

FORM 4

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

| OMB APPROVAL | |
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| 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 * 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) | | |
| (Last) (First) (Middle) C/O NATURE'S SUNSHINE PRODUCTS, INC., 2901 W. BLUEGRASS BLVD., SUITE 100 | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/29/2021 | | | CEO | | |
| (Street) LEHI, UT 84043 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | 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 | 03/29/2021 | | F | | 3,588 (1) | D | \$ 18.58 | 299,119 | D | |
| Common Shares | 03/29/2021 | | A | | 28,339 (2) | A | \$ 18.58 | 327,458 | D | |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|--|--|--|-------|
| | | | | | | Date Exercisable | Expiration Date | | | | | | Title |
| Performance Units | (3) | 03/29/2021 | | A | 37,288 | (3) | 03/29/2024 | Common Shares | 37,288.00 | \$ 0 | 37,288 | 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 | 03/31/2021 |
| 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) Represents shares of NATR common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person on March 29, 2019. The number of shares withheld was determined on March 29, 2021, based on the closing price of NATR common stock on that date.
- (2) These shares are in the form of restricted stock units (RSUs). Each RSU represents the right to receive one share of NATR common stock. These RSUs vest in three equal annual installments beginning on March 29, 2022.

These shares are in the form of performance-based restricted stock units (RSUs). Each RSU represents the right to receive one share of NTR common stock. The vesting of the RSUs is contingent upon the achievement of the following share price milestones, which must be achieved within three years: \$20.46; \$22.68; \$24.89; \$27.11; \$29.32; and \$31.54. Such milestones must (3) 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.

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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