

NATURES SUNSHINE PRODUCTS INC
Form SC 13G/A
April 30, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 13)

NATURE'S SUNSHINE PRODUCTS, Inc.

(Name of Issuer)

Common Stock, No Par Value

(Title and Class of Securities)

639027101

(CUSIP Number)

April 21, 2015

(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)

CUSIP No. 639027101 Page 2 of 13 Pages

NAMES OF REPORTING
PERSONS
S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

WYNNEFIELD PARTNERS
SMALL CAP VALUE, L.P.

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2

(a)
(b) Reporting Person
is affiliated with other
persons

3

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

SOLE
VOTING
POWER

5

580,896 Shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED
VOTING
POWER

0

SOLE
DISPOSITIVE
POWER

7

580,896 Shares

SHARED
DISPOSITIVE
POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

580,896 Shares

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

10

..

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

11

3.1%

12

TYPE OF REPORTING
PERSON

PN

CUSIP No. 639027101 Page 3 of 13 Pages

NAMES OF REPORTING
PERSONS
S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

WYNNEFIELD PARTNERS
SMALL CAP VALUE, L.P. I

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2

(a)
(b) Reporting Person
is affiliated with other
persons

3

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

SOLE
VOTING
POWER

5

865,774 Shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED
VOTING
POWER

0

SOLE
DISPOSITIVE
POWER

7

865,774 Shares

SHARED
DISPOSITIVE
POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

865,774 Shares

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

10

..

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

11

4.7%

12

TYPE OF REPORTING
PERSON

PN

CUSIP No. 639027101 Page 4 of 13 Pages

NAMES OF REPORTING
PERSONS
S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1
WYNNEFIELD SMALL CAP
VALUE OFFSHORE FUND,
LTD.

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2
(a)
(b) Reporting Person
is affiliated with other
persons

3
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4
Cayman Islands

SOLE
VOTING
POWER

5

373,323 Shares

6 SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

0

SOLE
DISPOSITIVE
POWER

7

373,323 Shares

SHARED
DISPOSITIVE
POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

373,323 Shares

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

10

..

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

11

2.0%

12

TYPE OF REPORTING
PERSON

CO

CUSIP No. 639027101 Page 5 of 13 Pages

NAMES OF REPORTING
PERSONS
S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1
WYNNEFIELD CAPITAL,
INC. PROFIT SHARING
PLAN

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2
(a)
(b) Reporting Person
is affiliated with other
persons

3
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4
Delaware

SOLE
VOTING
POWER

5
45,311 Shares

6 SHARED
VOTING
POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

0

SOLE
DISPOSITIVE
POWER

7

45,311 Shares

SHARED
DISPOSITIVE
POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

45,311 Shares

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

10

..

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

11

0.2%

12

TYPE OF REPORTING
PERSON

EP

CUSIP No. 639027101 Page 6 of 13 Pages

NAMES OF REPORTING
PERSONS
S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

WYNNEFIELD CAPITAL
MANAGEMENT, LLC

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2

(a)
(b) Reporting Person
is affiliated with other
persons

3

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

New York

SOLE
VOTING
POWER

5

1,446,670
Shares (1)

6 SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

0

SOLE
DISPOSITIVE
POWER

7

1,446,670
Shares (1)

SHARED
DISPOSITIVE
POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

1,446,670 Shares (1)

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

10

..

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

11

7.8% (1)

TYPE OF REPORTING
PERSON

12

OO

(1) Wynnefield Capital Management, LLC holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I.

6

CUSIP No. 639027101 Page 7 of 13 Pages

NAMES OF REPORTING
PERSONS
S.S. OR I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

WYNNEFIELD CAPITAL,
INC.

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2

(a)
(b) Reporting Person
is affiliated with other
persons

3

SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands

SOLE
VOTING
POWER

5

373,323 Shares
(1)

6 SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

0

SOLE
DISPOSITIVE
POWER

7

373,323 Shares
(1)

SHARED
DISPOSITIVE
POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

373,323 Shares (1)

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

10

..

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

11

2.0% (1)

TYPE OF REPORTING
PERSON

12 CO

(1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd.

7

CUSIP No. 639027101 Page 8 of 13 Pages

1	NAMES OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
2	NELSON OBUS CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> Reporting Person is affiliated with other persons
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
	5
6	1,865,304 Shares (1) SHARED VOTING POWER
7	0 SOLE DISPOSITIVE POWER

1,865,304
Shares (1)
SHARED
DISPOSITIVE
POWER

8

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

1,865,304 Shares (1)
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES

10

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

11

10.1% (1)
TYPE OF REPORTING
PERSON

12

IN

(1) Mr. Obus may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I, Wynnefield Small Cap Value Offshore Fund, Ltd. and Wynnefield Capital, Inc. Profit Sharing Plan because he is a co-managing member of Wynnefield Capital Management, LLC, a principal executive officer of Wynnefield Capital, Inc. (the investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd.), and the portfolio manager of Wynnefield Capital, Inc. Profit Sharing Plan. The filing of this Statement and any future amendment by Mr. Obus, and the inclusion of information herein and therein with respect to Mr. Obus, shall not be considered an admission that he, for the purpose of Section 16(b) of the Exchange Act, is the beneficial owner of any shares in which he does not have a pecuniary interest. Mr. Obus disclaims any beneficial ownership of the shares of Common Stock covered by this Statement.

CUSIP No. 639027101 Page 9 of 13 Pages

1	NAMES OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
2	JoSHUA Landes CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> Reporting Person is affiliated with other persons
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
	5 1,819,993 Shares (1)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER 0

SOLE
DISPOSITIVE
POWER

7

1,819,993
Shares (1)

SHARED
DISPOSITIVE
POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

1,819,993 Shares (1)

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

10

..

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

11

9.8% (1)

12

TYPE OF REPORTING
PERSON

IN

(1) Mr. Landes may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I and Wynnefield Small Cap Value Offshore Fund, Ltd. because he is a co-managing member of Wynnefield Capital Management, LLC and a principal executive officer of Wynnefield Capital, Inc. The filing of this Statement and any future amendment by Mr. Landes, and the inclusion of information herein and therein with respect to Mr. Landes, shall not be considered an admission that he, for the purpose of Section 16(b) of the Exchange Act, is the beneficial owner of any shares in which he does not have a pecuniary interest. Mr. Landes disclaims any beneficial ownership of the shares of Common Stock covered by this Statement.

9

CUSIP No. 639027101 Page 10 of 13 Pages

Name of Issuer:

Item 1(a).

Nature's Sunshine Products, Inc.

Address of Issuer's Principal Executive Offices:

Item 1(b).

2500 West Executive Parkway, Suite 500, Lehi, UT 84043

Item 2(a). Name of Person Filing:

Wynnefield Partners Small Cap Value, L.P. ("Partners")

Wynnefield Partners Small Cap Value, L.P. I ("Partners I")

Wynnefield Small Cap Value Offshore Fund, Ltd. ("Fund")

Wynnefield Capital, Inc. Profit Sharing Plan (the "Plan")

Wynnefield Capital Management, LLC ("WCM")

Wynnefield Capital, Inc. ("WCI")

Nelson Obus

Joshua Landes

Address of Principal Business Office or, if None, Residence:

Item 2(b).

450 Seventh Avenue, Suite 509, New York, New York 10123

Item 2(c). Citizenship:

Partners and Partners I are Delaware limited partnerships.

Fund is Cayman Islands company.

WCM is a New York limited liability company.

The Plan and WCI are a Delaware corporations.

Mr. Obus and Mr. Landes are United States citizens.

CUSIP No. 639027101 Page 11 of 13 Pages

Title of Class of Securities:

Item 2(d).

Common Stock, No Par Value Per Share.

CUSIP Number:

Item 2(e).

639027101

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:

- (a) Broker or Dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance Company as defined in Section 3(a)(19) of the Act.
- (d) Investment Company registered under Section 8 of the Investment Company Act.
- (e) Investment Adviser registered in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) 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 of 1940.
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this Statement is filed pursuant to Rule 13d-1(c), check this box .

CUSIP No. 639027101 Page 12 of 13 Pages

Ownership.

- (a) Amount beneficially owned: 1,865,304 Shares
- (b) Percent of Class: 10.1% of Common Stock
- (c) Number of Shares as to which the person has:

Item 4.

- (i) Sole power to vote or to direct the vote: 1,865,304 Shares
- (ii) Shared power to vote or to direct the vote: 0 Shares
- (iii) Sole power to dispose or to direct the disposition of: 1,865,304 Shares
- (iv) Shared Power to dispose or to direct the disposition of: 0 Shares

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. ``

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

Item 6.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Identification and Classification of Members of the Group.

**Item
8.**

See Item 2(a)-(c).

Notice of Dissolution of Group.

**Item
9.**

Not Applicable.

Certifications.

Item

- 10.** By signing below, I certify that, to the best of my 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.

CUSIP No. 639027101 Page 13 of 13 Pages

SIGNATURE

Date: April 30, 2015 WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC, General Partner

By: /s/ Nelson Obus
Nelson Obus, Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC, General Partner

By: /s/ Nelson Obus
Nelson Obus, Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus
Nelson Obus, President

WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN

By: /s/ Nelson Obus
Nelson Obus, Portfolio Manager

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus
Nelson Obus, President

/s/ Nelson Obus
Nelson Obus, Individually

/s/ Joshua Landes
Joshua Landes, Individually