

NATURES SUNSHINE PRODUCTS INC
 Form 4
 May 16, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
**WYNNEFIELD PARTNERS
 SMALL CAP VALUE LP**

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)
 450 SEVENTH AVENUE, SUITE
 509
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/14/2014

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

NEW YORK, NY 10123

(City) (State) (Zip)

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

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 | | |
| Common Stock | 05/14/2014 | | P | 3,356 A | \$ 13.34 | 524,060 | D (1) (4) (5) |
| Common Stock | 05/14/2014 | | P | 5,628 A | \$ 13.34 | 771,949 | I See footnote (2) |
| Common Stock | 05/14/2014 | | P | 2,317 A | \$ 13.34 | 334,634 | I See footnote (3) |
| Common Stock | 05/15/2014 | | P | 2,311 A | \$ 13.29 | 526,371 | D (1) (4) (5) |

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|--------------|------------|---|-------|---|----------|---------|---------------|------------------|
| Common Stock | 05/15/2014 | P | 3,871 | A | \$ 13.29 | 775,820 | I | See footnote (2) |
| Common Stock | 05/15/2014 | P | 1,598 | A | \$ 13.29 | 336,232 | I | See footnote (3) |
| Common Stock | 05/16/2014 | P | 1,852 | A | \$ 13.35 | 528,223 | D (1) (4) (5) | |
| Common Stock | 05/16/2014 | P | 3,100 | A | \$ 13.35 | 778,920 | I | See footnote (2) |
| Common Stock | 05/16/2014 | P | 1,280 | A | \$ 13.35 | 337,512 | I | See footnote (3) |

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 displays a currently valid OMB control number.

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WYNNEFIELD PARTNERS SMALL CAP VALUE LP
450 SEVENTH AVENUE
SUITE 509
NEW YORK, NY 10123

X

| | |
|---|---|
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | X |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVE SUITE 509 NEW YORK, NY 10123 | X |
| Wynnefield Capital, Inc. Profit Sharing Plan 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | X |
| WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVE SUITE 509 NEW YORK, NY 10123 | X |
| WYNNEFIELD CAPITAL INC 450 SEVENTH AVE SUITE 509 NEW YORK, NY 10123 | X |
| OBUS NELSON 450 SEVENTH AVE SUITE 509 NEW YORK, NY 10123 | X |
| LANDES JOSHUA 450 SEVENTH AVE SUITE 509 NEW YORK, NY 10123 | X |

Signatures

| | |
|--|------------|
| WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member | 05/16/2014 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member | 05/16/2014 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President | 05/16/2014 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, /s/ Nelson Obus, Authorized Signatory | 05/16/2014 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member | 05/16/2014 |
| __Signature of Reporting Person | Date |

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|--|------------|
| WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President | 05/16/2014 |
| __Signature of Reporting Person | Date |
| /s/ Nelson Obus, Individually | 05/16/2014 |
| __Signature of Reporting Person | Date |
| /s/ Joshua Landes, Individually | 05/16/2014 |
| __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) Wynnefield Partners Small Cap Value, L.P. (the "Reporting Person") directly beneficially owns 528,223 shares of common stock, no par value per share ("Common Stock") of Nature's Sunshine Products, Inc. Wynnefield Capital Management, LLC ("WCM"), as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the reporting Person directly beneficially owns. WCM, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Nelson Obus and Joshua Landes as co-managing members of WCM have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Mr. Obus and Mr. Landes, each located at the same address as the Reporting Person, are filing this Form jointly with the Reporting person (see footnote 4).
- (2) The Reporting Person has an indirect beneficial ownership interest in 778,920 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I ("WPSCVI"), as members of a group (a "13D Group") under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). WPSCVI, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. WCM, as the sole general partner of WPSCVI, has an indirect beneficial ownership interest in the shares of Common Stock that WPSCVI directly beneficially owns. Mr. Obus and Mr. Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that WPSCVI directly beneficially owns.
- (3) The Reporting Person has an indirect beneficial ownership interest in 337,512 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd. ("Offshore"), as members of a 13D Group. Offshore, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. WCI, as the sole investment manager of Offshore, has an indirect beneficial ownership interest in the shares of Common Stock that Offshore directly beneficially owns. WCI, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus and Mr. Landes, as principal executive officers of WCI have an indirect beneficial ownership interest in the shares of Common Stock that Offshore directly beneficially owns.
- (4) The Reporting Person has an indirect beneficial ownership interest in 44,911 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan (the "Plan"), as members of a 13D Group. The Plan, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. WCI, as the sole investment manager of the Plan, has an indirect beneficial ownership interest in the shares of Common Stock that the Plan directly beneficially owns. WCI, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus and Mr. Landes, as principal executive officers of WCI have an indirect beneficial ownership interest in the shares of Common Stock that the Plan beneficially owns.
- (5) Mr. Obus and Mr. Landes disclaim beneficial ownership of the securities described in this statement, except to the extent of their individual pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that Mr. Obus and Mr. Landes are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement.

Remarks:

This Form 4 is being filed jointly by Wynnefield Partners Small Cap Value, L.P. ("Partners"), Wynnefield Partners Small Cap

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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