

NATURES SUNSHINE PRODUCTS INC  
Form S-8 POS  
June 12, 2015

As filed with the Securities and Exchange Commission on June 12, 2015

Registration No. 033-59497

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER THE SECURITIES ACT OF 1933**

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**NATURE S SUNSHINE PRODUCTS, INC.**

(Exact name of Registrant as specified in its charter)

**Utah**  
(State or other jurisdiction of  
incorporation or organization)

**87-0327982**  
(IRS Employer  
Identification No.)

**2500 West Executive Parkway, Suite 100**

**Lehi, Utah 84043**

(Address of principal executive offices and zip code)

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**(801) 341-7900**

(Registrant's telephone number including area code)

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**Nature's Sunshine Products, Inc. Tax Deferred Retirement Plan**

(Full title of the plan)

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**Richard D. Strulson, Esq.**  
Executive Vice President, General Counsel, Chief  
Compliance Officer and Secretary  
Nature's Sunshine Products, Inc.  
2500 West Executive Parkway, Suite 100  
Lehi, Utah 84043  
(801) 341-7304

**Copy to:**  
**Samuel P. Gardiner, Esq.**  
Dorsey & Whitney LLP  
136 South Main Street, Suite 1000  
Salt Lake City, Utah 84101-1685  
(801) 933-7360

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer            Accelerated filer        
Non-accelerated filer       (do not check if a smaller reporting company)      Smaller reporting company



**DEREGISTRATION OF SECURITIES**

Nature's Sunshine Products, Inc. (the Registrant) is filing this Post-Effective Amendment No. 1 to deregister under this registration statement certain of the Registrant's common shares, no par value per share (the Common Shares), originally registered for issuance under the Nature's Sunshine Products, Inc. Tax Deferred Retirement Plan (the Plan) pursuant to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 22, 1995 (Registration No. 033-59497) (the Registration Statement).

The Common Shares are no longer offered as an investment option under the Plan. Pursuant to an undertaking made by the Registrant in the Registration Statement, the Registrant hereby removes from registration the Common Shares and associated interests that were previously registered under the Registration Statement and remain unsold as of the date hereof.

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lehi, State of Utah, on the date indicated.

NATURE S SUNSHINE PRODUCTS, INC.

Dated: June 12, 2015

By:

/s/ Stephen M. Bunker  
Stephen M. Bunker, Executive Vice President, Chief  
Financial Officer and Treasurer

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ Gregory L. Probert Gregory L. Probert	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	June 12, 2015
/s/ Kristine F. Hughes Kristine F. Hughes	Vice Chairman of the Board	June 12, 2015
/s/ Stephen M. Bunker Stephen M. Bunker	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	June 12, 2015
/s/ Li Dongjiu Li Dongjiu	Director	June 12, 2015
/s/ Albert R. Dowden Albert R. Dowden	Director	June 12, 2015
/s/ Robert B. Mercer Robert B. Mercer	Director	June 12, 2015
/s/ Willem Mesdag Willem Mesdag	Director	June 12, 2015
/s/ Mary Beth Springer Mary Beth Springer	Director	June 12, 2015
/s/ Rebecca Lee Steinfort Rebecca Lee Steinfort	Director	June 12, 2015
/s/ Jeffrey D. Watkins Jeffrey D. Watkins	Director	June 12, 2015

*The Plan.* Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Nature s Sunshine Products, Inc. Tax Deferred Retirement Plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lehi, and the State of Utah, on the date indicated.

NATURE S SUNSHINE PRODUCTS, INC.

Dated: June 12, 2015

By:

/s/ Stephen M. Bunker  
Stephen M. Bunker, Executive Vice President, Chief  
Financial Officer and Treasurer of Nature s Sunshine  
Products, Inc., and Member of the Governing Board  
which is the Plan Administrator