

NATURES SUNSHINE PRODUCTS INC
 Form 4
 September 11, 2013

FORM 4

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

OMB APPROVAL

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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)
07/26/2013

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock					5,955 ⁽¹⁾	D	
Common Stock					2,407,801	I	See footnote 2 and Remarks below ⁽²⁾
Common Stock	07/26/2013		J ⁽³⁾	28,076	A	⁽⁴⁾	28,076 I See footnote 5 and Remarks

below ⁽⁵⁾

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 Amount of Derivative Security (Instr. 3 and 4)
Director Stock Option (right to buy)	\$ 5.35					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				Please refer to Remarks below.
RMCP GP LLC 10100 SANTA MONICA BOULEVARD SUITE 925 LOS ANGELES, CA 90067				Please refer to Remarks below.

RED MOUNTAIN PARTNERS, L.P.
10100 SANTA MONICA BOULEVARD
SUITE 925
LOS ANGELES, CA 90067

X

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

Please refer to Remarks below.

Signatures

/s/ Willem Mesdag (on behalf of himself and the other reporting persons hereunder)

09/11/2013

__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.
- (2) These shares are held by Red Mountain Partners, L.P. ("RMP").
- (3) Mark Genender was previously awarded certain RSUs and stock options by NATR in connection with his service on NATR's board of directors while associated with Red Mountain Capital Partners LLC ("RMCP LLC"). In connection with his departure from NATR's board of directors, Mr. Genender transferred the NATR common stock issued under such RSUs and stock options to RMCP LLC.
- (4) 25,000 of the 28,076 shares of NATR common stock were issued pursuant to the exercise of certain stock options at an aggregate exercise price of \$222,000, which was paid by RMCP LLC.
- (5) These shares are held by RMCP LLC.

Remarks:

This Form 4 is jointly filed by (i) RMP, (ii) RMCP GP LLC ("RMCP GP"), (iii) RMCP LLC, (iv) Red Mountain Capital Man

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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