

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 19, 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 8.01 Other Events**

As previously disclosed, on October 15, 2004, Health & Nutrition Systems International, Inc. (the “Company”) filed a voluntary petition for relief under Chapter 11, Title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the Southern District of Florida, case number 04-34761-BKC-PGH (the “Bankruptcy Court”). The Company has continued to operate its business as a debtor-in-possession under the jurisdiction of the Bankruptcy Court and in accordance with applicable provisions of the Bankruptcy Code and the orders of the Bankruptcy Code.

On November 19, 2004, the Company filed its Plan of Reorganization with the Bankruptcy Court together with the related Disclosure Statement and Glossary of Terms. In connection with the filing of the Plan of Reorganization, the Company has entered into an employment agreement with James A. Brown, the Company’s Chief Executive Officer (the “Proposed Employment Agreement”). However, the effectiveness of the Plan of Reorganization, together with the Proposed Employment Agreement, are subject to the approval of the Bankruptcy Court and certain classes of the Company’s creditors.

A copy of the Company’s press release published on November 22, 2004 announcing the foregoing is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**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>
<a href="#">99.1</a>	Press Release dated November 22, 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 23, 2004

By: /s/ JAMES A. BROWN

James A. Brown

Chief Executive Officer

## INDEX TO EXHIBITS

Exhibit	Description
<a href="#">99.1</a>	Press Release dated November 22, 2004

**HEALTH & NUTRITION SYSTEMS FILES PLAN OF REORGANIZATION****Press Release**

**West Palm Beach, Fla, November 22, 2004** - Health & Nutrition Systems International Inc. (OTC Bulletin Board: [HNNSQ](#) - [News](#)) announced that, on November 19, 2004, the Company filed its plan of reorganization under Chapter 11 of the federal bankruptcy law, and that as part of the plan it had entered into an employment contract with its Chief Executive Officer, James A. Brown. The plan, including the employment agreement with Mr. Brown, is subject to approval by the bankruptcy court and certain classes of the Company's creditors. HNS filed for reorganization on October 15, 2004.

The plan of reorganization, if approved, will include the sale of HNS' operating assets to TeeZee Inc., or to another bidder that submits a higher and better bid. TeeZee Inc. is a Florida-based company owned by Christopher Tisi, who formerly served as CEO and a Director of HNS, and who currently is an employee. TeeZee Inc.'s offer is to pay HNS \$350,000 in cash (subject to adjustment), and assume \$1,935,000 of the debt of HNS. The plan filed by the Company details the methods by which the claims of the Company's creditors will be satisfied.

As part of the Company's plan of reorganization, HNS entered into an employment contract with Mr. Brown, which contract is subject to the confirmation of the plan. If the plan, including the contract, is confirmed and approved by the relevant creditors and the Court, Mr. Brown will serve as CEO of HNS for a period of one year and receive annual compensation of \$86,200. He will also receive 300,000 shares of the common stock of HNS upon consummation of the plan. The Company will have the right to repurchase those shares if Mr. Brown leaves the Company prior to the expiration of the agreement, or is terminated for cause.

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](mailto:lallam@hnsglobal.com)

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