
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2
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)

\$11,125,000

\$1,310

-
- (1) Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 500,000 shares of common stock at the maximum tender offer price of \$22.25 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: \$1,310

Form or Registration No.: Schedule TO

Filing Party: Nature's Sunshine Products, Inc.

Date Filed: August 5, 2005

☐ 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. 2 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 August 5, 2005, as amended and supplemented by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on August 25, 2005, pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended, in connection with its offer to purchase up to 500,000 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 August 5, 2005 (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.

The information in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment No. 2 by reference in response to all of the applicable items in Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On September 2, 2005, the Company issued a press release announcing the preliminary results of the tender offer, which expired at 12:00 Midnight, New York City Time, on Thursday, September 1, 2005. A copy of the press release is filed as Exhibit (a)(11) to this Schedule TO and is incorporated herein by reference.

Item 12. Exhibits.

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

(a)(11) Press Release issued September 2, 2005.

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: September 2, 2005

INDEX TO EXHIBITS

Exhibit Number	Description
(a)(1)	Offer to Purchase, dated August 5, 2005.*
(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)	Notice of Guaranteed Delivery.*
(a)(6)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(7)	Letter to Shareholders from the Chief Executive Officer of the Company, dated August 5, 2005.*
(a)(8)	Form of Letter to Participants in the Nature's Sunshine Products, Inc. Tax Deferred Retirement Plan.*
(a)(9)	Form of Notice to Holders of Vested Options to Purchase Shares of Nature's Sunshine Products, Inc. Common Stock.*
(a)(10)	Press Release issued August 5, 2005.*
(a)(11)	Press Release issued September 2, 2005.**
(b)(1)	Credit Agreement between Wells Fargo Bank, N. A. and Nature's Sunshine Products, Inc., dated August 5, 2002, incorporated herein by reference to Exhibit (b)(1) to the Company's Tender Offer Statement on Schedule TO filed October 27, 2004.

- (b)(2) First Amendment to Credit Agreement between Wells Fargo Bank, N. A. and Nature's Sunshine Products, Inc., dated July 1, 2004, incorporated herein by reference to Exhibit (b)(1) to the Company's Tender Offer Statement on Schedule TO filed October 27, 2004.
- (b)(3) Promissory Note from Nature's Sunshine Products to Wells Fargo Bank, N.A., dated July 1, 2004, incorporated herein by reference to Exhibit (b)(1) to the Company's Tender Offer Statement on Schedule TO filed October 27, 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.
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* Previously filed.

** Filed herewith.

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[Item 11. Additional Information.](#)

[Item 12. Exhibits.](#)

[SIGNATURE](#)

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**NATURE'S SUNSHINE PRODUCTS ANNOUNCES PRELIMINARY
RESULTS OF ITS DUTCH AUCTION TENDER OFFER**

PROVO, UTAH, September 2, 2005—Nature's Sunshine Products, Inc. (NASDAQ:NATR), a leading manufacturer and marketer of encapsulated herbs and vitamins, today announced the preliminary results of its Dutch Auction tender offer to purchase up to 500,000 shares of its outstanding common stock at a price not less than \$21.00 and not greater than \$22.25 per share.

Based on the preliminary count by the depositary for the tender offer, 513,057 shares of common stock, including approximately 32,836 shares that were tendered through notice of guaranteed delivery, were properly tendered and not withdrawn at or below \$21.75 per share. By exercising its right to purchase up to an additional 2% of its outstanding shares without extending the tender offer, Nature's Sunshine expects to purchase all 513,057 shares of common stock at a purchase price of \$21.75 per share.

The purchase price and number of shares tendered are preliminary and subject to confirmation by the depositary of the proper delivery of all shares tendered and not withdrawn. Payment for the shares accepted for purchase, and return of all other shares tendered, will occur promptly after the completion of the final purchase price computation.

Georgeson Shareholder Securities Corporation acted as dealer manger for the tender offer. The depositary is American Stock Transfer & Trust Company. For questions and information, please contact the information agent for the tender offer, Georgeson Shareholder Communications, Inc., by calling (888) 264-7051.

About Nature's Sunshine

Nature's Sunshine Products manufactures and markets through direct sales encapsulated and tableted herbal products, high quality natural vitamins, and other complementary products. In addition to the United States, the Company has operations in Japan, Mexico, Central America, South Korea, Canada, Dominican Republic, Venezuela, Ecuador, Peru, the United Kingdom and Ireland, Colombia, Brazil, Thailand, Israel, Singapore and Taiwan. The Company also has exclusive distribution agreements with selected companies in Argentina, Australia, Chile, New Zealand, Norway, and the Russian Federation.

Contact:

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For more information, contact us at our website at www.natr.com.

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[NATURE'S SUNSHINE PRODUCTS ANNOUNCES PRELIMINARY RESULTS OF ITS DUTCH AUCTION TENDER OFFER](#)