COHERENT INC
Form 4
February 10, 2017

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGERSON GARRY W

(Last) (First) (Middle)

P. O. BOX 54980

(Street)

SANTA CLARA, CA 95056-0980

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COHERENT INC [COHR]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2017		S		5,000 (1)	D	$ 181.97	11,500	I	By Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERSON GARRY W P. O. BOX 54980 SANTA CLARA, CA 95056-0980	X			

Signatures

/s/ Bret DiMarco, Pursuant to Power of Attorney	02/10/2017
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Sold Pursuant to a Rule 10b5-1 sales plan adopted on August 24, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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Asia Pacific:

Southeast Asia/Pacific

6,000

9.1

%

6,000

8.8

%

0.0

%

Greater China

Explanation of Responses:

2,000

3.0

%

8,000

11.8

%

6,000

300.0

%

North Asia

1,000

1.5

%

1,000

1.5

%

0.0

%

Asia Pacific Total

Explanation of Responses:

9,000

13.6

%

15,000

22.1

%

6,000

66.7

%

66,000

100.0

%

68,000

100.0

%

2,000

3.0

%

20

Table of Contents

Current Focus

We are currently focusing our efforts on: (i) the development of China through BabyCare, (ii) growing our North American markets during a difficult economic environment, and (iii) more aggressive international expansion. Additionally, in light of certain management and strategy changes that took place during the second quarter, as well as increased competition, our management team has been devoting the majority of their time in meeting with our Associate sales force. These meetings have helped assure our Associates of our commitment to supporting them and have also provided us with more opportunity to get their input on strategies for the business.

Over the past several years, we have experienced significant growth in our Asia Pacific region, particularly in our Hong Kong market. In light of this growth and our acquisition of BabyCare in China, we believe that we are well-positioned long-term for growth in China. During 2011 our efforts in Asia Pacific are focused on integrating BabyCare into our business and motivating our successful Asian Associate base to grow BabyCare in China. This includes working with the Chinese government to assist BabyCare in obtaining direct selling licenses in additional Chinese provinces and introducing additional USANA products for sale by BabyCare in China as we complete the registration process. During the first quarter of 2011 we began re-designing some of the BabyCare product packaging to include USANA branding and in the second quarter we introduced five of our Sensé products. In the fourth quarter, we anticipate introducing four of our key nutritional products for sale through BabyCare.

Difficult economic conditions continue to present a challenge for our overall business, especially in our North American markets. Additionally, during the third quarter of 2010 we made a modest change to the commission qualification requirements for our Associates. We believe that the difficult economic conditions coupled with this change may have added pressure on our ability to attract more Associates to the business in the near term. We are developing both short and long-term plans to grow sales in North America. In the short-term, we plan to offer promotions and incentives for our customers to generate excitement and regain momentum. We have been working closely with our Associate leaders to develop these initiatives. We will also continue our efforts to increase our global brand recognition. In the long-term, we are evaluating strategies around product innovation and customization as well as longer-term incentives that will reward our top performing Associates.

Finally, during the second quarter we announced our plans to expand into Thailand by the end of 2011. Thailand is one of the top Direct Selling markets in the world and we are encouraged about the growth opportunity that this market provides. We expect to be more aggressive in our international expansion in the near-term.

Results of Operations

Summary of Financial Results

Net sales for the second quarter of 2011 increased 18.2%, or $22.9 million, to $148.9 million when compared with the second quarter in 2010. The increase in net sales is largely due to higher product sales in several markets in our Asia Pacific region including $5.6 million from the addition of BabyCare. Net sales in North America, however, decreased slightly in the second quarter of 2011 compared with the second quarter of 2010. The overall change in net sales during the second quarter also includes a benefit of approximately $5.8 million from favorable changes in currency exchange rates.

Net earnings for the second quarter of 2011 increased 28.7%, or $3.1 million, to $13.9 million when compared with the second quarter in 2010. This increase was primarily the result of improved gross profit margin and lower relative selling, general and administrative expense on increased net sales. These improvements were partially offset by a relative increase in Associate incentives.

Table of Contents

Quarters Ended July 3, 2010 and July 2, 2011

Net Sales

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

	Net Sales by Region (in thousands) Quarter Ended July 3, 2010		July 2, 2011		Change from prior year	Percent change	Approximate impact of currency exchange	Change excluding the impact of currency
North America:								
United States	$ 37,992	30.1%	$ 37,121	25.0%	$ (871)	(2.3)%	$ N/A	(2.3)%
Canada	18,373	14.6%	17,462	11.7%	(911)	(5.0)%	1,000	(10.4)%
Mexico	5,748	4.6%	5,684	3.8%	(64)	(1.1)%	400	(8.1)%
North America Total	62,113	49.3%	60,267	40.5%	(1,846)	(3.0)%	1,400	(5.2)%
Asia Pacific:								
Southeast Asia/Pacific	23,968	19.0%	27,225	18.3%	3,257	13.6%	3,100	0.7%
Greater China	34,437	27.3%	53,678	36.0%	19,241	55.9%	600	54.1%
North Asia	5,493	4.4%	7,755	5.2%	2,262	41.2%	700	28.4%
Asia Pacific Total	63,898	50.7%	88,658	59.5%	24,760	38.7%	4,400	31.9%
	$ 126,011	100.0%	$ 148,925	100.0%	$ 22,914	18.2%	$ 5,800	13.6%

North America: The decrease in local currency net sales in this region was the result of lower product sales volume due to a decrease in the number of active Associates and Preferred Customers in this region. We continue to believe that the lingering difficult economic conditions, particularly in the consumer products segment of the economy, is the most significant cause of the decrease in active Associates and Preferred Customers in this region.

The decrease in active Associates was partially offset by an increase in average customer spending on a year-over-year basis. This increase in customer spending was primarily due to changes that we made to our compensation, recognition, and rewards programs in the third quarter of 2010.

Asia Pacific: The increase in net sales in this region was the result of higher product sales volume due primarily to an increase in the number of active Associates. This increase came predominantly from Greater China, where growth was led by Hong Kong. The number of active Associates in Hong Kong increased 21.2% year-over-year, and net sales increased 44.8%, or $12.9 million. Notably, the second quarter year-over-year comparable in Hong Kong includes $2.8 million in net sales from our Asia Pacific Convention held during the second quarter in 2010 (the same event in 2011 was held during the first quarter).

BabyCare also added $5.6 million in net sales, 14,000 active Associates, and 5,000 active Preferred Customers to this region during the second quarter of 2011. Excluding BabyCare, local currency net sales in this region increased 23.1%, the number of active Associates increased 8.7%, and the number of Preferred Customers increased 11.1%.

Similar to North America, we have also seen an increase in average customer spending in Asia Pacific. This increase in spending has initially helped offset an anticipated slowing in the growth rate of active Associates in Hong Kong. In the second quarter, we announced to our Associates certain strategic changes in Hong Kong, which were intended to promote growth in BabyCare. Sales increased in the weeks following this announcement as Associates purchased in anticipation of these changes. We

Table of Contents

estimate that this added approximately $4 million to net sales in Hong Kong during the second quarter. After further considering input from our Associate leaders, however, management in Asia Pacific revised the approach to better drive long-term growth in this region. As a result of this new approach, we now anticipate more gradual and organic sales growth in China.

We also experienced double-digit local currency sales growth in the Philippines and South Korea. This growth is primarily due to higher product sales volume from an increase in the number of active Associates in these markets.

Gross Profit

Gross profit increased to 82.4% of net sales for the second quarter of 2011 from 82.0% for the second quarter of 2010. This increase in gross profit can primarily be attributed to currency benefits received from our international subsidiaries sourcing the majority of their products from our corporate headquarters in the United States. The improvement in gross profit was partially offset by higher net freight costs on shipments to our customers. The increase in net freight costs was largely due to the strike of Canada Post during June that was resolved by the end of the second quarter.

Associate Incentives

Associate incentives increased to 45.5% of net sales during the second quarter of 2011, compared with 45.3% for the second quarter of 2010. This increase on a year-over-year basis was primarily a function of a higher utilization of our Matching Bonus program and the negative effect of currency fluctuations. This increase was partially offset by the addition of BabyCare to our operating results, which has a lower relative payout than the USANA compensation plan, and certain initiatives that management put in place to help control Associate Incentives as a percent of sales.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased to 22.7% of net sales for the second quarter of 2011, compared with 23.1% for the second quarter of 2010. This relative decrease can be attributed to costs related to our Asia Pacific Convention which was held during the first quarter of 2011, compared with the second quarter in 2010, and the recapture of equity compensation expense related to unvested equity awards of certain executives who left the Company during the second quarter. These benefits were largely offset by the addition of BabyCare expenses, which currently carry a significantly higher relative selling, general and administrative expense as a percent of net sales.

In absolute terms, our selling, general and administrative expenses increased by $4.7 million for the second quarter of 2011, compared with the second quarter of 2010. The most significant components of this increase in absolute terms were as follows:

- Added costs from BabyCare s operation of approximately $3.1 million;

- An increase in wage-related expenses of approximately $1.4 million; and

- An increase related to our corporate branding efforts of approximately $1.2 million.

Although reflected in some of the above items, changes in currency added approximately $0.9 million to overall selling, general and administrative expense. These expenses were partially offset by (i) a decrease in Associate event costs of approximately $1.6 million due to timing of our Asia Pacific convention, which was held during the first quarter in 2011 and during the second quarter in 2010, and (ii) a decrease in equity compensation expense of approximately $0.6 million.

Other income (expense), net

We experienced a $0.6 million improvement to other expense in the second quarter of 2011, when compared with the second quarter of 2010, as a result of currency exchange losses recognized in the prior year quarter.

Table of Contents

Six Months Ended July 3, 2010 and July 2, 2011

Net Sales

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

	Net Sales by Region (in thousands) Six Months Ended				Change from prior year	Percent change	Approximate impact of currency exchange	Change excluding the impact of currency
	July 3, 2010		July 2, 2011					
North America:								
United States	$ 75,598	30.8%	$ 74,157	25.3%	$ (1,441)	(1.9)%	$ N/A	(1.9)%
Canada	35,933	14.7%	34,789	11.9%	(1,144)	(3.2)%	2,000	(8.7)%
Mexico	11,102	4.5%	11,342	3.9%	240	2.2%	700	(4.1)%
North America Total	122,633	50.0%	120,288	41.1%	(2,345)	(1.9)%	2,700	(4.1)%
Asia Pacific:								
Southeast Asia/Pacific	48,501	19.8%	51,919	17.7%	3,418	7.0%	5,300	(3.9)%
Greater China	62,700	25.6%	105,789	36.2%	43,089	68.7%	1,000	67.1%
North Asia	11,264	4.6%	14,495	5.0%	3,231	28.7%	1,000	19.8%
Asia Pacific Total	122,465	50.0%	172,203	58.9%	49,738	40.6%	7,300	34.7%
	$ 245,098	100.0%	$ 292,491	100.0%	$ 47,393	19.3%	$ 10,000	15.3%

North America: The decrease in local currency net sales in this region was the result of lower product sales volume due to a decrease in the average number of active Associates and Preferred Customers in this region during the first six months of 2011 compared with the same period in 2010. The decrease in active Associates was partially offset by an increase in average customer spending on a year-over-year basis.

Asia Pacific: The increase in net sales in this region was the result of higher product sales volume due primarily to an increase in the average number of active Associates during the first six months of 2011 compared with the same period in 2010. This increase came predominantly from Greater China, where growth was led by Hong Kong with a 61.2% increase in net sales. BabyCare also added $11.3 million in net sales. Excluding BabyCare, local currency net sales in this region would have increased 25.4% for the first six months of 2011, compared with the first six months of 2010. Similar to North America, we also have seen an increase in average customer spending in this region.

We also experienced double-digit local currency sales growth in the Philippines and South Korea. This growth is also primarily due to higher product sales volume from an increase in the average number of active Associates in these markets during the first six months of 2011.

Gross Profit

Gross profit increased to 82.3% of net sales for the first six months of 2011 from 81.3% for the first six months of 2010. This increase in gross profit can primarily be attributed to currency benefits received from our international subsidiaries sourcing the majority of their products from our corporate headquarters in the United States coupled with a weaker U.S. dollar. The improvement in gross profit was partially offset by higher net freight costs on shipments to our customers.

Table of Contents

Associate Incentives

Associate incentives as a percent of net sales were 45.3% during the first six months of 2011, compared with 45.4% in the first six months of 2010. This decrease on a year-over-year basis was primarily a function of certain initiatives that management put in place to help control Associate Incentives as a percent of sales. The addition of BabyCare to our operating results also contributed to the year-over-year decrease as the relative payout under their compensation plan is lower than payout under the USANA compensation plan. These benefits were mostly offset by a higher utilization of our Matching Bonus program and the negative effect of currency fluctuations.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased to 23.8% of net sales for the first six months of 2011, compared with 23.1% for the first six months of 2010. This relative increase can primarily be attributed to the addition of BabyCare expenses, which currently carry a significantly higher relative selling, general and administrative expense as a percent of net sales than USANA.

In absolute terms, our selling, general and administrative expenses increased by $13.1 million for the first six months of 2011, compared with the first six months of 2010. The most significant components of this increase in absolute terms were as follows:

- Added costs from BabyCare s operation of approximately $5.9 million;
- An increase in wage-related expenses of approximately $2.0 million;
- An increase related to our corporate branding efforts of approximately $2.0 million;
- An increase in credit card and bank fees of approximately $1.0 million; and
- An increase in equity compensation expense of approximately $0.6 million.

Additionally, although reflected in some of the above items, changes in currency added approximately $1.6 million overall

Diluted Earnings Per Share

Diluted earnings per share increased $0.27, or 20.6%, to $1.58 for the first six months of 2011, compared with the first six months of 2010. This increase was due to improved gross profit margins on higher net sales and was partially offset by an increase in selling, general and administrative expenses and a higher average number of diluted shares outstanding.

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 on our line of credit. Our principal source of liquidity is our operating cash flow. There are currently no material restrictions on our ability to transfer and remit available funds among our international markets. Repatriation of funds that are related to earnings considered permanently reinvested in certain of our markets would not result in a tax liability that would have a material impact on our liquidity.

Operating cash flow

We typically generate positive cash flow due to our strong operating margins. During the first six months of 2011, we had a net cash flow from operating activities of $31.4 million, compared with $25.3 million in the same period of 2010. The most significant factor of this change was an increase in net sales.

Table of Contents

Line of credit

We have a long-standing relationship with Bank of America. For the last few years, we have maintained a $40.0 million credit facility pursuant to a credit agreement with Bank of America. During the second quarter of 2011 we entered into an Amended and Restated Credit Agreement with Bank of America, which, among other things, extends the term of our credit facility through May 2016 and increases the amount that we may borrow under the credit facility to $60.0 million. We did not draw on this line of credit during the quarter, and, as of July 2, 2011 there was no outstanding balance on this line of credit.

The agreement for this new 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 July 2, 2011, 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.

Working capital

Cash and cash equivalents at July 2, 2011 was $24.9 million, compared with $24.2 million at January 1, 2011. Of the $24.9 million held at July 2, 2011, $8.0 million was held in the United States, and $16.9 million was held by foreign subsidiaries. Of the $24.2 million held at January 1, 2011, $1.9 million was held in the United States, and $22.3 was held by foreign subsidiaries. There are no material restrictions on our ability to repatriate cash held by our foreign subsidiaries.

Net working capital increased to $24.8 million at July 2, 2011, from $22.6 million at January 1, 2011. This increase in net working capital was due mostly to net cash provided by operating activities, which was offset in large part by share repurchases discussed below.

Share repurchase

We have a share repurchase plan that has been ongoing since the fourth quarter of 2000. 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 first six months of 2011, we repurchased and retired 827 thousand shares of common stock for a total of $25.3 million, at an average market price of $30.64 per share. There currently is no expiration date on the remaining approved repurchase amount of $6.4 million 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 unusual capital expenditure requirements, additional financing may be required. No assurance can be given, however, that additional financing, if required, would be available 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.

Forward-Looking Statements and Certain Risks

The statements contained in this report 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. These statements represent our expectations, hopes, beliefs, anticipations, commitments, intentions, and strategies regarding the future. They may be identified by the use of words or phrases such as believes, expects, anticipates, should, plans,

Table of Contents

estimates, and potential, among others. Forward-looking statements include, but are not limited to, statements contained in Management s Discussion and Analysis of Financial Condition and Results of Operations regarding our financial performance, revenue, and expense levels in the future and the sufficiency of our existing assets to fund our future operations and capital spending needs. Readers are cautioned that actual results could differ materially from the anticipated results or other expectations that are expressed in these forward-looking statements for the reasons that are detailed in our most recent Annual Report on Form 10-K. The fact that some of these risk factors may be the same or similar to those in our past SEC reports means only that the risks are present in multiple periods. We believe that many of the risks detailed here and in our other SEC filings are part of doing business in the industry in which we operate and will likely be present in all periods reported. The fact that certain risks are common in the industry does not lessen their significance. The forward-looking statements contained 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. Among others, risks and uncertainties that may affect our business, financial condition, performance, development, and results of operations include:

- Our ability to attract and maintain a sufficient number of Associates;
- Our dependence upon a network marketing system to distribute our products and the activities of our independent Associates;
- The integration of BabyCare s operations and expansion of our business in China through BabyCare;
- Unanticipated effects of changes to our Compensation Plan;
- Our planned expansion into international markets, including delays in commencement of sales or product offerings in any new market, delays in compliance with local marketing or other regulatory requirements, or changes in target markets;
- General economic conditions, both domestically and internationally;
- Potential political events, natural disasters, or other events that may negatively affect economic conditions;
- Potential effects of adverse publicity regarding the Company, nutritional supplements, or the network marketing industry;
- Reliance on key management personnel;

- Extensive government regulation of the Company s products, manufacturing, and network marketing system;
- Potential inability to sustain or manage growth, including the failure to continue to develop new products;
- An increase in the amount of Associate incentives;
- Our reliance on the use of information technology;
- The effects of competition from new and established network and direct selling organizations in our key markets;
- The adverse effect of the loss of a high-level sponsoring Associate, together with a group of leading Associates, in that person s downline;
- The loss of product market share or Associates to competitors;
- Potential adverse effects of customs, duties, taxation, and transfer pricing regulations, including regulations governing distinctions between and Company responsibilities to employees and independent contractors;
- The fluctuation in the value of foreign currencies against the U.S. dollar;
- Our reliance on outside suppliers for raw materials and certain manufactured items;
- Shortages of raw materials that we use in certain of our products;
- Significant price increases of our key raw materials;
- Product liability claims and other risks that may arise with our manufacturing activity;

- Intellectual property risks;

- Liability claims that may arise with our Athlete Guarantee program;

Table of Contents

- Continued compliance with debt covenants;
- Disruptions to shipping channels that are used to distribute our products to international warehouses;
- The introduction of new laws or changes to existing laws, both domestically and internationally; or
- The outcome of regulatory and litigation matters.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes to information presented from that presented for the year ended January 2, 2011.

Item 4. 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 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 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.

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 our disclosure controls and procedures were effective as of July 2, 2011.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended July 2, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

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

(c) Repurchases

The following table presents information with respect to purchases of USANA common stock made by the Company during the three months ended July 2, 2011:

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 April (Apr. 3, 2011 through May 7, 2011)	0	$ 0.00	0	$ 23,183
Fiscal May (May 8, 2011 through Jun. 4, 2011)	457	$ 29.46	457	$ 9,728
Fiscal June (Jun. 5, 2011 through Jul. 2, 2011)	119	$ 28.15	119	$ 6,366
	576	$ 29.18	576	

* 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. There currently is no expiration date on the approved repurchase amount.

Table of Contents

Item 6. EXHIBITS

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation (Incorporated by reference to Report on Form 8-K, filed April 25, 2006)
3.2	Bylaws (Incorporated by reference to 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, dated June 16, 2004, 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 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 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 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)*

10.14	Form of Indemnification Agreement between the Company and its directors (Incorporated by reference to Report on Form 8-K, filed May 24, 2006)*

Table of Contents

10.15	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)*
10.16	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)
10.17	Amended and Restated Credit Agreement, dated as of April 27, 2011 (Incorporated by reference to Report on Form 8- K, filed April 28, 2011)
31.1	Certification of Chief Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
32.2	Certification of Chief Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
101	The following financial information from the quarterly report on Form 10-Q of USANA Health Sciences, Inc. for the quarter ended July 2, 2011, formatted in eXtensible Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Earnings, (iii) Consolidated Statements of Stockholders Equity and Comprehensive Income, (iv) Consolidated Statements of Cash Flows, and (v) Notes to the Consolidated Financial Statements.

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* Denotes a management contract or compensatory plan or arrangement.

Table of Contents

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.

USANA HEALTH SCIENCES, INC.

Date: August 10, 2011	/s/ G. Douglas Hekking G. Douglas Hekking Chief Financial Officer (Principal Financial and Accounting Officer)