

NATURES SUNSHINE PRODUCTS INC
 Form 4
 September 24, 2014

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)
10100 SANTA MONICA BOULEVARD, SUITE 925
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2014

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

LOS ANGELES, CA 90067

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

(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 Price | | | | | |
| Common Stock | 09/19/2014 | | A | | 1,009 ⁽¹⁾ | A | \$ 0 | 11,199 ⁽²⁾ | D | |
| Common Stock | | | | | | | | 2,407,801 | I | Held by Red Mountain Partners, L.P. |
| Common Stock | | | | | | | | 28,076 | I | Held by Red Mountain Capital |

Partners,
LLC

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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Director Stock Option (Right to Buy) | \$ 2.35 ⁽³⁾ | | | | | 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 PARTNERS, L.P. 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 CAPITAL PARTNERS LLC 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/ T. Willem Mesdag 09/23/2014
 **Signature of Reporting Person Date

/s/ Red Mountain Capital Partners LLC 09/23/2014
 **Signature of Reporting Person Date

/s/ RMCP GP LLC 09/23/2014
 **Signature of Reporting Person Date

/s/ Red Mountain Partners L.P. 09/23/2014
 **Signature of Reporting Person Date

/s/ Red Mountain Capital Management 09/23/2014
 **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 restricted stock units issued pursuant to a special dividend made by the Issuer on 09/19/2014. Each restricted stock unit represents the right to receive one share of NATR common stock.
- (2) 4,098 of these are restricted stock units that vest in monthly installments from the initial grant date of 05/07/2014 thru 05/07/2015.
- (3) Pursuant to anti-dilution provisions of the Issuer's stock incentive plans, the exercise price of all outstanding options were reduced by \$1.50 in accordance with the special dividend made by the Issuer on 09/19/2014.

Remarks:

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

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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