

# 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

## 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* Moorehead Terrence		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 type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO	
(Last) (First) (Middle) C/O NATURE'S SUNSHINE PRODUCTS, INC., 2901 W. BLUEGRASS BLVD., SUITE 100		3. Date of Earliest Transaction (Month/Day/Year) 10/06/2020			
(Street) LEHI, UT 84043		4. If Amendment, Date Original Filed(Month/Day/Year) 10/08/2020		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	10/06/2020		M		9,908 (1)	A	\$ 0 (1)	240,127	D	
Common Shares	10/06/2020		F		2,423 (2)	D	\$ 12.07	237,704	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		(A)	(D)					
Performance Units	(3)	10/06/2020		M		9,908	(3)	03/29/2022	Common Shares	\$ 0	95,130	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moorehead Terrence C/O NATURE'S SUNSHINE PRODUCTS, INC. 2901 W. BLUEGRASS BLVD., SUITE 100 LEHI, UT 84043	X		CEO	

## Signatures

/s/ Nathan G. Brower as attorney-in-fact for Terrence Moorehead	10/06/2020
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).

- These shares are vested shares resulting from the achievement of a share price milestone pursuant to an April 1, 2020 performance-based restricted stock unit grant (PRSU). The shares vested upon achievement of the first \$11.77 share price milestone over a period of 45-trading days. One-twelfth of the PRSU grant vests 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.
- (1) 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 29, 2019. The number of shares withheld was determined on October 6, 2020, based on the closing price of NATR common stock on that date.
  - (2) Represents shares in the form of performance-based restricted stock units (PRSUs) that were incorrectly reported as having vested from an April 1, 2020 grant, but should have been reported as having vested from the March 29, 2019 PRSU grant.

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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