

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/19/2014					
10100 SANTA MONICA BOULEVARD, SUITE 925			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(Street)	(City)	(State)	(Zip)					
LOS ANGELES, CA 90067								

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/19/2014		A		1,009	A	\$ 0	11,199	D	
Common Stock								2,407,801	I	Held by Red Mountain Partners, L.P.
Common Stock								28,076	I	Held by Red Mountain Capital Partners, LLC

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Option (Right to Buy)	\$ 2.35							11/06/2009	09/24/2019	Common Stock	25,000		25,000	D	

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 PARTNERS, L.P. 10100 SANTA MONICA BOULEVARD, SUITE 925 LOS ANGELES, CA 90067		X		
RMCP GP LLC 10100 SANTA MONICA BOULEVARD, SUITE 925 LOS ANGELES, CA 90067		X		
RED MOUNTAIN CAPITAL PARTNERS 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/ T. Willem Mesdag <small>Signature of Reporting Person</small>	09/23/2014 <small>Date</small>
/s/ Red Mountain Capital Partners LLC <small>Signature of Reporting Person</small>	09/23/2014 <small>Date</small>
/s/ RMCP GP LLC <small>Signature of Reporting Person</small>	09/23/2014 <small>Date</small>
/s/ Red Mountain Partners L.P. <small>Signature of Reporting Person</small>	09/23/2014 <small>Date</small>
/s/ Red Mountain Capital Management <small>Signature of Reporting Person</small>	09/23/2014 <small>Date</small>

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) These shares are in the form of restricted stock units issued pursuant to a special dividend made by the Issuer on 09/19/2014. Each restricted stock unit represents the right to receive one share of NATR common stock.
- (2) 4,098 of these are restricted stock units that vest in monthly installments from the initial grant date of 05/07/2014 thru 05/07/2015.
- (3) Pursuant to anti-dilution provisions of the Issuer's stock incentive plans, the exercise price of all outstanding options were reduced by \$1.50 in accordance with the special dividend made by the Issuer on 09/19/2014.

Remarks:
This Form 4 is jointly filed by (i) Red Mountain Partners, L.P. ("RMP"), (ii) RMCP GP LLC ("RMCP GP"), (iii) Red Mountain Capital Partners LLC ("RMCP LLC"), (iv) Red Mountain Capital Management, Inc. ("RMCM"), and (v) Mr

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.