

NATURES SUNSHINE PRODUCTS INC
Form SC 13G/A
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 9)

NATURE'S SUNSHINE PRODUCTS, Inc.

(Name of Issuer)

Common Stock, No Par Value

(Title and Class of Securities)

639027101

(CUSIP Number)

December 31, 2012

(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)

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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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER
5
469,628 Shares
SHARED VOTING POWER

⁶
0

SOLE DISPOSITIVE POWER

⁷
469,628 Shares

⁸ SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

469,628 Shares

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

10

£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

3.0%

TYPE OF REPORTING PERSON

12PN

2

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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

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CITIZENSHIP OR PLACE OF ORGANIZATION

⁴
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

5
685,745 Shares

SHARED VOTING POWER

6
0

SOLE DISPOSITIVE POWER

7
685,745 Shares

8 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

685,745 Shares

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

10

£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

4.4%

TYPE OF REPORTING PERSON

12PN

3

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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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

5
299,065 Shares

6
0

SOLE DISPOSITIVE POWER

7
299,065 Shares

8 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

299,065 Shares

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

10

£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.9%

TYPE OF REPORTING PERSON

12CO

4

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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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER 5 44,911 Shares SHARED VOTING POWER

⁶
0

SOLE DISPOSITIVE POWER

⁷
44,911 Shares

⁸ SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

44,911 Shares

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

10

£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.3%

TYPE OF REPORTING PERSON

12EP

5

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

¹ WYNNFIELD 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

5
1,155,373 Shares (1)

SHARED VOTING POWER

6
0

SOLE DISPOSITIVE POWER

7
1,155,373 Shares (1)

8 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,155,373 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

7.3% (1)

TYPE OF REPORTING PERSON

1200

(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.

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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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 5 299,065 Shares (1) SHARED VOTING POWER
--	---

⁶
0

SOLE DISPOSITIVE POWER

⁷
299,065 Shares (1)

⁸ SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

299,065 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

1.9% (1)

TYPE OF REPORTING PERSON

12CO

(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.

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

¹ NELSON OBUS

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

1,499,349 Shares (1)
SHARED VOTING POWER

NUMBER OF
SHARES ⁶
BENEFICIALLY
OWNED BY ⁰
EACH ⁷
REPORTING
PERSON
WITH

SOLE DISPOSITIVE POWER

1,499,349 Shares (1)
SHARED DISPOSITIVE POWER

⁸

⁰

⁹ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,499,349 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

9.5% (1)

12TYPE OF REPORTING PERSON 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, 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), 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.

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

¹ JoSHUA Landes

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

5
1,454,438 Shares (1)

SHARED VOTING POWER

6
0

SOLE DISPOSITIVE POWER

7
1,454,438 Shares (1)

8 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,454,438 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

9.2% (1)

TYPE OF REPORTING PERSON IN

12

(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 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.

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Name of Issuer:

Item 1(a).

Nature's Sunshine Products, Inc.

Address of Issuer's Principal Executive Offices:

Item 1(b).

75 East 1700 South, Provo, UT 84606

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

Citizenship:

Partners and Partners I are Delaware limited partnerships.

Fund and WCI are Cayman Islands companies.

Item 2(c).

WCM is a New York limited liability company.

The Plan is a Delaware corporation.

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

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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.
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.
- (i)
- (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 [].

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Ownership.

(a) Amount beneficially owned: 1,499,349 Shares

(b) Percent of Class: 9.5% 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: 1,499,349 Shares

(ii) Shared power to vote or to direct the vote: 0 Shares

(iii) Sole power to dispose or to direct the disposition of: 1,499,349 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.

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SIGNATURE

Date: February 14, 2013 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