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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SEC FILE NUMBER  
0-8707

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One): / /Form 10-K / /Form 20-F /X/Form 11-K / /Form 10-Q / /Form N-SAR

For Period Ended: 12/31/94

- [ ] Transition Report on Form 10-K  
[ ] Transition Report on Form 20-F  
[ ] Transition Report on Form 11-K  
[ ] Transition Report on Form 10-Q  
[ ] Transition Report on Form N-SAR  
For the Transition Period Ended: \_\_\_\_\_

Read Instruction (on back page) Before Preparing Form. Please Print or Type.  
Nothing in this form shall be construed to imply that the Commission  
has verified any information contained herein.

If the notification relates to a portion of the filing checked above,  
identify the Item(s) to which the notification relates:

N/A

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PART I -- REGISTRANT INFORMATION

NATURE'S SUNSHINE PRODUCTS, INC.

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Full Name of Registrant

N/A

-----  
Former Name if Applicable

75 EAST 1700 SOUTH

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Address of Principal Executive Office (Street and Number)

PROVO, UT 84606

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City, State and Zip Code

PART II -- RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort  
or expense and the registrant seeks relief pursuant to Rule 12b-25(b),  
the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III  
of this form could not be eliminated without unreasonable  
effort or expense;  
/x/ (b) The subject annual report, semi-annual report, transition report  
on Form 10-K, Form 20-F, 11-K, Form N-SAR, or portion thereof,  
will be filed on or before the fifteenth calendar day following  
the prescribed due date; or the subject quarterly report of  
transition report on Form 10-Q, or portion thereof will be filed  
on or before the fifth calendar day following the prescribed due  
date; and  
(c) The accountant's statement or other exhibit required by Rule  
12b-25(c) has been attached if applicable.  
(Attach Extra Sheets if Needed)

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PART III -- NARRATIVE

State below in reasonable detail the reasons why the Form 10-K, 11-K,  
10-Q, N-SAR, or the transition report or portion thereof, could not be  
filed within the prescribed time period.

The Registrant has not completed the review process to enable it to  
present the financial information required and cannot complete such  
review by the due date for the Form 11-K without unreasonable effort  
or expense.

PART IV -- OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this  
notification

Douglas Faggioli

801

342-4407

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Name)

(Area Code)

(Telephone Number)  
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- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months (or for such shorter) period that the registrant was required to file such reports) been filed? If answer is no, identify report(s).

/X/ Yes / / No  
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- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

/ / Yes /X/ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

NATURE'S SUNSHINE PRODUCTS, INC.  
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(Name of Registrant as Specified in Charter)

has caused this notification be signed on its behalf by the undersigned hereunto duly authorized.

Date June 28, 1995

By /s/ Douglas Faggioli  
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Douglas Faggioli, Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).  
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