

MESDAG WILLEM
Form 4
September 18, 2012

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)
09/14/2012

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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|---------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/14/2012 | | P | | 30,000 | A | \$ 15.58 (1) | 785,050 | I | See footnote 6 and Remarks below. (6) |
| Common Stock | 09/14/2012 | | P | | 121,609 | A | \$ 15.3916 (2) | 906,659 | I | See footnote 6 and Remarks below. (6) |
| | 09/17/2012 | | P | | 50,000 | A | | 956,659 | I | |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|-------------------|-------------------|---------|---|---------------------------------------|
| Common Stock | | | | | \$ 15.7421 (3) | | | | See footnote 6 and Remarks below. (6) |
| Common Stock | 09/18/2012 | | P | 6,500 | A | \$ 15.8958 (4) | 963,159 | I | See footnote 6 and Remarks below. (6) |
| Common Stock | | | | | | | 562,424 | I | See footnote 5 and Remarks below. (5) |

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) | \$ 5.35 | | | | | Date Exercisable: 11/06/2009 Expiration Date: 09/24/2019 | Common Stock | 25,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

MESDAG WILLEM
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

Please refer to Remarks below.

RED MOUNTAIN CAPITAL PARTNERS II, L.P.
10100 SANTA MONICA BOULEVARD
SUITE 925
LOS ANGELES, CA 90067

Please refer to Remarks below.

RED MOUNTAIN CAPITAL PARTNERS III, L.P.
10100 SANTA MONICA BOULEVARD
SUITE 925
LOS ANGELES, CA 90067

Please refer to Remarks below.

RMCP GP LLC
10100 SANTA MONICA BOULEVARD
SUITE 925
LOS ANGELES, CA 90067

Please refer to Remarks below.

RED MOUNTAIN CAPITAL MANAGEMENT INC
10100 SANTA MONICA BOULEVARD
SUITE 925
LOS ANGELES, CA 90067

Please refer to Remarks below.

Signatures

/s/ Will Mesdag (on behalf of himself and the other reporting persons
hereunder)

09/18/2012

__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) Acquired in a private transaction.
Weighted average of shares acquired in open-market transactions on September 14, 2012. Red Mountain Capital Partners LLC hereby undertakes to provide full information regarding the number of shares and prices at which those trades were effected upon request by the SEC staff, the issuer, or a securityholder of the issuer.
- (3) Weighted average of shares acquired in open-market transactions on September 17, 2012. Red Mountain Capital Partners LLC hereby undertakes to provide full information regarding the number of shares and prices at which those trades were effected upon request by the SEC staff, the issuer, or a securityholder of the issuer.
- (4) Weighted average of shares acquired in open-market transactions on September 18, 2012. Red Mountain Capital Partners LLC hereby undertakes to provide full information regarding the number of shares and prices at which those trades were effected upon request by the SEC staff, the issuer, or a securityholder of the issuer.
- (5) These shares are held directly by Red Mountain Capital Partners III, L.P. ("RMCP III").
- (6) These shares are held directly by Red Mountain Capital Partners II, L.P. ("RMCP II").

Remarks:

This Form 4 is jointly filed by (i) RMCP II, (ii) RMCP III, (iii) RMCP GP LLC ("RMCP GP"), (iv) Red Mountain Capital Par

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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