

HEALTH & NUTRITION SYSTEMS INTERNATIONAL INC  
Form 8-K  
April 26, 2004

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) APRIL 22, 2004  
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HEALTH & NUTRITION SYSTEMS INTERNATIONAL, INC.  
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(Exact name of registrant as specified in its charter)

FLORIDA  
-----

(State or other jurisdiction of incorporation)

000-29245  
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(Commission File Number)

65-0452156  
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IRS Employer Identification No.)

3750 Investment Lane, Suite 5, West Palm Beach, Florida 33404  
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(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code (561) 863-8446  
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N/A  
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(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE  
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On April 23, 2004, Health & Nutrition Systems International, Inc. (the

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"Company") issued a press release announcing that the Company has elected to reject the outstanding offer from TeeZee, Inc. to purchase substantially all of its assets. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits:

EXHIBIT NUMBER -----	DESCRIPTION -----
99.1	Press Release of the Registrant dated April 23, 2004.

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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.  
(Registrant)

By: /s/James A. Brown  
-----  
James A. Brown  
Chairman of the Board

Date: April 26, 2004.

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Exhibit Index

Exhibit Number -----	Description -----
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