

USANA HEALTH SCIENCES INC  
Form SC 13E3  
June 03, 2008

# **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

## **SCHEDULE TO**

**(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

## **USANA HEALTH SCIENCES, INC.**

**(Name of Subject Company (Issuer))**

**Unity Acquisition Corp.**

**Gull-Unity Holding Corp.**

**Gull Holdings, Ltd.**

**Myron W. Wentz**

**David A. Wentz**

**Jacquelyn R. Wentz**

**Bryan Wentz**

**Annette Wentz**

**Paul & Jane Meyer Family Foundation**

**Paul J. Meyer**

**Alice Jane Meyer**

**Centre Island Properties, Ltd.**

**Waco Boys Club Foundation, Inc.**

**L-K Marketing Group, LLC**

**Beagle Irrevocable Asset Trust**

(Names of Filing Persons (Offeror))

**Common Stock, \$0.001 Par Value Per Share**  
(Title of Class of Securities)

**90328M107**  
(CUSIP Number of Class of Securities)

**Dr. Myron Wentz**

**3838 West Parkway Boulevard**

**Salt Lake City, UT 84120**

**(801) 954-7700**

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

*With a copy to:*

**James A. Matarese**

**Lisa R. Haddad**

**Goodwin Procter LLP**

**Exchange Place**

**53 State Street**

**Boston, MA 02109**

**(617) 570-1000**

**CALCULATION OF FILING FEE**

**Transaction valuation\***  
\$141,235,068

**Amount of filing fee\*\***  
\$5,550.54

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- \* Estimated for purposes of calculating the filing fee only. This amount assumes the purchase of up to 5,432,118 shares of common stock, par value \$0.001 per share, of USANA Health Sciences, Inc., at a purchase price of \$26.00 per share. Such number of shares consists of 5,324,230 shares of common stock issued and outstanding as of May 28, 2008, and 107,888 shares of common stock issuable under stock options or other equity awards as of May 28, 2008, with an exercise price less than \$26.00.
- \*\* The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), equals 0.00003930 of the transaction valuation.
- .. Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	Not applicable.
Form or Registration No.:	Not applicable.
Filing party:	Not applicable.
Date filed:	Not applicable.

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

.. issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ..

1 NAMES OF REPORTING PERSONS

Gull Holdings, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Isle of Man

7 SOLE VOTING POWER

NUMBER OF

8,302,452

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

8,302,452

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,302,452

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.6%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

2

1 NAMES OF REPORTING PERSONS

Myron W. Wentz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

St. Kitts & Nevis

7 SOLE VOTING POWER

NUMBER OF

SHARES 8,582,452

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 8,582,452

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,582,452

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

51.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

3

1 NAMES OF REPORTING PERSONS

David A. Wentz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7  SOLE VOTING POWER

NUMBER OF

SHARES 417,510

8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON 417,510

10  SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

417,510

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)



13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

4

1 NAMES OF REPORTING PERSONS

Jacquelyn R. Wentz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7  SOLE VOTING POWER

NUMBER OF

616,050

SHARES

8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON

616,050

10  SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

616,050

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.8%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

5

1 NAMES OF REPORTING PERSONS

Bryan Wentz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7  SOLE VOTING POWER

NUMBER OF

SHARES 123,312

8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON 123,312

10  SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

123,312

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

6

1 NAMES OF REPORTING PERSONS

Annette Wentz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7  SOLE VOTING POWER

NUMBER OF

SHARES 2,940

8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,940

10  SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,940

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.02%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

7

1 NAMES OF REPORTING PERSONS

Paul & Jane Meyer Family Foundation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

NUMBER OF

888,745

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

888,745

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

888,745

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)



13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

8

1 NAMES OF REPORTING PERSONS

Paul James Meyer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7  SOLE VOTING POWER

NUMBER OF

0

SHARES

8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

84,000

EACH

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10  SHARED DISPOSITIVE POWER

WITH

84,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

84,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

9

1 NAMES OF REPORTING PERSONS

Alice Jane Meyer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7  SOLE VOTING POWER

NUMBER OF

0

SHARES

8  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

84,000

EACH

9  SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10  SHARED DISPOSITIVE POWER

WITH

84,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

84,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

10

1 NAMES OF REPORTING PERSONS

Centre Island Properties, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

741,930

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

741,930

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

741,930

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

11

1 NAMES OF REPORTING PERSONS

Waco Boys Club Foundation, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

NUMBER OF

58,400

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

58,400

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

58,400

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)



13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

12

1 NAMES OF REPORTING PERSONS

L-K Marketing Group, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

NUMBER OF

52,865

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

52,865

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,865

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

13

1 NAMES OF REPORTING PERSONS

Beagle Irrevocable Asset Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

NUMBER OF

17,340

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

17,340

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,340

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

14

This Tender Offer Statement on Schedule TO/Schedule 13E-3 (this Schedule TO ) relates to a tender offer (the Offer ) by Unity Acquisition Corp., a Utah corporation (the Purchaser ) and wholly-owned subsidiary of Gull-Unity Holding Corp., a Delaware corporation ( Holdco ), to purchase all of the outstanding shares of common stock, par value \$0.001 per share (the Shares ), of USANA Health Sciences, Inc. ( USANA or the Company ), not already owned by the participants in the Offer, at a price of \$26.00 per share in cash, net to the sellers in cash, without interest, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 2, 2008 (together with any supplements or amendments, the Offer to Purchase ), and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(A) and (a)(1)(B).

**ITEM 1. SUMMARY TERM SHEET.**

The information set forth in the Section of the Offer to Purchase entitled SUMMARY TERM SHEET is incorporated herein by reference.

**ITEM 2. SUBJECT COMPANY INFORMATION.**

(a) The name of the subject company and the issuer of the securities to which this Schedule TO relates is USANA Health Sciences, Inc., a Utah corporation. USANA s principal executive offices are located at 3838 West Parkway Boulevard, Salt Lake City, Utah 84120. USANA s telephone number at such address is (801) 954-7300.

(b) This Schedule TO relates to the outstanding shares of common stock, par value \$0.001 per share, of USANA, of which 16,392,384 Shares were issued and outstanding as of May 28, 2008.

(c) The information set forth in the Section of the Offer to Purchase entitled THE TENDER OFFER Section 6 ( Price Range of Shares; Dividends; Transactions in Shares ) is incorporated herein by reference.

**ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON.**

(a) (c) The information set forth in the Section of the Offer to Purchase entitled THE TENDER OFFER Section 8 ( Certain Information Concerning Purchaser, Holdco and the Offer Participants ) is incorporated herein by reference.

**ITEM 4. TERMS OF THE TRANSACTION.**

(a) The information set forth in the Offer to Purchase is incorporated herein by reference.

**ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.**

(a) and (b) The information set forth in the Sections of the Offer to Purchase entitled SUMMARY TERM SHEET, INTRODUCTION, SPECIAL FACTORS ( Background of the Offer and the Merger ) and THE TENDER OFFER Section 8 ( Certain Information Concerning Purchaser, Holdco and the Offer Participants ) is incorporated herein by reference.

**ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.**

(a) and (c)(1)-(7) The information set forth in the Sections of the Offer to Purchase entitled SUMMARY TERM SHEET, INTRODUCTION, and SPECIAL FACTORS ( Purpose of the Offer and the Merger; Plans for USANA, Reasons for the Offer and the Merger and Certain Effects of the Offer and the Merger ) is incorporated herein by reference.

**ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

(a) (b) and (d) The information set forth in the Sections of the Offer to Purchase entitled SUMMARY TERM SHEET and THE TENDER OFFER Section 9 ( Source and Amount of Funds ) is incorporated herein by reference.

**ITEM 8. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.**

The information set forth in the Sections of the Offer to Purchase entitled THE TENDER OFFER Section 6 ( Price Range of Shares; Dividends; Transactions in Shares ) and Section 8 ( Certain Information Concerning Purchaser, Holdco and the Offer Participants ) is incorporated herein by reference.

**ITEM 9. PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED.**

(a) The information set forth in the Section of the Offer to Purchase entitled THE TENDER OFFER Section 13 ( Fees and Expenses ) is incorporated herein by reference.

**ITEM 10. FINANCIAL STATEMENTS.**

(a) and (b) Not applicable.

**ITEM 11. ADDITIONAL INFORMATION.**

(a)(1) The information set forth in the Sections of the Offer to Purchase entitled INTRODUCTION, SPECIAL FACTORS ( Background of the Offer and the Merger, Purpose of the Offer and the Merger and Conflicts of Interest ) and THE TENDER OFFER Section 8 ( Certain Information Concerning Purchaser, Holdco and the Offer Participants ) is incorporated herein by reference.

(a)(2) (5) The information set forth in the Section of the Offer to Purchase entitled THE TENDER OFFER Section 12 ( Certain Legal Matters ) is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase is incorporated herein by reference.

**ITEM 12. EXHIBITS.**

- (a)(1)(A) Offer to Purchase, dated June 2, 2008.
- (a)(1)(B) Form of Letter of Transmittal.
- (a)(1)(C) Form of Notice of Guaranteed Delivery.
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9.
- (a)(1)(G) Summary Newspaper Advertisement as published in the New York Times on June 2, 2008.
- (a)(5)(A) Press Release issued by Gull Holdings, Ltd. on May 13, 2008, incorporated by reference to Exhibit A to the Schedule TO-C filed by the Offer Participants on May 13, 2008.
- (a)(5)(B) Press Release issued by Unity Acquisition Corp. on June 2, 2008.
- (b) Commitment Letter by and between Ableco Finance LLC and Gull Holdings, Ltd., dated May 13, 2008, incorporated by reference to Exhibit C of the Schedule 13D filed by the Offer Participants on May 23, 2008.
- (c) Canaccord Adams Inc. Discussion Materials dated May 12, 2008.
- (d) Contribution Agreement dated May 13, 2008, by and among Gull-Unity Holding Corp., Unity Acquisition Corp., and certain other persons listed therein, incorporated by reference to Exhibit E to the Schedule 13D filed by the Offer Participants on May 23, 2008.
- (f) Part 13 of the Utah Revised Business Corporation Act, incorporated by reference to Exhibit A to the Offer to Purchase, dated June 2, 2008.

**ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.**

**ITEM 2. SUBJECT COMPANY INFORMATION.**

- (d) The information set forth in the Section of the Offer to Purchase entitled THE TENDER OFFER Section 6 ( Price Range of Shares; Dividends; Transactions in Shares ) is incorporated herein by reference.
- (e) Not applicable.
- (f) The information set forth in the Section of the Offer to Purchase entitled THE TENDER OFFER Section 6 ( Price Range of Shares; Dividends; Transactions in Shares ) is incorporated herein by reference.

**ITEM 4. TERMS OF THE TRANSACTION.**

- (c)-(e) The information set forth in the Sections of the Offer to Purchase entitled SUMMARY TERM SHEET, INTRODUCTION, SPECIAL FACTORS ( Merger; Dissenters Rights; Rule 13e-3, Certain Effects of the Offer and the Merger and Conflicts of Interest ) and THE TENDER OFFER Section 8 ( Certain Information Concerning Purchaser, Holdco and the Offer Participants ) is incorporated herein by reference.



(f) Not applicable.

**ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.**

(c) and (e) The information set forth in the Sections of the Offer to Purchase entitled INTRODUCTION, SPECIAL FACTORS ( Background of the Offer and the Merger, Purpose of the Offer and the Merger; Plans for USANA, Reasons for the Offer and the Merger, and Conflicts of Interest ) and THE TENDER OFFER Section 8 ( Certain Information Concerning Purchaser, Holdco and the Offer Participants ) is incorporated herein by reference.

**ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.**

(b) and (c)(8) The information set forth in the Sections of the Offer to Purchase entitled SUMMARY TERM SHEET, INTRODUCTION, and SPECIAL FACTORS ( Purpose of the Offer and the Merger and Certain Effects of the Offer and the Merger ) is incorporated herein by reference.

**ITEM 7. PURPOSES, ALTERNATIVES, REASONS AND EFFECTS.**

(a)-(c) The information set forth in the Sections of the Offer to Purchase entitled SUMMARY TERM SHEET, INTRODUCTION, and SPECIAL FACTORS ( Purpose of the Offer and the Merger; Plans for USANA, and Reasons for the Offer and the Merger ) is incorporated herein by reference.

(d) The information set forth in the Sections of the Offer to Purchase entitled SUMMARY TERM SHEET, SPECIAL FACTORS ( Purpose of the Offer and the Merger; Plans for USANA, Reasons for the Offer and the Merger and Certain Effects of the Offer and the Merger ) and THE TENDER OFFER Section 5 ( Material U.S. Federal Income Tax Consequences ) is incorporated herein by reference.

**ITEM 8. FAIRNESS OF THE TRANSACTION.**

(a)-(e) The information set forth in the Sections of the Offer to Purchase entitled SUMMARY TERM SHEET, SPECIAL FACTORS ( Position of Purchaser, Holdco and the Offer Participants Regarding the Fairness of the Offer and the Merger ) and THE TENDER OFFER Section 7 ( Certain Information Concerning USANA ) is incorporated herein by reference.

(f) None.

**ITEM 9. REPORTS, OPINIONS, APPRAISALS AND NEGOTIATIONS.**

(a) and (b) The information set forth in the Section of the Offer to Purchase entitled SPECIAL FACTORS ( Background of the Offer and the Merger and Position of Purchaser, Holdco and the Offer Participants Regarding the Fairness of the Offer and the Merger ) is incorporated herein by reference. A copy of the discussion materials described therein is attached hereto as Exhibit (c).

**ITEM 10. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

(c) The information set forth in the Section of the Offer to Purchase entitled THE TENDER OFFER Section 13 ( Fees and Expenses ) is incorporated herein by reference.

**ITEM 12. THE SOLICITATION OR RECOMMENDATION.**

(d) and (e) The information set forth in the Sections of the Offer to Purchase entitled SPECIAL FACTORS ( Position of the Purchaser, Holdco, and the Offer Participants Regarding the Fairness of the Offer and the Merger ) and THE TENDER OFFER Section 7 ( Certain Information Concerning USANA ) is incorporated herein by reference.

**ITEM 13. FINANCIAL STATEMENTS.**

(a) The information set forth in the Section of the Offer to Purchase entitled THE TENDER OFFER Section 7 ( Certain Information Concerning USANA ) is incorporated herein by reference.

(b) Not applicable.

**ITEM 14. PERSONS/ ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED.**

(b) The information set forth in the Section of the Offer to Purchase entitled SPECIAL FACTORS ( Background of the Offer and the Merger and Conflicts of Interest ) is incorporated herein by reference.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 2, 2008  
Date

GULL HOLDINGS, LTD.

/s/ Toby L. Marshall

/s/ Mark J. Lewin

Signature

Mark J. Lewin and Toby L. Marshall, For and on behalf of Enmyn Limited Corporate Director

Name/Title

GULL-UNITY HOLDING CORP.

/s/ David A. Wentz

Signature

David A. Wentz, President

Name/Title

UNITY ACQUISITION CORP.

/s/ David A. Wentz

Signature

David A. Wentz, Vice President

Name/Title

MYRON W. WENTZ

/s/ Myron W. Wentz

Signature

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DAVID A. WENTZ

/s/ David A. Wentz

Signature

JACQUELYN R. WENTZ

/s/ Jacquelyn R. Wentz

Signature

BRYAN WENTZ

/s/ Bryan Wentz

Signature

ANNETTE WENTZ

/s/ Annette Wentz

Signature

PAUL & JANE MEYER FAMILY FOUNDATION

/s/ William Terry Irwin

Signature

William Terry Irwin, Vice President

Name/Title

PAUL J. MEYER

/s/ Paul J. Meyer

Signature

ALICE JANE MEYER

/s/ Alice Jane Meyer

Signature

CENTRE ISLAND PROPERTIES, LTD.

/s/ Christopher Whorms

Signature

Christopher Whorms, Director

Name/Title

WACO BOYS CLUB FOUNDATION, INC.

/s/ Eugene R. Franklin

Signature

Eugene R. Franklin, Vice President

Name/Title

L-K MARKETING GROUP, LLC

/s/ Kevin Rhea

Signature

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Kevin Rhea, President

Name/Title

BEAGLE IRREVOCABLE ASSET TRUST

/s/ Eugene R. Franklin

Signature

Eugene R. Franklin, Trustee

Name/Title

**INDEX OF EXHIBITS**

- (a)(1)(A) Offer to Purchase, dated June 2, 2008.
- (a)(1)(B) Form of Letter of Transmittal.
- (a)(1)(C) Form of Notice of Guaranteed Delivery.
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9.
- (a)(1)(G) Summary Newspaper Advertisement as published in the New York Times on June 2, 2008.
- (a)(5)(A) Press Release issued by Gull Holdings, Ltd. on May 13, 2008, incorporated by reference to Exhibit A to the Schedule TO-C filed by the Offer Participants on May 13, 2008.
- (a)(5)(B) Press Release issued by Unity Acquisition Corp. on June 2, 2008.
- (b) Commitment Letter by and between Ableco Finance LLC and Gull Holdings, Ltd., dated May 13, 2008, incorporated by reference to Exhibit C of the Schedule 13D filed by the Offer Participants on May 23, 2008.
- (c) Canaccord Adams Inc. Discussion Materials dated May 12, 2008.
- (d) Contribution Agreement dated May 13, 2008, by and among Gull-Unity Holding Corp., Unity Acquisition Corp., and certain other persons listed therein, incorporated by reference to Exhibit E to the Schedule 13D filed by the Offer Participants on May 23, 2008.
- (f) Part 13 of the Utah Revised Business Corporation Act, incorporated by reference to Exhibit A to the Offer to Purchase, dated June 2, 2008.