

NATURES SUNSHINE PRODUCTS INC
 Form 4
 May 08, 2015

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)
05/06/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 05/06/2014 | | A | (1) 3,876 \$ 0 | 15,075 | D | |
| Common Stock | | | | | 2,407,801 (2) (3) | I (2) (3) | See Footnote |
| Common Stock | | | | | 28,076 (2) (3) | I (2) (3) | See Footnote |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Principal Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Director Stock Option (Right to Buy) | \$ 2.35 | | | | | 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 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 LOS ANGELES, CA 90067 | | X | | |
| RED MOUNTAIN CAPITAL MANAGEMENT INC 10100 SANTA MONICA BOULEVARD, SUITE 925 LOS ANGELES, CA 90067 | | X | | |

Signatures

/s/ Willem Mesdag (on behalf of himself and the other Reporting Persons)

05/08/2015

__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, which vest in monthly installments from the initial grant date thru 05/06/2016. Each restricted stock unit represents the right to receive one share of NATR common stock.
- This Form 4 is jointly filed by (i) Red Mountain Partners, L.P. ("RMP"), (ii) RMCP GP LLC ("RMCP GP"), (iii) Red Mountain Capital Partners LLC ("RMCP LLC"), (iv) Red Mountain Capital Management, Inc. ("RMCM"), and (v) Mr. Mesdag. RMCP GP is the general partner of RMP. RMCP LLC is the managing member of RMCP GP. RMCM is the managing member of RMCP LLC. Mr. Mesdag is the president, sole executive officer, sole director and sole shareholder of RMCM. Mr. Mesdag is also a director of NATR. Each of Mr. Mesdag, RMCM, RMCP LLC and RMCP GP, by virtue of their direct or indirect control of RMP, may be deemed to beneficially own some or all of the securities reported as being held by RMP. Each of the reporting persons hereunder disclaims beneficial ownership of the reported securities except to the extent of its or his pecuniary interest therein.
- (2) (Continued from footnote 2) This Form 4 shall not be deemed to be an admission that any reporting person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.