

NATURES SUNSHINE PRODUCTS INC

Form 4

August 11, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WYNNEFIELD PARTNERS  
SMALL CAP VALUE LP**

(Last) (First) (Middle)

450 SEVENTH AVENUE, SUITE  
509

(Street)

NEW YORK, NY 10123

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/07/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/07/2014		P	2,161 A \$ 15.57	560,455	D (1) (4) (5)	
Common Stock	08/07/2014		P	3,537 A \$ 15.57	832,085	I	See footnote (2)
Common Stock	08/07/2014		P	1,502 A \$ 15.57	359,739	I	See footnote (3)

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

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SEC 1474  
(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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD CAPITAL INC 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		X		
OBUS NELSON 450 SEVENTH AVENUE, SUITE 509 NEW YORK, NY 10123		X		
		X		

LANDES JOSHUA  
450 SEVENTH AVENUE, SUITE 509  
NEW YORK, NY 10123

## Signatures

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member	08/11/2014
__Signature of Reporting Person	Date
WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member	08/11/2014
__Signature of Reporting Person	Date
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President	08/11/2014
__Signature of Reporting Person	Date
WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member	08/11/2014
__Signature of Reporting Person	Date
WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President	08/11/2014
__Signature of Reporting Person	Date
/s/ Nelson Obus, Individually	08/11/2014
__Signature of Reporting Person	Date
/s/ Joshua Landes, Individually	08/11/2014
__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) Wynnefield Partners Small Cap Value, L.P. (the "Reporting Person") directly beneficially owns 560,455 shares of common stock, no par value per share ("Common Stock") of Nature's Sunshine Products, Inc. Wynnefield Capital Management, LLC ("WCM"), as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the reporting Person directly beneficially owns. WCM, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Nelson Obus and Joshua Landes as co-managing members of WCM have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Mr. Obus and Mr. Landes, each located at the same address as the Reporting Person, are filing this Form jointly with the Reporting person (see footnote 4).
- (2) The Reporting Person has an indirect beneficial ownership interest in 832,085 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I ("WPSCVI"), as members of a group (a "13D Group") under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). WPSCVI, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. WCM, as the sole general partner of WPSCVI, has an indirect beneficial ownership interest in the shares of Common Stock that WPSCVI directly beneficially owns. Mr. Obus and Mr. Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that WPSCVI directly beneficially owns.
- (3) The Reporting Person has an indirect beneficial ownership interest in 359,739 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd. ("Offshore"), as members of a 13D Group. Offshore, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. WCI, as the sole investment manager of Offshore, has an indirect beneficial ownership interest in the shares of Common Stock that Offshore directly beneficially owns. WCI, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus and Mr. Landes, as principal executive officers of WCI have an indirect beneficial ownership interest in the shares of Common Stock that Offshore directly beneficially owns.
- (4)

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The Reporting Person has an indirect beneficial ownership interest in 44,911 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan (the "Plan"), as members of a 13D Group. The Plan, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. WCI, as the sole investment manager of the Plan, has an indirect beneficial ownership interest in the shares of Common Stock that the Plan directly beneficially owns. WCI, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus and Mr. Landes, as principal executive officers of WCI have an indirect beneficial ownership interest in the shares of Common Stock that the Plan beneficially owns.

- (5) Mr. Obus and Mr. Landes disclaim beneficial ownership of the securities described in this statement, except to the extent of their individual pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that Mr. Obus and Mr. Landes are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement.

### Remarks:

This Form 4 is being filed jointly by Wynnefield Partners Small Cap Value, L.P. ("Partners"), Wynnefield Partners Small Cap

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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