

**United States
Securities and Exchange Commission**

Washington, D.C. 20549

FORM 8-K/A

Amendment No. 1

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 27, 2004**

**Nature's Sunshine Products, Inc.
Tax Deferred Retirement Plan**

(Exact name of registrant as specified in its charter)

Not Applicable
(State or other jurisdiction of
incorporation)

0-8707
(Commission File Number)

87-0327982
(IRS Employer Identification
Number)

**75 East 1700 South
Provo, Utah 84606**
(Address of principal executive offices) (Zip Code)

(801) 342-4300
(Registrant's telephone number, including area code)

The Nature's Sunshine Products, Inc. Tax Deferred Retirement Plan hereby amends Items 4 and 7 of its Current Report on Form 8-K (Date of Report: May 27, 2004) in their entirety to read as follows:

Item 4. Changes in Registrant's Certifying Accountant.

On May 27, 2004, the Nature's Sunshine Products, Inc. Tax Deferred Retirement Plan (the "Plan") dismissed Grant Thornton LLP ("Grant Thornton") as its independent accountants. The Plan engaged Tanner + Co. to serve as the Plan's independent accountants, effective as of such date. The dismissal of Grant Thornton and hiring of Tanner + Co. were recommended and approved by the Nature's Sunshine Products, Inc. 401(k) Administration Committee.

Grant Thornton's audit reports on the Plan's financial statements as of and for the years ended December 31, 2001 and 2002 did not contain any adverse opinion or disclaimer of opinion, nor were the reports qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2001 and 2002 and through May 27, 2004, there were no disagreements with Grant Thornton on any matters of accounting principles or practices, financial statement disclosure, or auditing scope of procedure, which disagreements, if not resolved to Grant Thornton's satisfaction, would have caused Grant Thornton to make reference to the subject matter of the disagreement in connection with its audit reports on the Plan's financial statements for such years, and there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The Plan provided Grant Thornton with a copy of the foregoing disclosures and requested that Grant Thornton furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not Grant Thornton agrees with the above statements. Attached as Exhibit 16.1 is a copy of Grant Thornton's letter, dated June 8, 2004, stating its agreement with such statements.

During the years ended December 31, 2001 and 2002, the Plan did not consult Tanner + Co. with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Plan's financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

Item 7. Financial Statements and Exhibits.

(c) The following exhibit is being filed herewith:

16.1 Letter from Grant Thornton to the Securities and Exchange Commission dated June 8, 2004 regarding change in Plan's independent auditor.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

June 17, 2004

**Nature's Sunshine Products, Inc.
Tax Deferred Retirement Plan**

By: Nature's Sunshine Products, Inc. as Plan Sponsor of the foregoing Plan

/s/ Craig D. Huff

Name: Craig D. Huff
Title: Chief Financial Officer and Secretary

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EXHIBIT INDEX

Number	Exhibit
16.1	Letter from Grant Thornton LLP to the Securities and Exchange Commission dated June 8, 2004 regarding change in Nature's Sunshine Products, Inc. Tax Deferred Retirement Plan's independent auditor.

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[Letterhead of Grant Thornton LLP]

June 8, 2004

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Nature's Sunshine Products, Inc. Tax Deferred Retirement Plan File No. 0-8707

Dear Sir or Madam:

We have read Item 4 of the Form 8-K of Nature's Sunshine Products, Inc. Tax Deferred Retirement Plan dated May 27, 2004, and agree with the statements concerning our Firm contained therein, however, we have no basis to agree or disagree with the statements regarding actions taken on May 27, 2004, by the Administration Committee of the Board of Directors of Nature's Sunshine Products, Inc. Tax Deferred Retirement Plan, included in the first paragraph of Item 4, or statements related to Tanner & Co. contained in the first and fifth paragraphs of Item 4.

Very truly yours,

/s/ Grant Thornton LLP
