

**FORM 4**

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

OMB APPROVAL  
OMB Number: 3235-0287  
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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 WYNNEFIELD PARTNERS SMALL CAP VALUE LP		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 type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 450 SEVENTH AVENUE, SUITE 509		3. Date of Earliest Transaction (Month/Day/Year) 07/24/2014			
(Street) NEW YORK, NY 10123		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	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	07/24/2014		P		1,715	A	\$ 16	545,018	D (1) (4) (5)	
Common Stock	07/24/2014		P		2,855	A	\$ 16	806,868	I	See footnote (2)
Common Stock	07/24/2014		P		1,180	A	\$ 16	349,043	I	See footnote (3)
Common Stock	07/25/2014		P		3,726	A	\$ 15.9	548,744	D (1) (4) (5)	
Common Stock	07/25/2014		P		6,051	A	\$ 15.9	812,919	I	See footnote (2)
Common Stock	07/25/2014		P		2,565	A	\$ 15.9	351,608	I	See footnote (3)
Common Stock	07/28/2014		P		543	A	\$ 15.99	549,287	D (1) (4) (5)	
Common Stock	07/28/2014		P		889	A	\$ 15.99	813,808	I	See footnote (2)
Common Stock	07/28/2014		P		376	A	\$ 15.99	351,984	I	See footnote (3)

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

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**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVE STE 509 NEW YORK, NY 10123		X		
WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVE STE 509 NEW YORK, NY 10123		X		
WYNNEFIELD CAPITAL INC 450 SEVENTH AVE STE 509 NEW YORK, NY 10123		X		
OBUS NELSON 450 SEVENTH AVE STE 509 NEW YORK, NY 10123		X		
LANDES JOSHUA 450 SEVENTH AVE STE 509 NEW YORK, NY 10123		X		

**Signatures**

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member

07/28/2014

Signature of Reporting Person	Date
WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member	07/28/2014
Signature of Reporting Person	Date
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President	07/28/2014
Signature of Reporting Person	Date
WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member	07/28/2014
Signature of Reporting Person	Date
WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President	07/28/2014
Signature of Reporting Person	Date
/s/ Nelson Obus, Individually	07/28/2014
Signature of Reporting Person	Date
/s/ Joshua Landes, Individually	07/28/2014
Signature of Reporting Person	Date

## 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) Wynnefield Partners Small Cap Value, L.P. (the "Reporting Person") directly beneficially owns 549,287 shares of common stock, no par value per share ("Common Stock") of Nature's Sunshine Products, Inc. Wynnefield Capital Management, LLC ("WCM"), as the sole general partner
- (2) The Reporting Person has an indirect beneficial ownership interest in 813,808 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I ("WPSCVI"), as members of a group (a "13D Group") under Section 13(d) of the Securities E
- (3) The Reporting Person has an indirect beneficial ownership interest in 351,984 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd. ("Offshore"), as members of a 13D Group. Offshore, located at the same address as the R
- (4) The Reporting Person has an indirect beneficial ownership interest in 44,911 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan (the "Plan"), as members of a 13D Group. The Plan, located at the same address as the Reporting
- (5) Mr. Obus and Mr. Landes disclaim beneficial ownership of the securities described in this statement, except to the extent of their individual pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that Mr. Obus and Mr. Landes are, for purposes

### Remarks:

This Form 4 is being filed jointly by Wynnefield Partners Small Cap Value, L.P. ("Partners"), Wynnefield Partners Small Cap Value, L.P. I ("Partners I"), Wynnefield Small Cap Value Offshore Fund, Ltd. ("Offshore"), Wynnefield Capit

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

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