

NATURAL HEALTH TRENDS CORP
Form SC 13G/A
February 17, 2015

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

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 5)¹

Natural Health Trends Corp.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

63888P406
(CUSIP Number)

December 31, 2014
(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)

1 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. 63888P406

1 NAME OF REPORTING PERSON

ROBERT L. FROME

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER
SHARES

BENEFICIALLY 544,800 (1)

OWNED BY 6 SHARED VOTING POWER

EACH

REPORTING 29,500 (2)

PERSON WITH 7 SOLE DISPOSITIVE POWER

544,800 (1)

8 SHARED DISPOSITIVE POWER

29,500 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

574,300 (1)(2)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.5%

12 TYPE OF REPORTING PERSON

IN

(1) Includes (i) shares of Common Stock held by Frome & Co., a limited partnership of which Mr. Frome serves as the general partner, (ii) shares of Common Stock held by the Jennifer Frome Trust, a trust of which Mr. Frome serves as a trustee, and (iii) shares of Common Stock held in Mr. Frome's IRA account. Mr. Frome disclaims beneficial ownership of all such shares except to the extent of his pecuniary interest therein. See Item 4(a) for additional information regarding beneficial ownership.

(2) Includes shares of Common Stock held by Mr. Frome's spouse, LouAnn Moore, with respect to which Mr. Frome disclaims beneficial ownership.

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Item 1(a). Name of Issuer:

Natural Health Trends Corp., a Delaware corporation (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

4514 Cole Avenue
Suite 1400
Dallas, Texas 75205

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office or, if None, Residence

Item 2(c). Citizenship

Robert L. Frome (the "Reporting Person")
c/o Olshan Frome Wolosky LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
Citizenship: United States

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value (the "Common Stock")

Item 2(e). CUSIP Number:

63888P406

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

/x/

Not applicable.

(a) // Broker or dealer registered under Section 15 of the Exchange Act.

(b) // Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) // Investment company registered under Section 8 of the Investment Company Act.

(e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

(f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

(g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

(h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

(j) // A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).

(k) // Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

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Item 4.

Ownership

(a) Amount beneficially owned:

As of the close of business on December 31, 2014, Mr. Frome directly beneficially owned 426,800 shares of Common Stock. Of the shares of Common Stock directly beneficially owned by Mr. Frome, 221,400 shares of Common Stock are held in Mr. Frome's IRA account. As the general partner of Frome & Co., a family partnership, Mr. Frome may be deemed to beneficially own 92,000 shares of Common Stock beneficially owned by Frome & Co. As the trustee of the Jennifer Frome Trust, Mr. Frome may be deemed to beneficially own 26,000 shares of Common Stock held by the Jennifer Frome Trust. Mr. Frome may also be deemed to beneficially own 29,500 shares of Common Stock held by his spouse, LouAnn Moore.

The filing of this Schedule 13G shall not be construed as an admission that the Reporting Person is, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the shares of Common Stock reported herein. The Reporting Person specifically disclaims beneficial ownership of the shares of Common Stock reported herein that are not directly owned by such Reporting Person.

(b) Percent of class:

Based on 12,803,066 shares of Common Stock outstanding, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 4, 2014. As of the close of business on December 31, 2014, Mr. Frome beneficially owned approximately 4.5% of the outstanding shares of Common Stock.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Cover Page Items 5-9.

(ii) Shared power to vote or to direct the vote

See Cover Page Items 5-9.

(iii) Sole power to dispose or to direct the disposition of

See Cover Page Items 5-9.

(iv) Shared power to dispose or to direct the disposition of

See Cover Page Items 5-9.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

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. Certifications.

By signing below each of the undersigned certifies that, to the best of his or its 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.

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SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2015

By: /s/ Robert L. Frome
Name: Robert L. Frome

