
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

NATURE'S SUNSHINE PRODUCTS, INC.
(Name of Subject Company (issuer))

NATURE'S SUNSHINE PRODUCTS, INC., as Offeror
(Names of Filing Persons (identifying status as offeror, issuer or other person))

COMMON STOCK, WITHOUT PAR VALUE
(Title of Class of Securities)

639027101
(CUSIP Number of Class of Securities)

Craig D. Huff
Vice President of Finance, Treasurer,
Chief Financial Officer and Chief Accounting Officer
75 East 1700 South
Provo, Utah 84606
(801) 342-4300

(Name, address and telephone number of persons authorized to receive notices and communications on behalf of filing persons)

Copies to:

Justin P. Klein
Ballard Spahr Andrews & Ingersoll, LLP
1735 Market Street, 51st Floor
Philadelphia, Pennsylvania 19103
(215) 665-8500

CALCULATION OF FILING FEE:

Transaction Valuation(1)	Amount of Filing Fee(2)
\$16,500,000	\$2,091

(1) Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 1,000,000 shares of common stock at the maximum tender offer price of \$16.50 per share.

(2) The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2,091
Form or Registration No.: Schedule TO
Filing Party: Nature's Sunshine Products, Inc.
Date Filed: October 27, 2004

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission by Nature's Sunshine Products, Inc. (the "Company") on October 27, 2004 pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended, in connection with its offer to purchase up to 1,000,000 shares of its outstanding common stock, no par value per share, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 27, 2004 (the "Offer to Purchase") and in the related Letter of Transmittal, which are Exhibit (a)(1) and Exhibit (a)(2) to this Schedule TO, respectively.

This Amendment No. 1 amends only the item set forth below.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to add the following:

(a)(10) Notice of Guaranteed Delivery.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NATURE'S SUNSHINE PRODUCTS, INC.

/s/ CRAIG HUFF

Name: Craig Huff
Title: Vice President of Finance, Treasurer, Chief Financial Officer and Chief Accounting Officer

Date: October 28, 2004

INDEX TO EXHIBITS

Exhibit Number	Description
(a)(1)	Offer to Purchase, dated October 27, 2004.*
(a)(2)	Form of Letter of Transmittal.*
(a)(3)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.*
(a)(4)	Form of Letter to Clients.*
(a)(5)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(6)	Letter to Shareholders from the Chief Executive Officer of the Company, dated October 27, 2004.*
(a)(7)	Form of Letter to Participants in the Nature's Sunshine Products, Inc. Tax Deferred Retirement Plan.*
(a)(8)	Form of Notice to Holders of Vested Options to Purchase Shares of Nature's Sunshine Products, Inc. Common Stock.*
(a)(9)	Press Release issued October 27, 2004.*
(a)(10)	Notice of Guaranteed Delivery.**
(b)(1)	Credit Agreement between Wells Fargo Bank, N. A. and Nature's Sunshine Products, Inc., dated August 5, 2002.*
(b)(2)	First Amendment to Credit Agreement between Wells Fargo Bank, N. A. and Nature's Sunshine Products, Inc., dated July 1, 2004.*
(b)(3)	Promissory Note from Nature's Sunshine Products to Wells Fargo Bank, N.A., dated July 1, 2004.*
(d)(1)	Nature's Sunshine Products, Inc. 1995 Stock Option Plan, as amended, incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 filed August 4, 2004.
(g)	Not Applicable.
(h)	Not Applicable.

* Previously filed on Schedule TO on October 27, 2004.

** Filed herewith.

QuickLinks

[SIGNATURE](#)

[INDEX TO EXHIBITS](#)

NOTICE OF GUARANTEED DELIVERY

for

Tender of Shares of Common Stock

of

NATURE'S SUNSHINE PRODUCTS, INC.

**THE TENDER OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT
MIDNIGHT, NEW YORK CITY TIME, ON WEDNESDAY, NOVEMBER 24, 2004,
UNLESS THE TENDER OFFER IS EXTENDED.**

As set forth in Section 3 of the Offer to Purchase (as defined below), this form, or a form substantially equivalent to this form, must be used to accept the Offer (as defined below) if (1) certificates representing shares of common stock, no par value per share, of Nature's Sunshine Products, Inc., a Utah corporation, are not immediately available, (2) the procedures for book-entry transfer cannot be completed on a timely basis or (3) time will not permit all required documents to reach the Depository prior to the Expiration Date (as defined in the Offer to Purchase). This form may be delivered by hand or transmitted by facsimile transmission or mail to the Depository. See Section 3 of the Offer to Purchase.

The Depository for the Offer is:

AMERICAN STOCK TRANSFER & TRUST COMPANY

By Facsimile Transmission:
(718) 234-5001

By Mail, Overnight Delivery or Hand:

American Stock Transfer & Trust Company
59 Maiden Lane
New York, New York 10038
Attention: Reorganization Department

To Confirm Facsimile Transmissions:
(718) 921-8200

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS, OR TRANSMISSION OF INSTRUCTIONS VIA A FACSIMILE NUMBER, OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY.

THIS NOTICE IS NOT TO BE USED TO GUARANTEE SIGNATURES. IF A SIGNATURE ON A LETTER OF TRANSMITTAL IS REQUIRED TO BE GUARANTEED BY AN ELIGIBLE INSTITUTION UNDER THE INSTRUCTIONS IN THE LETTER OF TRANSMITTAL, THE SIGNATURE GUARANTEE MUST APPEAR IN THE APPLICABLE SPACE PROVIDED IN THE SIGNATURE BOX ON THE LETTER OF TRANSMITTAL.

Ladies and Gentlemen:

The undersigned hereby tenders to Nature's Sunshine Products, Inc., a Utah corporation ("Nature's Sunshine"), at the price per share indicated in this Notice of Guaranteed Delivery, on the terms and subject to the conditions set forth in the Offer to Purchase dated October 27, 2004 (the "Offer to Purchase"), and the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer"), receipt of which is hereby acknowledged, the number of shares set forth below, all pursuant to the guaranteed delivery procedures set forth in Section 3 of the Offer to Purchase. The shares of common stock of Nature's Sunshine are referred to as "shares."

Number of Shares to be tendered: _____ shares.

THE UNDERSIGNED IS TENDERING SHARES AS FOLLOWS (CHECK ONLY ONE BOX):

(1) Shares Tendered at Price Determined by Shareholder (see Instruction 5 of the Letter Of Transmittal)

By checking ONE of the following boxes below INSTEAD OF THE BOX UNDER "Shares Tendered at Price Determined Under the Tender Offer," the undersigned hereby tenders shares at the price checked. This action could result in none of the shares being purchased if the purchase price determined by Nature's Sunshine for the shares is less than the price checked below. **A shareholder who desires to tender shares at more than one price must complete a separate Notice of Guaranteed Delivery and/or Letter of Transmittal for each price at which shares are tendered.** The same shares cannot be tendered, unless previously properly withdrawn as provided in Section 4 of the Offer to Purchase, at more than one price.

Price (in dollars) per share at which shares are being tendered

- \$14.20
- \$14.30
- \$14.40
- \$14.50
- \$14.60
- \$14.70
- \$14.80
- \$14.90
- \$15.00
- \$15.10
- \$15.20
- \$15.30
- \$15.40
- \$15.50
- \$15.60
- \$15.70
- \$15.80
- \$15.90
- \$16.00
- \$16.10
- \$16.20
- \$16.30
- \$16.40
- \$16.50

OR

(2) Shares Tendered at Price Determined Under the Tender Offer (see Instruction 5 of the Letter Of Transmittal)

By checking the box below **instead of one of the boxes under** "Shares Tendered at Price Determined by Shareholder," the undersigned hereby tenders shares at the purchase price, as the same shall be determined by Nature's Sunshine in accordance with the terms of the Offer.

- The undersigned wants to maximize the chance of having Nature's Sunshine purchase all of the shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the price boxes above, the undersigned hereby tenders shares and is willing to accept the purchase price determined by Nature's Sunshine in accordance with the terms of the Offer. This action could result in receiving a price per share as low as \$14.20.

CHECK ONLY ONE BOX UNDER (1) OR (2) ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, THERE IS NO VALID TENDER OF SHARES.

Odd Lots

(See Instruction 14 of the Letter of Transmittal)

To be completed only if shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 shares. The undersigned either (check one box):

- Is the beneficial or record owner of an aggregate of fewer than 100 shares, all of which are being tendered; or
- is a broker, dealer, commercial bank, trust company, or other nominee that (a) is tendering for the beneficial owner(s), shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by the beneficial owner(s), that each such person is the beneficial owner of an aggregate of fewer than 100 shares and is tendering all of the shares.

In addition, the undersigned is tendering shares either (check one box):

- at the purchase price, as the same will be determined by Nature's Sunshine in accordance with the terms of the Offer (persons checking this box need not indicate the price per share above); or
- at the price per share indicated above in the section captioned "Price (In Dollars) per Share at Which Shares Are Being Tendered."

Conditional Tender

(See Instruction 13 of the Letter of Transmittal)

A tendering shareholder may condition his or her tender of shares upon Nature's Sunshine purchasing a specified minimum number of the shares tendered, all as described in Section 6 of the Offer to Purchase. Unless at least that minimum number of shares you indicate below is purchased by Nature's Sunshine pursuant to the terms of the Offer, none of the shares tendered will be purchased. It is the tendering shareholder's responsibility to calculate that minimum number of shares that must be purchased if any are purchased, and each shareholder is urged to consult his or her own tax advisor. Unless this box has been checked and a minimum specified, your tender will be deemed unconditional.

- The minimum number of shares that must be purchased, if any are purchased, is: _____ shares.

If, because of proration, the minimum number of shares designated will not be purchased, Nature's Sunshine may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering shareholder must have tendered all of his or her shares and checked this box:

- The tendered shares represent all shares held by the undersigned.

Certificate Nos. (if available):

Name(s) of Record Holder(s):

(Please Type or Print)

Address(es):

Zip Code:

Daytime Area Code and Telephone Number:

Signature(s):

Dated:

_____, 200____

If shares will be tendered by book-entry transfer, check this box and provide the following information:

Account Number at Book-Entry Transfer Facility:

THE GUARANTEE SET FORTH BELOW MUST BE COMPLETED.

Guarantee

(Not To Be Used For Signature Guarantee)

The undersigned, a firm that is a member in good standing of a recognized Medallion Program approved by the Securities Transfer Association, Inc., including the Securities Transfer Agents Medallion Program, the New York Stock Exchange, Inc. Medallion Signature Program or the Stock Exchange Medallion Program, or is otherwise an "eligible guarantor institution," as that term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), hereby guarantees (1) that the above named person(s) "own(s)" the shares tendered hereby within the meaning of Rule 14e-4 under the Exchange Act, (2) that such tender of shares complies with Rule 14e-4 under the Exchange Act and (3) to deliver to the Depository either the certificates representing the shares tendered hereby, in proper form for transfer, or a book-entry confirmation (as defined in the Offer to Purchase) with respect to such shares, in any such case together with a properly completed and duly executed Letter of Transmittal (or a facsimile thereof), with any required signature guarantees, or an agent's message (as defined in the Offer to Purchase) in the case of a book-entry delivery, and any other required documents, within three NASDAQ trading days (as defined in the Offer to Purchase) after the date hereof.

The eligible institution that completes this form must communicate the guarantee to the Depository and must deliver the Letter of Transmittal and certificates for shares to the Depository within the time period shown herein. Failure to do so could result in financial loss to such eligible institution.

Name of Firm: _____

Authorized Signature: _____

Name: _____

Title: _____ (Please Type or Print)

Address: _____

Zip Code: _____

Area Code and Telephone Number: _____

Dated: _____, 200_____

**NOTE: DO NOT SEND CERTIFICATES FOR SHARES WITH THIS NOTICE.
CERTIFICATES FOR SHARES SHOULD BE SENT WITH YOUR LETTER OF TRANSMITTAL.**

