,292		17,292
Other comprehensive income (loss), net of tax					(7,441)	(7,441)
Equity-based compensation expense			3,674			3,674
Common stock issued under equity award plans	4	—				—
Tax withholding for net-share settled equity awards			(55)			(55)
Balance at July 1, 2023	19,298	\$ 19	\$ 59,970	\$ 427,311	\$ (18,476)	\$ 468,824

For the three months ended June 29, 2024

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Value				
Balance at March 30, 2024	19,047	\$ 19	\$ 65,111	\$ 453,451	\$ (18,593)	\$ 499,988
Net earnings				10,432		10,432
Other comprehensive income (loss), net of tax					(1,915)	(1,915)
Equity-based compensation expense			3,734			3,734
Common stock issued under equity award plans	4	—				—
Tax withholding for net-share settled equity awards			(31)			(31)
Balance at June 29, 2024	19,051	\$ 19	\$ 68,814	\$ 463,883	\$ (20,508)	\$ 512,208

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Six Months Ended	
	June 29, 2024	July 1, 2023
Cash flows from operating activities		
Net earnings	\$ 26,969	\$ 35,675
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities		
Depreciation and amortization	6,971	6,519
Right-of-use asset amortization	3,815	3,846
(Gain) loss on sale of property and equipment	17	(12)
Equity-based compensation expense	7,403	7,282
Deferred income taxes	(4,918)	(5,026)
Inventory write-down	1,512	2,684
Changes in operating assets and liabilities:		
Inventories	(4,486)	(550)
Prepaid expenses and other assets	225	1,986
Accounts payable	(3,310)	(1,171)
Other liabilities	(8,525)	(28,849)
Net cash provided by (used in) operating activities	25,673	22,384
Cash flows from investing activities		
Proceeds from the settlement of net investment hedges	1,125	3,775
Payments for net investment hedge	(870)	(1,271)
Proceeds from sale of property and equipment	3	13
Purchases of property and equipment	(5,872)	(5,716)
Net cash provided by (used in) investing activities	(5,614)	(3,199)
Cash flows from financing activities		
Repurchase of common stock	(9,444)	—
Borrowings on line of credit	691	750
Payments on line of credit	(1,476)	(750)
Payments related to tax withholding for net-share settled equity awards	(3,070)	(2,916)
Payments for contingent consideration	—	(338)
Net cash provided by (used in) financing activities	(13,299)	(3,254)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(4,831)	(4,310)
Net increase (decrease) in cash, cash equivalents, and restricted cash	1,929	11,621
Cash, cash equivalents, and restricted cash at beginning of period	333,246	291,320
Cash, cash equivalents, and restricted cash at end of period	\$ 335,175	\$ 302,941
Reconciliation of cash, cash equivalents, and restricted cash to the consolidated balance sheets		
Cash and cash equivalents	\$ 332,423	\$ 300,183
Restricted cash included in other assets	2,752	2,758
Total cash, cash equivalents, and restricted cash	\$ 335,175	\$ 302,941
Supplemental disclosures of cash flow information		
Cash paid during the period for:		
Interest	\$ 72	\$ 3
Income taxes	26,572	28,817
Cash received during the period for:		
Income tax refund	5	680
Non-cash investing and financing activities:		
Right-of-use assets obtained in exchange for lease obligations	613	4,688
Accrued purchases of property and equipment	57	132
Accrued excise tax for repurchase of common stock	39	—

The accompanying notes are an integral part of these statements.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)
(unaudited)

NOTE A – ORGANIZATION, CONSOLIDATION, AND BASIS OF PRESENTATION

USANA Health Sciences, Inc. is a global direct-selling, personal health and wellness company that develops and manufactures high quality, science-based nutritional and personal care products. The Condensed Consolidated Financial Statements (the “Financial Statements”) include the accounts and operations of the Company, which are grouped and presented in two geographic regions: (1) Asia Pacific, and (2) Americas and Europe. Asia Pacific is further divided into three sub-regions: (i) Greater China, (ii) Southeast Asia Pacific, and (iii) North Asia. The countries included in these regions and sub-regions are described below:

(1) Asia Pacific -

- (i) Greater China – Hong Kong, Taiwan, and China. The Company's business in China is conducted by BabyCare Holdings, Ltd., the Company's wholly-owned subsidiary.
- (ii) Southeast Asia Pacific – Australia, New Zealand, Singapore, Malaysia, the Philippines, Thailand, Indonesia and India ⁽¹⁾.
- (iii) North Asia – Japan and South Korea.

(2) Americas and Europe – United States, Canada, Mexico, Colombia, and Europe (the United Kingdom, France, Germany, Spain, Italy, Romania, Belgium, and the Netherlands).

⁽¹⁾ We commenced operations in this market near the end of the fourth quarter of 2023.

The condensed consolidated balance sheet as of December 30, 2023, derived from audited consolidated financial statements, and the unaudited interim condensed consolidated financial information of the Company have been prepared in accordance with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X promulgated by the SEC. Accordingly, certain information and disclosures that are normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) have been condensed or omitted pursuant to such rules and regulations. The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. In the opinion of the Company's management, the accompanying interim condensed consolidated financial information contains all adjustments, consisting only of normal recurring adjustments that are necessary to state fairly the Company's financial position as of June 29, 2024, and results of operations and cash flows for the three and six months ended June 29, 2024 and July 1, 2023.

The interim financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto that are included in the Company's Annual Report on Form 10-K for the year ended December 30, 2023. The results of operations for the three and six months ended June 29, 2024, are not necessarily indicative of the results that may be expected for the fiscal year ending December 28, 2024.

Certain reclassifications have been made to prior period amounts to conform to current period presentation. These reclassifications relate to the disaggregation of inventory write-downs from changes in inventories within operating activities of the condensed consolidated statements of cash flows.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)
(unaudited)

NOTE A – ORGANIZATION, CONSOLIDATION, AND BASIS OF PRESENTATION - CONTINUED

Recent Accounting Pronouncements

Issued Accounting Pronouncements Not Yet Adopted

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The standard is intended to provide financial statement users with more disaggregated expense information about a public entity's reportable segments. ASU 2023-07 requires incremental disclosures related to a public entity's reportable segments including allowing the disclosure of multiple measures of segment profit or loss, requiring the disclosure of significant segment expenses, and requiring the qualitative disclosure of other segment items. ASU 2023-07 is effective for annual periods beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024, and should be adopted retrospectively unless impracticable. Early adoption is permitted. The Company is currently evaluating the impact adoption of the standard will have on its consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The standard is intended to benefit investors by providing more detailed income tax disclosures. ASU 2023-09 requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid by jurisdiction. ASU 2023-09 is effective for annual periods beginning after December 15, 2024. The guidance will be applied on a prospective basis with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating the impact adoption of the standard will have on its consolidated financial statements.

No other recent accounting pronouncements had, or are expected to have, a material impact on the Company's condensed consolidated financial statements.

NOTE B – FAIR VALUE MEASURES

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.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)
(unaudited)

NOTE B – FAIR VALUE MEASURES - CONTINUED

As of June 29, 2024, and December 30, 2023, the following financial assets and liabilities were measured at fair value on a recurring basis using the type of inputs shown:

	June 29, 2024	Fair Value Measurements Using		
		Inputs		
		Level 1	Level 2	Level 3
Money market funds included in cash equivalents	\$ 262,235	\$ 262,235	\$ —	\$ —
Foreign currency contracts included in other current liabilities	(103)	—	(103)	—
Deferred compensation liabilities included in other long-term liabilities	(4,075)	—	(4,075)	—

	December 30, 2023	Fair Value Measurements Using		
		Inputs		
		Level 1	Level 2	Level 3
Money market funds included in cash equivalents	\$ 258,319	\$ 258,319	\$ —	\$ —
Foreign currency contracts included in other current liabilities	(62)	—	(62)	—
Deferred compensation liabilities included in other long-term liabilities	(3,137)	—	(3,137)	—

There were no transfers of financial assets or liabilities between levels of the fair value hierarchy for the periods indicated.

The majority of the Company's non-financial assets, which include long-lived assets, are not required to be carried at fair value on a recurring basis. However, if an impairment charge is required, a non-financial asset would be written down to fair value. As of June 29, 2024 and December 30, 2023, none of the Company's non-financial assets were measured at fair value.

As of June 29, 2024 and December 30, 2023, the Company's financial instruments include cash equivalents and restricted cash. The recorded values of cash equivalents and restricted cash approximate their fair values, based on their short-term nature.

NOTE C – INVENTORIES

Inventories consist of the following:

	June 29, 2024	December 30, 2023
Raw materials	\$ 21,901	\$ 19,848
Work in progress	4,306	4,707
Finished goods	35,625	36,899
Inventories	\$ 61,832	\$ 61,454
Noncurrent inventories	\$ 3,075	\$ 3,128

As of June 29, 2024, noncurrent inventories consisted of \$ 1,883 of raw materials and \$ 1,192 of finished goods inventory. As of December 30, 2023, noncurrent inventories consisted of \$2,051 of raw materials and \$ 1,077 of finished goods inventory. Noncurrent inventories are included in the "Other assets" line item on the Company's condensed consolidated balance sheets. Noncurrent inventory is anticipated to be consumed beyond our normal operating cycle, but prior to obsolescence.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)
(unaudited)

NOTE D – INVESTMENT IN EQUITY SECURITIES

As of June 29, 2024 and December 30, 2023, the carrying amount of equity securities without readily determinable fair values was \$20,000 and is included in the “Other assets” line item on the Company’s condensed consolidated balance sheets.

During the three and six months ended June 29, 2024, no observable price changes were evaluated and no adjustment to the carrying value of the securities was recorded. During the three and six months ended July 1, 2023, the Company evaluated an observable price change related to equity securities without readily determinable fair values. No adjustment to the carrying value of the securities was necessary based on the observable price change. Additionally, no impairment of securities was recorded for the three and six months ended June 29, 2024, and July 1, 2023 .

NOTE E – REVENUE AND CONTRACT LIABILITIES

Revenue is recognized when, or as, control of a promised product or service transfers to a customer, in an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring those products or services. A majority of the Company’s sales are for products sold at a point in time and shipped to customers, for which control is transferred as goods are delivered to the third-party carrier for shipment. The Company receives payment, primarily via credit card, for the sale of products at the time customers place orders and payment is required prior to shipment. Contract liabilities, which are recorded within the “Other current liabilities” line item in the condensed consolidated balance sheets, primarily relate to deferred revenue for product sales for customer payments received in advance of shipment, for outstanding material rights under the initial order program, and for services where control is transferred over time as services are delivered.

Other revenue includes fees, which are paid by the customer at the beginning of the service period, for access to online customer service applications and annual account renewal fees for Associates, for which control is transferred over time as services are delivered and are recognized as revenue on a straight-line basis over the term of the respective contracts.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)
(unaudited)

NOTE E – REVENUE AND CONTRACT LIABILITIES - CONTINUED

The following table presents Other revenue for the periods indicated:

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Other revenue	\$ 644	\$ 755	\$ 1,362	\$ 1,481

Disaggregation of revenue by geographic region and major product line is included in Segment Information in [Note J](#).

The following table provides information about contract liabilities from contracts with customers, including significant changes in the contract liabilities balances during the period:

	June 29, 2024	December 30, 2023
Contract liabilities at beginning of period	\$ 13,910	\$ 20,875
Increase due to deferral of revenue at end of period	9,802	13,910
Decrease due to beginning contract liabilities recognized as revenue	(11,853)	(20,875)
Contract liabilities at end of period	<u>\$ 11,859</u>	<u>\$ 13,910</u>

NOTE F – LINE OF CREDIT

On August 25, 2020, the Company as borrower, and certain of its material subsidiaries as guarantors, entered into the Second Amended and Restated Credit Agreement (the "Credit Agreement") with Bank of America, N.A. ("Bank of America") as Administrative Agent, Swingline Lender and Letter of Credit Issuer, and the other lenders party thereto. On August 10, 2022, the Company entered into the Second Amendment to the Second Amended and Restated Credit Agreement ("Restated Credit Agreement"), which replaces the Eurodollar Rate, and LIBOR terms and provisions with the Bloomberg Short-Term Bank Yield Index rate ("BSBY").

The Credit Agreement provides for a revolving credit limit for loans to the Company up to \$ 75,000 (the "Credit Facility"). In addition, at the option of the Company, and subject to certain conditions, the Company may request to increase the aggregate commitment under the Credit Facility up to an additional \$200,000.

There was no outstanding debt balance on the Credit Facility as of June 29, 2024 and December 30, 2023. The obligations of the Company under the Credit Agreement are secured by the pledge of the capital stock of certain subsidiaries of the Company, pursuant to a Security and Pledge Agreement.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)
(unaudited)

NOTE F – LINE OF CREDIT - CONTINUED

Interest on revolving borrowings under the Credit Facility is computed at BSBY, adjusted by features specified in the Credit Agreement. The covenants require the Company's rolling four-quarter consolidated EBITDA (as defined in the Credit Agreement) to be \$100,000 or greater and its ratio of consolidated funded debt to consolidated EBITDA to be equal to or less than 2.0 to 1.0 at the end of each quarter. The Credit Agreement does not include any restrictions on the payment of cash dividends or share repurchases by the Company. Consolidated EBITDA and consolidated funded debt are non-GAAP terms.

The Company will be required to pay any balance on this Credit Facility in full at the time of maturity in August 2025.

The Company maintains local lines of credit across different markets to secure sufficient working capital. As of June 29, 2024, there was no balance on the local lines of credit. As of December 30, 2023, the balance on the local lines of credit was \$786.

NOTE G – 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 its 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 faces contingencies that are reasonably possible to occur; however, they cannot currently be estimated. While complete assurance cannot be given as 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. It is reasonably possible that a change in the contingencies could result in a change in the amount recorded by the Company in the future.

NOTE H – DERIVATIVE FINANCIAL INSTRUMENTS

The Company's risk management strategy includes the select use of derivative instruments to reduce the effects of volatility in foreign currency exchange exposure on operating results and cash flows. In accordance with the Company's risk management policies, the Company does not hold or issue derivative instruments for trading or speculative purposes. The Company recognizes all derivative instruments as either assets or liabilities in the balance sheet at their respective fair values. When the Company becomes a party to a derivative instrument and intends to apply hedge accounting, the Company formally documents the hedge relationship and the risk management objective for undertaking the hedge, the nature of risk being hedged, and the hedged transaction, which includes designating the instrument for financial reporting purposes as a fair value hedge, a cash flow hedge, or a net investment hedge. The Company also documents how the hedging instrument's effectiveness in offsetting the hedged risk will be assessed prospectively and retrospectively, and a description of the method used to measure ineffectiveness.

The Company periodically uses derivative instruments to hedge the foreign currency exposure of its net investment in foreign subsidiaries into U.S. dollars. Initially, the Company records derivative assets on a gross basis in its condensed consolidated balance sheets. Subsequently the fair value of derivatives is measured for each reporting period. The effective portion of gains and losses attributable to these net investment hedges is recorded to foreign currency translation adjustment ("FCTA") within accumulated other comprehensive income (loss) ("AOCI") to offset the change in the carrying value of the net investment being hedged and will subsequently be reclassified to net earnings in the period in which the investment in the subsidiary is either sold or substantially liquidated.

During the six months ended June 29, 2024 and July 1, 2023, the Company entered into and settled European options designated as net investment hedges with notional amounts of \$77,345 and \$81,343, respectively. For the three and six months ended June 29, 2024 and July 1, 2023, the Company realized gains of \$255 and \$2,504, respectively, recorded to FCTA within AOCI. The Company assessed the hedge effectiveness under the forward rate method, determining the hedging instruments were highly effective.

As of June 29, 2024, there were no derivatives outstanding for which the Company has applied hedge accounting.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)
(unaudited)

NOTE I – COMMON STOCK AND EARNINGS PER SHARE

Basic earnings per share ("EPS") is 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 EPS based on the time they were outstanding in any period. Diluted EPS is based on shares that are outstanding (computed under basic EPS) and on potentially dilutive shares. Shares that are included in the diluted EPS 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 EPS and diluted EPS for the periods indicated:

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Net earnings available to common shareholders	\$ 10,432	\$ 17,292	\$ 26,969	\$ 35,675
Weighted average common shares outstanding - basic	19,073	19,321	19,123	19,302
Dilutive effect of in-the-money equity awards	86	106	107	75
Weighted average common shares outstanding - diluted	19,159	19,427	19,230	19,377
Earnings per common share from net earnings - basic	\$ 0.55	\$ 0.89	\$ 1.41	\$ 1.85
Earnings per common share from net earnings - diluted	\$ 0.54	\$ 0.89	\$ 1.40	\$ 1.84

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:

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
	696	354	541	325

There were no shares repurchased during the three months ended June 29, 2024 and July 1, 2023. During the six months ended June 29, 2024, the Company repurchased and retired 194 shares for \$9,483, inclusive of accrued excise tax of \$ 39. There were no shares repurchased during the six months ended July 1, 2023.

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.

As of June 29, 2024, the remaining authorized repurchase amount under the stock repurchase plan was \$ 61,703, inclusive of accrued excise tax. There is no expiration date on the remaining approved repurchase amount and no requirement for future share repurchases.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)
(unaudited)

NOTE J – SEGMENT INFORMATION

The Company primarily operates as a global direct-selling nutrition, personal health and wellness company that develops and manufactures high quality, science-based nutritional, and personal care products.

The Company's operating segments are identified according to how business activities are managed and evaluated by the chief operating decision maker ("CODM"), our CEO. The CODM manages the business, allocates resources, makes operating decisions, and evaluates performance for a geographic region or market based on net sales. The Company aggregates its direct-selling operating segments ("Direct-selling") into one reportable segment, as management believes that the Company's Direct-selling segments exhibit similar long-term financial performance and have similar economic characteristics. The CODM does not evaluate operating segments using asset information, accordingly, the Company does not report asset information by segment.

The Company has operating segments, resulting from acquisitions, that are not material to the Company's net sales. These operating segments are included as a component of "All other" and are included for purposes of reconciliation of net sales to the Company's Condensed Consolidated Statements of Comprehensive Income.

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Net sales:				
Direct-selling	\$ 211,208	\$ 236,795	\$ 437,356	\$ 483,675
All other	1,661	1,407	3,313	2,887
Consolidated total	<u>\$ 212,869</u>	<u>\$ 238,202</u>	<u>\$ 440,669</u>	<u>\$ 486,562</u>

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 for our Direct-selling segment that has been contributed by the Company's nutritionals, food, and personal care and skincare products for the periods indicated.

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
USANA® Nutritionals	87 %	87 %	87 %	87 %
USANA Foods ⁽¹⁾	7 %	7 %	6 %	7 %
Personal care and Skincare	5 %	5 %	6 %	5 %
All other	1 %	1 %	1 %	1 %

(1) Includes the Company's Active Nutrition line.

USANA HEALTH SCIENCES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)
(unaudited)

NOTE J – SEGMENT INFORMATION - CONTINUED

Selected Financial Information

Financial information, presented by geographic region is listed below:

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Net sales to external customers				
Asia Pacific				
Greater China	\$ 115,513	\$ 128,749	\$ 243,128	\$ 252,569
Southeast Asia Pacific	35,402	39,337	71,467	85,623
North Asia	19,710	25,529	41,131	55,137
Asia Pacific total	170,625	193,615	355,726	393,329
Americas and Europe	42,244	44,587	84,943	93,233
Consolidated total	<u>\$ 212,869</u>	<u>\$ 238,202</u>	<u>\$ 440,669</u>	<u>\$ 486,562</u>

The following table provides further information on markets representing ten percent or more of consolidated net sales and long-lived assets, respectively:

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Net sales:				
China	\$ 105,115	\$ 117,882	\$ 220,869	\$ 227,915
United States	\$ 21,640	\$ 23,681	\$ 43,804	\$ 49,666
South Korea	\$ 19,298	\$ 24,906	\$ 40,262	\$ 53,792
			As of	
			June 29, 2024	December 30, 2023
Long-lived assets:				
United States			\$ 92,465	\$ 93,181
China			\$ 73,531	\$ 77,767

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide an understanding of USANA's financial condition, results of operations and cash flows by reviewing certain key indicators and measures of performance.

The MD&A is presented in six sections as follows:

- Overview
- Products
- Customers
- Non-GAAP Financial Measures
- Results of Operations
- Liquidity and Capital Resources

This discussion and analysis from management's perspective should be read in conjunction with the Unaudited Condensed Consolidated Financial Statements and Notes thereto that are contained in this quarterly report, as well as Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-K for the year ended December 30, 2023 ("[2023 Form 10-K](#)"), filed with the SEC on February 27, 2024, and our other filings, including the Current Reports on Form 8-K, that have been filed with the SEC through the date of this report. Forward-looking statements in Part I, Item 2 may involve risks and uncertainties that could cause results to differ materially from those projected (refer to the section entitled "Cautionary Note Regarding Forward-Looking Statements and Certain Risks" on page 1 and the risk factors provided in Part II, Item 1A for discussion of these risks and uncertainties).

Overview

We develop and manufacture high quality, science-based nutritional and personal care and skincare products that are distributed internationally primarily through direct selling. We use this distribution method because we believe it is more conducive to meeting our vision as a company, which is to improve the overall health and nutrition of individuals and families around the world. Our customer base is primarily comprised of two types of customers: "Associates" and "Preferred Customers," referred to together as "active Customers." Our Associates also sell our products to retail 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. In 2023, we launched our Affiliate program in the United States, Canada, and Mexico and are evaluating introducing the program in other markets. This program offers another sales and compensation opportunity to individuals who are interested in selling USANA products. Affiliates are discussed and reported in the report as part of our Associates. Preferred Customers purchase our products strictly for personal use and are not permitted to resell or to distribute the products. 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 June 29, 2024, we had approximately 468,000 active Customers worldwide.

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. During the six months ended June 29, 2024, net sales outside of the United States represented 90.1% of consolidated net sales. In our net sales discussions that follow, we approximate the impact of currency fluctuations on net sales by translating current year sales at the average exchange rates in effect during the comparable periods of the prior year.

Products

The following table summarizes the approximate percentage of total product revenue for our Direct-selling segment that has been contributed by our major product lines and our top-selling products for the current and prior-year periods as indicated:

	Six Months Ended	
	June 29, 2024	July 1, 2023
Product Line		
USANA® Nutritionals		
Optimizers	71%	71%
Essentials/CellSentials(1)	16%	16%
USANA Foods(2)	6%	7%
Personal care and Skincare	6%	5%
All other	1%	1%
Key Product		
USANA® Essentials/CellSentials	10%	10%
Proflavanol®	10%	10%
Probiotic	8%	10%

(1) Represents a product line consisting of multiple products, as opposed to the actual USANA® Essentials / CellSentials product.

(2) Includes our Active Nutrition line.

Customers

Because we sell our products to a customer base of independent Associates and Preferred Customers, we increase our sales by increasing the number of our active Customers, the amount they spend on average, or both. Our primary focus continues to be increasing the number of active Customers. We believe this focus is consistent with our vision of improving the overall health and nutrition of individuals and families around the world. Sales to Associates accounted for approximately 50% of Direct-selling segment sales during the six months ended June 29, 2024, with the remainder of our sales generated from Preferred Customers. Increases or decreases in product sales are typically the result of variations in the volume of product sold relating to fluctuations in the number of active Customers purchasing our products. The number of active Associates and Preferred Customers is, therefore, used by management as a key non-financial indicator to evaluate our operational performance.

The table below summarizes the changes in our active Customer base by geographic region, rounded to the nearest thousand as of the dates indicated:

	Total Active Customers by Region				Change from Prior Year	Percent Change
	As of June 29, 2024		As of July 1, 2023			
Asia Pacific:						
Greater China	250,000	53.4 %	251,000	51.6 %	(1,000)	(0.4 %)
Southeast Asia Pacific	77,000	16.4 %	82,000	16.8 %	(5,000)	(6.1 %)
North Asia	42,000	9.0 %	51,000	10.5 %	(9,000)	(17.6 %)
Asia Pacific total	369,000	78.8 %	384,000	78.9 %	(15,000)	(3.9 %)
Americas and Europe	99,000	21.2 %	103,000	21.1 %	(4,000)	(3.9 %)
	468,000	100.0 %	487,000	100.0 %	(19,000)	(3.9 %)

Non-GAAP Financial Measures

We believe that presentation of certain non-GAAP financial information is meaningful and useful in understanding the activities and business metrics of our operations. Management believes these measures reflect an additional way of viewing aspects of our business that, when viewed with our U.S. GAAP results, provide a more complete understanding of factors and trends affecting our business. This non-GAAP financial information may be determined or calculated differently by other companies, limiting the usefulness of those measures for comparative purposes. We provide such non-GAAP financial information for informational purposes only. Readers should consider the information in addition but not instead of or superior to, our Consolidated Financial Statements prepared in accordance with U.S. GAAP, accompanying this report.

In analyzing business trends and performance, management uses “constant currency” net sales, “local currency” net sales, and other currency-related financial information terms to discuss our financial results in a way we believe is helpful in understanding the impact of fluctuations in foreign-currency exchange rates and facilitating period-to-period comparisons of results of operations and providing investors an additional perspective on trends and underlying business results. Changes in our reported revenue and profits in this report include the impacts of changes in foreign currency exchange rates. As additional information to the reader, we provide constant currency assessments in the tables and the narrative information in this MD&A to remove or quantify the impact of the fluctuation in foreign exchange rates and utilize constant currency results in our analysis of performance. Our constant currency financial results are calculated by translating the current period's financial results at the same average exchange rates in effect during the applicable prior-year period and then comparing this amount to the prior-year period's financial results.

Results of Operations

Summary of Financial Results

Net sales for the second quarter of 2024 decreased 10.6% to \$212.9 million, a decrease of \$25.3 million, compared with the prior-year quarter. The decrease in net sales was primarily the result of a decrease in active Customers and a decrease in average spend per customer, partially offset by modest price increases compared to the prior-year quarter. Additionally, unfavorable changes in currency exchange rates negatively impacted net sales by an estimated \$5.3 million.

Net earnings for the second quarter of 2024 were \$10.4 million, a decrease of 39.7% compared with \$17.3 million during the prior-year quarter. The decrease in net earnings was the result of decreased sales and higher relative operating expenses combined with an increase in effective tax rate.

Three Months Ended June 29, 2024 and July 1, 2023

Net Sales

The following table summarizes the changes in net sales by geographic region for the fiscal quarters ended as of the dates indicated:

	Net Sales by Region (in thousands)				Change from prior year	Percent change	Currency impact on sales	Percent change excluding currency impact				
	Three Months Ended											
	June 29, 2024		July 1, 2023									
Asia Pacific												
Greater China	\$	115,513	54.3 %	\$	128,749	54.1 %	\$	(13,236)	(10.3 %)	\$	(3,085)	(7.9 %)
Southeast Asia Pacific		35,402	16.6 %		39,337	16.5 %		(3,935)	(10.0 %)		(1,221)	(6.9 %)
North Asia		19,710	9.3 %		25,529	10.7 %		(5,819)	(22.8 %)		(870)	(19.4 %)
Asia Pacific total		170,625	80.2 %		193,615	81.3 %		(22,990)	(11.9 %)		(5,176)	(9.2 %)
Americas and Europe		42,244	19.8 %		44,587	18.7 %		(2,343)	(5.3 %)		(94)	(5.0 %)
	\$	212,869	100.0 %	\$	238,202	100.0 %	\$	(25,333)	(10.6 %)	\$	(5,270)	(8.4 %)

Asia Pacific: The constant currency decline in this region was primarily the result of lower active Customer counts and lower sales per active Customer, partially offset by modest price increases throughout the region. This decline was primarily concentrated in China, South Korea and the Philippines. A local currency net sales decline of 8.3% in China was due to a decrease of 8.3% in average spend per customer, mainly influenced by promotional activity, while active Customers remained consistent with the prior year. A local currency net sales decline of 19.3% in South Korea was primarily due to a 16.3% decrease in active Customers and a 3.5% decrease in average spend per customer. A local currency net sales decline of 28.8% in the Philippines was primarily due to a 18.2% decrease in active Customers and a 13.1% decrease in average spend per customer.

Americas and Europe: The decrease in this region was primarily the result of lower active Customer counts and lower average spend per customer, partially offset by modest price increases. The decrease in constant currency net sales is largely the result of a sales decline in the United States, which had a net sales decline of 10.3% due to a 6.8% decrease in active Customers and a 3.8% decrease in average spend per customer.

Gross Profit

Gross profit decreased 70 basis points to 81.1% of net sales, down from 81.8% in the prior-year quarter. The decrease can primarily be attributed to unfavorable changes in currency exchange rates and loss of leverage on lower sales, which was partially offset by lower material costs, decreased scrap and freight charges as well as modest price increases.

Associate Incentives

Associate incentives decreased 50 basis points to 42.5% of net sales, down from 43.0% in the prior-year quarter. The relative decrease can primarily be attributed to decreased spending on Associate related incentive trips in certain markets and benefits from modest price changes.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 160 basis points relative to net sales and decreased \$3.8 million in absolute terms. The relative increase is largely due to a loss of leverage on lower year-over-year net sales. The lower expense in absolute terms can be primarily attributed to a decrease in spending for meetings and events, advertising, and other professional services.

Income Taxes

The year-to-date effective tax rate increased to 43.0% from the 35.5% reported in the comparable period of 2023 or 37.7% for fiscal 2023. The higher effective tax rate can be attributed to: i) China's increased relative share of taxable income, ii) a concentration of infrastructure costs in our corporate headquarters, and iii) generally softer operating performance, including the impact of unfavorable exchange rates, in our other markets around the world. The revised year-to-date effective tax rate resulted in a 48.4% rate for the second quarter of 2024.

Diluted Earnings per Share

Diluted EPS decreased 39.3% to \$0.54 as compared to \$0.89 reported in the prior-year quarter. This decrease can be attributed to lower net earnings.

Six Months Ended June 29, 2024 and July 1, 2023

Net Sales

The following table summarizes the changes in net sales by geographic region for the six months ended as of the dates indicated:

	Net Sales by Region (in thousands)						Percent change excluding currency impact					
	Six Months Ended				Change from prior year	Percent change		Currency impact on sales				
	June 29, 2024		July 1, 2023									
Asia Pacific												
Greater China	\$	243,128	55.2 %	\$	252,569	51.9 %	\$	(9,441)	(3.7 %)	\$	(8,481)	(0.4 %)
Southeast Asia Pacific		71,467	16.2 %		85,623	17.6 %		(14,156)	(16.5 %)		(2,716)	(13.4 %)
North Asia		41,131	9.3 %		55,137	11.3 %		(14,006)	(25.4 %)		(1,857)	(22.0 %)
Asia Pacific total		355,726	80.7 %		393,329	80.8 %		(37,603)	(9.6 %)		(13,054)	(6.2 %)
Americas and Europe		84,943	19.3 %		93,233	19.2 %		(8,290)	(8.9 %)		541	(9.5 %)
	\$	440,669	100.0 %	\$	486,562	100.0 %	\$	(45,893)	(9.4 %)	\$	(12,513)	(6.9 %)

Asia Pacific: The constant currency decline in this region was primarily the result of a sales decline in Southeast Asia Pacific and North Asia. There were local currency declines in nearly all markets in the Southeast Asia Pacific sub-region, most notably in the Philippines, Australia, and Malaysia, which had local currency net sales declines of 27.5%, 10.4%, and 8.0%, respectively. The decrease in local currency net sales in the Philippines was primarily the result of a 23.4% decrease in active Customers and a 5.7% decrease in average spend per customer. The decrease in local currency net sales in Australia was primarily due to a 12.5% decrease in active Customers, partially offset by a 2.4% increase in average spend per customer. The decrease in local currency net sales in Malaysia was primarily due to a 10.9% decrease in active Customers, partially offset by a 3.6% increase in average spend per customer. The decrease in constant currency net sales in North Asia was primarily concentrated in South Korea, which had a local currency sales decline of 21.8%. The decrease in local currency net sales in South Korea was primarily due to a 16.8% decrease in active Customers and a 5.9% decrease in average spend per customer.

Americas and Europe: There were local currency sales declines in most of the markets in this region. The decrease in constant currency net sales was primarily concentrated in the United States and Canada, which had local currency net sales declines of 13.4%, and 10.3%, respectively. The decrease in net sales in the United States was primarily due to a 5.7% decrease in active Customers and a 8.3% decrease in average spend per customer. The decrease in net sales in Canada was primarily due to a 3.0% decrease in active Customers and a 7.2% decrease in average spend per customer.

Gross Profit

Gross profit remained consistent at 81.1% of net sales for the six months ended June 29, 2024 compared to the six months ended July 1, 2023. While currency exchange rates and a loss of leverage on lower sales continue to be a detriment to the gross profit margin, these were offset by benefits from decreased scrap charges, favorable changes in market and product sales mix, modest price increases, and lower freight expense.

Associate Incentives

Associate incentives decreased 60 basis points to 42.2% of net sales, down from 42.8% for the six months ended July 1, 2023. The relative decrease can primarily be attributed to decreased spend on promotional incentives, as well as modest price increases. These improvements were partially offset by an unfavorable shift in market sales mix.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 150 basis points relative to net sales and decreased \$6.4 million in absolute terms. The relative increase can be attributed to leverage lost on lower net sales. The lower expense in absolute terms can be primarily attributed to a decrease in spending for meetings and events, advertising, and other professional services.

Income Taxes

Income taxes increased to 43.0% of pre-tax earnings, up from 35.5% of pre-tax earnings for the six months ended July 1, 2023. The higher effective tax rate can be attributed to: i) China's increased relative share of taxable income, ii) a concentration of infrastructure costs in our corporate headquarters, and iii) generally softer operating performance, including the impact of unfavorable exchange rates, in our other markets around the world.

Diluted Earnings per Share

Diluted EPS decreased 23.9% to \$1.40 as compared to \$1.84 reported for the six months ended July 1, 2023. This decrease can be attributed to lower net earnings.

Liquidity and Capital Resources

We have historically met our working capital and capital expenditure requirements by using net cash flow from operations and by drawing on 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 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 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 China to the United States may be limited in the future.

We believe our current liquidity is adequate to meet our cash requirements and sustain our operations through cash flow from operations. Maintaining a capital structure that emphasizes sufficient liquidity and adaptability in the prevailing economic climate is our top priority. We actively assess potential acquisition opportunities and investments in complementary ventures. While we continuously aim to preserve ample liquidity and ensure business continuity amid uncertainties, we also explore initiatives such as stock repurchases. These strategic decisions have the potential to impact our liquidity, enabling us to navigate these challenging times effectively.

Cash and Cash Equivalents

Cash and cash equivalents increased to \$332.4 million as of June 29, 2024, from \$330.4 million as of December 30, 2023. Cash flow provided by operating activities was \$25.7 million partially offset by cash used in financing activities of \$13.3 million, cash used in investing activities of \$5.6 million, and the unfavorable effect of exchange rate changes on cash and cash equivalents of \$4.8 million.

The table below presents concentrations of cash and cash equivalents by market for the periods indicated:

	Cash and cash equivalents (in millions)	
	As of June 29, 2024	As of December 30, 2023
United States	\$ 218.5	\$ 169.9
China	66.5	111.0
All other markets	47.4	49.5
Total cash and cash equivalents	<u>\$ 332.4</u>	<u>\$ 330.4</u>

During the six months ended June 29, 2024, our China subsidiary remitted profits through an annual dividend of \$75.8 million to the United States, inclusive of net proceeds from a dividend hedge and net of applicable taxes.

Cash Flows Provided by Operations

As discussed above, our principal source of liquidity comes from our net cash flow from operations.

Net cash flow provided by operating activities was \$25.7 million for the first six months of 2024. Net earnings combined with adjustments of non-cash items contributed positively to our net cash flow provided by operating activities, partially offset by cash used to pay accounts payable, accrued associate incentives, and the 2023 annual employee bonus.

Net cash flow provided by operating activities was \$22.4 million for the first six months of 2023. Net earnings combined with adjustments of non-cash items contributed positively to our net cash flow provided by operating activities, partially offset by cash used to pay accrued associate incentives and the 2022 annual employee bonus.

Line of Credit

Information with respect to our line of credit may be found in [Note F](#) to the Condensed Consolidated Financial Statements included in Item 1 of Part I of this report.

Share Repurchase

Information with respect to share repurchases may be found in [Note I](#) to the Condensed Consolidated Financial Statements included in Item 1 of Part I of this report.

Summary

We believe our 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 to us 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, mergers and acquisitions, or for other reasons. Such financing may include the use of 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.

Critical Accounting Policies

There were no changes during the quarter to our critical accounting policies as disclosed in our 2023 Form 10-K. Our significant accounting policies are disclosed in [Note A](#) to our Consolidated Financial Statements filed with our 2023 Form 10-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have no material changes to the disclosures on this matter made in our 2023 Form 10-K. For a discussion of our exposure to market risk, refer to our market risk disclosures set forth in the section entitled "Quantitative and Qualitative Disclosures About Market Risk" in the [2023 Form 10-K](#).

Item 4. CONTROLS AND PROCEDURES

Evaluation of 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 that are specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial and Accounting Officer), as appropriate, to allow timely decisions regarding any required disclosure. In designing and evaluating these disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

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, as a result of material weaknesses in internal control over financial reporting related to information technology general controls (ITGCs) as described in Part II, Item 9A of our Form 10-K for the fiscal year ended December 30, 2023 (the "[2023 Form 10-K](#)"), the disclosure controls and procedures were not effective as of June 29, 2024.

Changes in Internal Control Over Financial Reporting

Other than with respect to the remediation efforts addressed below, there were no changes in our internal control over financial reporting during the fiscal quarter ended June 29, 2024, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Remediation Efforts to Address Material Weakness

As previously disclosed in Part II, Item 9A of the [2023 Form 10-K](#), we are implementing measures designed to ensure that the control deficiencies contributing to the material weaknesses are remediated, such that the relevant controls are designed, implemented, and operating effectively. The remediation actions are ongoing and include:

- Enhancing our IT organization that is responsible for the development, monitoring, and testing of the ITGCs to ensure sufficiency of resources with the appropriate knowledge, experience, and training; and
- Developing a training program addressing ITGCs and related policies, to educate control owners on the principles and requirements of internal control activities, including maintaining adequate evidence of the controls' operation, and ensuring timely and consistent performance of the controls as designed.

During the first half of 2024, we began the process of developing a detailed remediation plan to address each control deficiency. Additionally, we engaged a third-party consultant with expertise in ITGCs to assist with risk assessment and control design, educating and training ITGC control owners, advising on relevant IT policies, and providing guidance with regard to sufficient control documentation to support the controls' operation. In the coming quarters, we will continue our efforts to ensure that the control deficiencies contributing to the material weaknesses are remediated. This includes, but is not limited to, reviewing and updating IT policies, analyzing current processes and control documentation, and establishing the appropriate level of responsibility and ownership of ITGCs. The material weaknesses will not be considered remediated until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. We expect that the remediation of these material weaknesses will be completed prior to the end of fiscal year 2024.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

We are a party to litigation and other proceedings 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.

Information with respect to our legal proceedings may be found in [Note G](#) to the Condensed Consolidated Financial Statements included in Item 1 Part I of this report.

Item 1A. RISK FACTORS

Our business, results of operations, and financial condition are subject to various risks. Our material risk factors are disclosed in Part I, Item 1A of our [2023 Form 10-K](#). The risk factors identified in our 2023 Form 10-K have not changed in any material respect.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Our share repurchase plan has been ongoing since the fourth quarter of 2000, with the Board of Directors periodically approving additional dollar amounts for share repurchases under the plan. At June 29, 2024, the authorized amount available for repurchases under the plan was \$61.7 million.

Repurchases are made from time to time at management's discretion in accordance with applicable federal securities laws. Repurchases may occur through open market purchases, pursuant to a Rule 10b5-1 trading plan, or in other transactions as permitted by the rules of the SEC. There is no requirement for future share repurchases, and there is no expiration date of the repurchase plan.

Item 5. OTHER INFORMATION

During the fiscal quarter ended June 29, 2024, none of our directors or officers informed us of the adoption, modification or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as those terms are defined in Regulation S-K, Item 408.

Item 6. Exhibits

Exhibits marked with an asterisk (*) are filed herewith.

Exhibit Number	Description
31.1	*Certification of Principal Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002
31.2	*Certification of Principal Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002
32.1	*Certification of Principal Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
32.2	*Certification of Principal Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data file (formatted as Inline XBRL and contained in Exhibit 101)

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 thereunto duly authorized.

Date: August 6, 2024

USANA HEALTH SCIENCES, INC.

/s/ G. Douglas Hekking

G. Douglas Hekking

Chief Financial Officer

(Principal Financial Officer)

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Jim H. Brown, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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 Registrant's internal control over financial reporting.

Date: August 6, 2024

/s/ Jim H. Brown

Jim H. Brown

Chief Executive Officer

(Principal Executive Officer)

CHIEF FINANCIAL OFFICER CERTIFICATION

I, G. Douglas Hekking, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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 Registrant's internal control over financial reporting.

Date: August 6, 2024

/s/ G. Douglas Hekking

G. Douglas Hekking

Chief Financial Officer

(Principal Accounting and Financial Officer)

**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 Quarterly Report on Form 10-Q of USANA Health Sciences, Inc. for the period ended June 29, 2024 as filed August 6, 2024 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: August 6, 2024

/s/ Jim H. Brown

Jim H. Brown

Chief Executive Officer
(Principal Executive Officer)

**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 Quarterly Report on Form 10-Q of USANA Health Sciences, Inc. for the period ended June 29, 2024 as filed August 6, 2024 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: August 6, 2024

/s/ G. Douglas Hekking

G. Douglas Hekking

Chief Financial Officer

(Principal Accounting and Financial Officer)