

MESDAG WILLEM
Form 4
September 21, 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)
09/19/2012

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	09/19/2012		P	85,000	A	\$ 15.8993 (1)	1,048,159	I	See footnote 2 and Remarks below. (2)
Common Stock	09/21/2012		P	117,007	A	\$ 15.9535 (3)	1,165,166	I	See footnote 2 and Remarks below. (2)
							562,424	I	

Common
Stock

See
footnote
4 and
Remarks
below. ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Amount of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 5.35					11/06/2009	09/24/2019	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MESDAG WILLEM 10100 SANTA MONICA BOULEVARD SUITE 925 LOS ANGELES, CA 90067	X	X		
RED MOUNTAIN CAPITAL PARTNERS LLC 10100 SANTA MONICA BOULEVARD SUITE 925 LOS ANGELES, CA 90067			X	

Please refer to Remarks below.

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

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

X

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

X

Signatures

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

09/21/2012

__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) Weighted average of shares acquired in open-market transactions on September 19, 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.
 - (2) These shares are held directly by Red Mountain Capital Partners II, L.P. ("RMCP II").
 - (3) Weighted average of shares acquired in open-market transactions on September 21, 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) These shares are held directly by Red Mountain Capital Partners III, L.P. ("RMCP III").

Remarks:

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

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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