

FORM 4

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

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person BATY JOSEPH W		2. Issuer Name and Ticker or Trading Symbol NATURES SUNSHINE PRODUCTS INC [NATR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP & Chief Financial Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/12/2021		
2901 W. BLUEGRASS BLVD. #100			4. If Amendment, Date Original Filed(Month/Day/Year)		
(Street)					
LEHI, UT 84043			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	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 Shares	04/12/2021		A		1,977 <u>(1)</u>	A	\$ 0	132,837	D	
Common Shares	04/12/2021		F		178 <u>(2)</u>	D	\$ 19.64	132,659	D	

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				
Performance Units	<u>(3)</u>	04/12/2021		A		936	<u>(3)</u>	12/04/2021	Common Shares	936.00 <u>(4)</u>	\$ 0	18,936	D	
Performance Units	<u>(5)</u>	04/12/2021		A		1,554	<u>(5)</u>	03/30/2023	Common Shares	1,554.00 <u>(4)</u>	\$ 0	31,371	D	
Performance Units	<u>(6)</u>	04/12/2021		A		348	<u>(6)</u>	03/06/2022	Common Shares	348.00 <u>(4)</u>	\$ 0	7,015	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATY JOSEPH W 2901 W. BLUEGRASS BLVD. #100 LEHI, UT 84043			EVP & Chief Financial Officer	

Signatures

Joseph W. Baty	04/14/2021
<small>**Signature of Reporting Person</small>	<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).

- The reporting person was previously granted, and reported, certain RSU awards. The number of shares underlying such awards were adjusted pursuant to the terms of the original grant as a result of a special cash dividend paid by the Company on April 12, 2021. Incremental shares granted pursuant to such adjustments are reported in the aggregate with 231 relating to a January 1, 2019 grant; and 1,746 relating to a March 30, 2020 grant. Of the total number of incremental shares granted, 730 shares immediately vested in order to match the original grants of shares, which vested after the record date of the special dividend, but before the payment date.
- (1) Represents shares of NATR common stock withheld to pay taxes upon the grant of immediately vested restricted stock units granted to the reporting person in connection with a special dividend. The number of shares withheld was determined on April 12, 2021, based on the closing price of NATR common stock on that date.
These shares are in the form of performance-based restricted stock units (RSUs). Each RSU represents the right to receive one share of NATR common stock. The vesting of the RSUs is contingent upon six growth rate milestones related to NATR's closing stock price that may be attained within a three-year performance period ending December 4, 2021. Remaining RSUs vest in connection with achievement of the following stock price milestones: \$19.91; \$22.63; and \$25.34.
 - (2) The reporting person was previously granted, and reported, certain performance awards. The number of shares underlying such awards were adjusted pursuant to the terms of the original grant as a result of a special cash dividend paid by the Company on April 12, 2021.
These shares are in the form of performance-based restricted stock units (RSUs). Each RSU represents the right to receive one share of NATR common stock. The vesting of the remaining RSUs is contingent upon the achievement of the following share price milestone, which must be achieved within a three-year performance period ending March 30, 2023: \$20.36, as adjusted for a special dividend. Such milestone must be achieved as evidenced by the Volume-weighted average price (VWAP) over a period of 30-trading days. One-twelfth of the RSUs vest upon the achievement of each milestone and an additional one-twelfth vests on the date that is one-year following the achievement of such milestone subject to the recipient's continued employment.
 - (3) These shares are in the form of performance-based restricted stock units (RSUs). Each RSU represents the right to receive one share of NATR common stock. The vesting of the RSUs is contingent upon six growth rate milestones related to NATR's closing stock price that may be attained within a three-year performance period ending March 6, 2022. Remaining RSUs vest in connection with achievement of the following stock price milestones: \$19.91; \$22.63; and \$25.34.

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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