

# FORM 4

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

OMB APPROVAL	
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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 * <b>Moorehead Terrence</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) <input checked="" 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) <b>C/O NATURE'S SUNSHINE PRODUCTS, INC., 2901 W. BLUEGRASS BLVD., SUITE 100</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/03/2022</b>		<b>Chief Executive Officer</b>	
(Street) <b>LEHI, UT 84043</b>		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)		<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 Shares	05/03/2022		M		13,077 (1)	A	(1)	387,436	D	
Common Shares	05/03/2022		F		5,147 (2)	D	\$ 16.48	382,289	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)	Date Exercisable	Expiration Date					
Performance Units	(1)	05/03/2022		M		13,077	(3)	09/14/2021	Common Shares	13,077.00	\$ 0	0	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		Chief Executive Officer	

## Signatures

/s/ Nathan G. Brower as attorney-in-fact for Terrence O. Moorehead 05/09/2022  
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) These shares are vested shares resulting from the achievement of a share price milestone pursuant to a September 14, 2018 performance-based restricted stock unit grant (PRSU), comprising 12,431 shares granted to the reporting Person on September 18, 2018 and 646 shares granted to the reporting person in connection with a special dividend on April 12, 2021. The shares vested upon achievement of the \$18.91 share price milestone over a period of 45-trading days. One-twelfth of the PRSU grant vested upon the achievement of the milestone (May 3, 2021) and an additional one-twelfth vested on the date that is one-year following the achievement of such milestone subject to the recipient's continued employment.

Represents shares of NATR common stock withheld to pay taxes upon vesting of performance-based restricted stock units, comprising 4,892 shares granted to the reporting Person on September (2) 14, 2018 and 255 shares granted to the reporting person in connection with a special dividend on April 12, 2021. The number of shares withheld was determined on May 3, 2022, 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 (3) contingent upon six growth rate milestones related to NATR's closing stock price that may be attained within a three-year performance period ending September 14, 2021. PRSUs vest in six equal installments in connection with achievement of the six following stock price milestones: \$11.77; \$14.48; \$17.20; \$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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