

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **November 15, 2004**

Health & Nutrition Systems International, Inc.

(Exact name of registrant as specified in its charter)

Florida
(State or Other Jurisdiction
of Incorporation)

000-29245
(Commission
File Number)

65-0452156
(I.R.S. Employer
Identification No.)

3750 Investment Lane, Suite 5, West Palm Beach, Florida 33404

(Address of Principal Executive Office) (Zip Code)

(561) 863-8446

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, If Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Disclosure of Results of Operations and Financial Condition.

On November 16, 2004, the Company issued a press release announcing its results of operations and financial condition for the quarter ended September 30, 2004. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Form 8-K, including the exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

- (a) Financial statements of businesses acquired.
Not applicable.
- (b) Pro forma financial information
Not applicable.
- (c) Exhibits

| <u>Exhibit</u> | <u>Description</u> |
|----------------------|--|
| 99.1 | Press Release issued by the Company on November 16, 2004 |

SIGNATURES

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

HEALTH & NUTRITION SYSTEMS INTERNATIONAL INC.

Date: November 16, 2004

By: /s/ JAMES A. BROWN
James A. Brown
Chief Executive Officer

INDEX TO EXHIBITS

| Exhibit | Description |
|----------------------|--|
| 99.1 | Press Release issued by the Company on November 16, 2004 |

HEALTH & NUTRITION SYSTEMS REPORTS THIRD QUARTER RESULTS

FOR IMMEDIATE RELEASE:

West Palm Beach, FL, November 16, 2004 - Health & Nutrition Systems International Inc. (OTC Bulletin Board: [HNNSQ](#) - [News](#)) today announced the results of operations for the three and nine month periods ended September 30, 2004.

HNS reported a profit of \$185,899 for the three months ended September 30, 2004, or \$.05 per share, compared to net profit of \$183,835 in the same period of 2003, which represented a net profit of \$.05 per share. The net loss for the nine months ending September 30, 2004 was (\$773,788), which represented a net loss of (\$.20), compared to a net profit of \$344,479 and a \$.09 per share for the corresponding period in 2003.

Revenues for the three months ended September 30, 2004 were \$2,370,380, compared to \$1,867,887 for the same period in 2003, an increase of \$502,493. Operating expenses were \$1,236,849 for the three months ended September 30, 2004, compared to \$1,181,034 for the same period in 2003, an increase of \$55,815. Advertising expenses increased \$32,026 while general and administrative expenses increased by \$19,343, compared to the same period in 2003. Gross profit for the three months ended September 30, 2004 was \$1,429,216, or 60% of revenue, compared to \$1,100,512, or 59% of revenue, for the same period in 2003. Revenues for the nine months ended September 30, 2004 were \$5,249,928, compared to \$4,369,984 for the same period in 2003, an increase of \$879,944. Operating expenses were \$3,717,867 for the nine months ended September 30, 2004, compared to \$2,498,217 for the same period in 2003, an increase of \$1,219,650. Advertising expenses increased \$697,470, while general and administrative expenses increased \$517,008, as compared to the same period in 2003. Gross profit for the nine months ended September 30, 2004 was \$2,968,651 or 57% of revenue, compared to \$2,597,907, or 59% of revenue, for the same period in 2003.

Operating expenses rose significantly as a percentage of sales, to 71%, increasing by \$1,219,650 as compared to the corresponding period last year. The higher costs of doing business, as reflected in this rise in operating expenses, was the major factor contributing to the Company's net loss for the nine-month period. This trend abated somewhat in the three-month period ending September 30, 2004 period. Industry trends, however, as well as a longer term trend reflecting deteriorating operating performance, spurred the HNS Board of Directors to file for bankruptcy protection under Chapter 11 of the federal bankruptcy laws on October 15, 2004. The Company is currently operating as debtor in possession.

HNS develops and markets weight management products in over 25,000 health, food and drug store locations. The Company's products can be found in CVS, GNC, Rite Aid, Vitamin Shoppe, Vitamin World, Walgreens, Eckerd and Wal-Mart. The Company's HNS Direct division distributes to independent health food stores, gyms and pharmacies. For more information, visit: <http://www.hnsglobal.com>.

This news release contains forward-looking statements. These forward-looking statements concern the Company's operations, economic performance and financial condition and are based largely on the Company's beliefs and expectations. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from any future results expressed or implied by such forward-looking statements. Such factors and risks include, among others, the risk that the Company's plan will not be confirmed or the contemplated sale will not take place, and the availability and deployment of capital or suitable merger candidates. The risks and uncertainties related to our business are stated in more detail in the Company's annual report on Form 10-KSB. These forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update the forward-looking statements or to update the reasons why the actual results could differ from those projected in the forward-looking statements.

For more information,
Contact at the Company:
Mona Lalla, Director of Operations
Telephone: (561) 863-8446
Email: lallam@hnsglobal.com

Source: Health & Nutrition Systems International Inc.