

# 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* <b>BATY JOSEPH W</b>		2. Issuer Name and Ticker or Trading Symbol <b>NATURES SUNSHINE PRODUCTS INC [NATR]</b>		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) _____ <b>EVP &amp; Chief Financial Officer</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/03/2021</b>		
2901 W. BLUEGRASS BLVD. #100			4. If Amendment, Date Original Filed(Month/Day/Year)		
(Street)					
<b>LEHI, UT 84043</b>					
(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	05/03/2021		M		6,312 (1)	A	(1)	138,971	D	
Common Shares	05/03/2021		F		2,490 (2)	D	\$ 20.6	136,481	D	
Common Shares	05/03/2021		M		2,338 (3)	A	\$ 0 (3)	138,819	D	
Common Shares	05/03/2021		F		923 (4)	D	\$ 20.6	137,896	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	(1)	05/03/2021		M		6,312	(5)	12/04/2021	Common Shares	6,312.00	\$ 0	12,624	D	
Performance Units	(3)	05/03/2021		M		2,338	(6)	03/06/2022	Common Shares	2,338.00	\$ 0	4,677	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	05/03/2021
<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).

- These shares are vested shares resulting from the achievement of a share price milestone pursuant to a December 21, 2018 performance-based restricted stock unit grant (PRSU). The shares
- (1) vested upon achievement of the \$18.91 share price milestone, as adjusted for a special dividend, over a period of 45-trading days. One-sixth of the PRSU grant vests upon the achievement of each milestone.
  - (2) Represents shares of NATR common stock withheld to pay taxes upon vesting of performance-based restricted stock units originally granted to the Reporting Person on December 21, 2018. The number of shares withheld was determined on May 3, 2021, based on the closing price of NATR common stock on that date.
- These shares are vested shares resulting from the achievement of a share price milestone pursuant to a March 6, 2019 performance-based restricted stock unit grant (PRSU). The shares vested
- (3) upon achievement of the \$18.91 share price milestone, as adjusted for a special dividend over a period of 45-trading days. One-sixth of the PRSU grant vests upon the achievement of each milestone.
  - (4) Represents shares of NATR common stock withheld to pay taxes upon vesting of performance-based restricted stock units originally granted to the Reporting Person on March 6, 2019. The number of shares withheld was determined on May 3, 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 (PRSUs). Each PRSU represents the right to receive one share of NATR common stock. The vesting of the PRSUs is
- (5) 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 PRSUs vest in connection with achievement of the following stock price milestones: \$21.63 and \$24.34, as adjusted for a special dividend.
  - (6) 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 PRSUs vest in connection with achievement of the following stock price milestones: \$21.63 and \$24.34, as adjusted for a special dividend.

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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