

NU SKIN ENTERPRISES INC  
Form SC 13G/A  
February 14, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**NU SKIN ENTERPRISES, INC.**

(Name of Issuer)

**Common Stock, \$0.001 par value**

(Title of Class of Securities)

**67018T105**

(CUSIP Number)

**December 31, 2016**

(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 67018T105

NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**I**  
**Prescott General Partners LLC**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
[ ]

**J** (b)  
[x]

**K**  
SEC USE ONLY

CITIZEN OR PLACE OF ORGANIZATION  
**L** **Delaware**

SOLE VOTING POWER

**5 0**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

SHARED VOTING POWER  
**6 1,316,941**  
SOLE DISPOSITIVE POWER  
**7 0**

SHARED DISPOSITIVE POWER

**8 1,316,941**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

**9 1,316,941**

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES

**Not Applicable**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**I1**      **2.4%**

TYPE OF REPORTING PERSON

**I2**      **OO**

-2-

CUSIP No. 67018T105

NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**I** **Prescott Associates L.P.**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
[ ]

**J** [x] (b)

**K** SEC USE ONLY

CITIZEN OR PLACE OF ORGANIZATION

**L** **New York**

SOLE VOTING POWER

**5 0**

SHARED VOTING POWER

**NUMBER OF** **6 901,292**  
**SHARES**

**BENEFICIALLY**  
**OWNED BY EACH** **SOLE DISPOSITIVE POWER**  
**REPORTING**

**PERSON** **7 0**  
**WITH**

SHARED DISPOSITIVE POWER

**8 901,292**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

**9** **901,292**

**I0**

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**Not Applicable**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**I1**      **1.7%**

TYPE OF REPORTING PERSON

**I2**      **PN**

CUSIP No. 67018T105

NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**I**  
**Prescott Investors Profit Sharing Trust**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
[ ]

**J** (b)  
[x]

**K**  
SEC USE ONLY

CITIZEN OR PLACE OF ORGANIZATION

**L** **Delaware**

SOLE VOTING POWER

**5 43,281**

SHARED VOTING POWER

**NUMBER OF  
SHARES** **6 0**

**BENEFICIALLY  
OWNED BY EACH  
REPORTING**

SOLE DISPOSITIVE POWER

**PERSON** **7 43,281**  
**WITH**

SHARED DISPOSITIVE POWER

**8 0**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

**9 43,281**

**I0**

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**Not Applicable**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**I1**      **Less than 0.1%**

TYPE OF REPORTING PERSON

**I2**      **EP**

-4-



CUSIP No. 67018T105

NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

**I** **Thomas W. Smith**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
 [ ]

**J** [x] (b)

SEC USE ONLY

**K**  
 CITIZEN OR PLACE OF ORGANIZATION

**L** **United States**

SOLE VOTING POWER

**5** **1,316,000**

SHARED VOTING POWER

**NUMBER OF**  
**SHARES**  
**BENEFICIALLY**  
**OWNED BY EACH**  
**REPORTING**  
**PERSON**  
**WITH**

**6** **203,350**

SOLE DISPOSITIVE POWER

**7** **1,316,000**

SHARED DISPOSITIVE POWER

**8** **203,350**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9** **1,519,350**

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**I1**

**2.8%**

TYPE OF REPORTING PERSON

**I2**

**IN**

-5-

**Explanatory Note:**

The following constitutes Amendment No. 2 to the joint filing on Schedule 13G by Prescott General Partners LLC (“PGP”), Prescott Associates L.P. (“Prescott Associates”), Thomas W. Smith and Scott J. Vassalluzzo originally filed with the Securities and Exchange Commission (the “SEC”) on October 10, 2014, as amended by Amendment No. 1 filed by PGP, Prescott Associates, Thomas W. Smith and Scott J. Vassalluzzo with the SEC on February 16, 2016 (as amended, the “Schedule 13G”). This amendment modifies the Schedule 13G to reflect, among other things, (i) the addition of Prescott Investors Profit Sharing Trust (“PIPS”) as a Reporting Person and (ii) the removal of Scott J. Vassalluzzo as a Reporting Person. As of December 31, 2016, Mr. Vassalluzzo no longer beneficially owned any shares of the issuer’s Class A common stock. Unless otherwise indicated, all capitalized terms used herein shall have the meanings given to them in the Schedule 13G.

ITEM 1. (a) Name of Issuer:

Nu Skin Enterprises,  
Inc.

Address of Issuer's

(b) Principal Executive

Offices:

75 West Center Street

Provo, UT 84601

ITEM 2. (a) Name of Person Filing:

(i) PGP

(ii) Prescott Associates

(iii) PIPS

(iv) Thomas W. Smith

The joint filing of this statement shall not be deemed to be an admission that the filing persons (the “Reporting Persons”) comprise a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The Reporting Persons each disclaim beneficial ownership of the shares reported in this statement in excess of those shares as to which they have or

share voting or  
investment authority.

(b) Address of Principal  
Business Office:

The following is the  
address of the principal  
business office of each  
of the Reporting

Persons:

2200 Butts Road, Suite  
320  
Boca Raton, FL 33431

(c) Citizenship:

PGP is a Delaware limited liability company. Prescott Associates is a New York limited partnership. PIPS is an employee profit-sharing plan organized under the laws of the State of Delaware. Thomas W. Smith is a United States citizen.

(d) Title of Class of Securities:

Common Stock, \$0.001 par value

(e) CUSIP Number:

67018T105

ITEM

3. If this Statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:  
Not applicable.

**If this Statement is filed pursuant to Rule 13d-1(c), check this box [x]**

ITEM

4. Ownership

(a) PGP – 1,316,941 shares; Prescott Associates – 901,292 shares; PIPS – 43,281 shares; Thomas W. Smith – 1,519,350 shares.

(b) PGP – 2.4%; Prescott Associates – 1.7%; PIPS – less than 0.1%; Thomas W. Smith – 2.8%.

PGP, as the general partner of three private investment limited partnerships, including Prescott Associates (collectively, the “Partnerships”), may be deemed to share the power to vote or to direct the vote and to dispose or to direct PGP, as the general partner of three private investment limited partnerships (including Prescott Associates) (collectively, the “Partnerships”), may be deemed to share the power to vote or to direct the vote and to dispose or to direct the disposition of 1,316,941 shares.

Prescott Associates has the shared power to vote or to direct the vote and to dispose or to direct the disposition of 901,292 shares.

Mr. Smith has the sole power to vote or to direct the vote of and to dispose or to direct the disposition of 1,300,000 shares held by Ridgeview Smith Investments LLC, a limited liability company established by Mr. Smith and of which he is the sole member, as well as 16,000 shares held by a private charitable foundation established by Mr. Smith and for which Mr. Smith acts as trustee (the “Foundation”).

In his capacity as investment manager for certain managed accounts, Mr. Smith may be deemed to have the shared power to vote or to direct the vote of and to dispose or to direct the disposition of 203,350 shares.

Voting and investment authority over managed accounts established for the benefit of certain family members and friends of Mr. Smith is subject to each beneficiary’s right, if so provided, to terminate or otherwise direct the disposition of the managed account.

**ITEM**  
**5.** Ownership of Five Percent or Less of a Class

As of December 31, 2016, Mr. Vassaluzzo no longer beneficially owned any shares of the issuer's Class A common stock.

**ITEM**  
**6.** Ownership of More than Five Percent on Behalf of Another Person

PGP, as the general partner of the Partnerships, may be deemed to beneficially own 1,316,941 shares held by the Partnerships, including 901,292 shares held by Prescott Associates. Mr. Smith may be deemed to beneficially own 219,350 shares in his capacity as investment manager for certain managed accounts, including 16,000 shares held by the Foundation. The Partnerships and the managed accounts have the right to receive dividends from, and the proceeds from the sale of, the shares held by the Partnerships and the managed accounts, respectively. Voting and investment authority over managed accounts established for the benefit of certain family members and friends of Mr. Smith is subject to each beneficiary's right, if so provided, to terminate or otherwise direct the disposition of the managed account.

**ITEM**  
**7.** Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

**ITEM**  
**8.** Identification and Classification of Members of the Group

Not applicable.

**ITEM**  
**9.** Notice of Dissolution of Group

Not applicable.

**ITEM**  
**10.** **Certification**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2017

PRESCOTT General partners LLC

/s/ Thomas W. Smith

Name: Thomas W. Smith

Title: Managing Member

PRESCOTT ASSOCIATES L.P.

By: Prescott General Partners LLC

Its: General Partner

/s/ Thomas W. Smith

Name: Thomas W. Smith

Title: Managing Member

PRESCOTT INVESTORS PROFIT SHARING TRUST

/s/ Thomas W. Smith

Name: Thomas W. Smith

Title: Trustee

/s/ Thomas W. Smith

Thomas W. Smith



**JOINT FILING AGREEMENT**

The undersigned agree that the foregoing statement on Schedule 13G, dated February 14, 2017, is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k).

Date: February 14, 2017

PRESCOTT General partners LLC

/s/ Thomas W. Smith

Name: Thomas W. Smith

Title: Managing Member

PRESCOTT ASSOCIATES L.P.

By: Prescott General Partners LLC

Its: General Partner

/s/ Thomas W. Smith

Name: Thomas W. Smith

Title: Managing Member

PRESCOTT INVESTORS PROFIT SHARING TRUST

/s/ Thomas W. Smith

Name: Thomas W. Smith

Title: Trustee

/s/ Thomas W. Smith

Thomas W. Smith

-10-