

NATURES SUNSHINE PRODUCTS INC  
 Form 4  
 May 23, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MESDAG WILLEM**

2. Issuer Name and Ticker or Trading Symbol  
**NATURES SUNSHINE PRODUCTS INC [NATR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/07/2014**

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

**10100 SANTA MONICA BOULEVARD, SUITE 925**

(Street)

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

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

**LOS ANGELES, CA 90067**

(City) (State) (Zip)

**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 Ownership (Instr. 4)		
			Code	V	Amount or (D) Price				
Common Stock	05/07/2014		A		3,729 <u>(1)</u>	A	\$ 0 10,190	D	Held by Red Mountain Partners, L.P.
Common Stock							2,407,801	I	Held by Red Mountain Capital
Common Stock							28,076	I	

Partners  
LLC

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

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(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 or Value of Underlying Securities (Instr. 3 and 4)
Director Stock Option (Right to Buy)	\$ 3.85 <sup>(2)</sup>					11/06/2009 09/24/2019	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MESDAG WILLEM 10100 SANTA MONICA BOULEVARD, SUITE 925 LOS ANGELES, CA 90067	X	X		
RED MOUNTAIN CAPITAL PARTNERS LLC 10100 SANTA MONICA BOULEVARD, SUITE 925 LOS ANGELES, CA 90067			X	
RMCP GP LLC 10100 SANTA MONICA BOULEVARD, SUITE 925 LOS ANGELES, CA 90067			X	
RED MOUNTAIN PARTNERS, L.P. 10100 SANTA MONICA BOULEVARD, SUITE 925			X	

LOS ANGELES, CA 90067

RED MOUNTAIN CAPITAL MANAGEMENT INC  
10100 SANTA MONICA BOULEVARD, SUITE 925  
LOS ANGELES, CA 90067

X

## Signatures

/s/ Willem  
Mesdag

05/22/2014

\_\_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) These shares are in the form of RSUs. Each RSU represents the right to receive one share of NATR common stock.  
On August 8, 2013, Nature's Sunshine Products, Inc (the "Issuer") declared a one-time cash dividend of \$1.50 per share to shareholders of record as of August 19, 2013, to be paid on August 29, 2013. As a result, pursuant to anti-dilution provisions of the Issuer's stock incentive plans, the exercise price of all outstanding options were reduced by \$1.50.
- (2)

### Remarks:

This Form 4 is jointly filed by (i) Red Mountain Partners, L.P. ("RMP"), (ii) RMCP GP LLC ("RMCP GP"), (iii) Red Mounta

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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