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

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**FORM 10-K**

☒ **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

for the fiscal year ended December 31, 2017

OR

☐ **Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934**

for the transition period from                      to                      .

Commission file number 001-34483

**NATURE'S SUNSHINE<sup>®</sup>**

**NATURE'S SUNSHINE PRODUCTS, INC.**

(Exact name of Registrant as specified in its charter)

**Utah**  
(State or other jurisdiction of  
incorporation or organization)

**87-0327982**  
(IRS Employer  
Identification No.)

**2500 West Executive Parkway, Suite 100**  
**Lehi, Utah 84043**

(Address of principal executive offices and zip code)

**(801) 341-7900**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: **Common Stock, no par value.**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒.

Indicate by check mark whether the registrant has (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting company ☐

(Do not check if a smaller reporting company)

Emerging growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒.

The aggregate market value of the voting stock held by non-affiliates of the registrant on June 30, 2017 was approximately \$250,332,000 based on the closing price of \$13.25 as quoted by Nasdaq Capital Market on June 30, 2017.

The number of shares of Common Stock, no par value, outstanding on February 17, 2018 is 19,016,130 shares.

**EXPLANATORY NOTES**

Portions of the registrant's Definitive Proxy Statement to be filed with the Securities and Exchange Commission no later than 120 days after the end of the Registrant's year ended December 31, 2017, are incorporated by reference in Part III of this Annual Report on Form 10-K.

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NATURE'S SUNSHINE PRODUCTS, INC.  
FORM 10-K

For the Year Ended December 31, 2017

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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information included or incorporated herein by reference in this report may be deemed to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may include, but are not limited to, statements relating to the Company's objectives, plans and strategies. All statements (other than statements of historical fact) that address activities, events or developments that the Company intends, expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. These statements are often characterized by terminology such as “believe,” “hope,” “may,” “anticipate,” “should,” “intend,” “plan,” “will,” “expect,” “estimate,” “project,” “positioned,” “strategy” and similar expressions, and are based on assumptions and assessments made by management in light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe to be appropriate. For example, information appearing under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” includes forward-looking statements. Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties. Important factors that could cause actual results, developments and business decisions to differ materially from forward-looking statements are more fully described in this report, including the risks set forth under “Risk Factors” in Item 1A, but include the following:

- changes in laws and regulations, or their interpretation, applicable to direct selling or the nutritional supplement industry may prohibit or restrict the Company's ability to sell its products in some markets or require the Company to make changes to its business model in some markets;
- extensive government regulations to which the Company's products, business practices and manufacturing activities are subject;
- legal challenges to the Company's direct selling program or to the classification of its independent distributors;
- effect of complex legal and regulatory requirements, particularly in China and South Korea;
- impact of anti-bribery laws, including the U.S. Foreign Corrupt Practices Act;
- its ability to attract and retain independent distributors;
- the loss of one or more key independent distributors who have a significant sales network;
- the full implementation of its joint venture for operations in China with Fosun Industrial Co., Ltd.;
- registration of products for sale in China, or difficulty or increased cost of importing products into China;
- cyber security threats and exposure to data loss;
- reliance on information technology infrastructure;
- the effect of fluctuating foreign exchange rates;
- liabilities and obligations arising from improper activity by its independent distributors;
- its relationship with, and its inability to control the actions of, its independent distributors, and other third parties with whom it does business;
- changes to its independent distributor compensation plans;
- geopolitical issues and conflicts;
- negative consequences resulting from difficult economic conditions, including the availability of liquidity or the willingness of its customers to purchase products;
- risks associated with the manufacturing of the Company's products;
- uncertainties relating to the application of transfer pricing, duties, value-added taxes, and other tax regulations, and changes thereto;
- changes in tax laws, treaties or regulations, or their interpretation, including the impact of the Tax Cuts and Jobs Act;
- availability and integrity of raw materials;
- the competitive nature of its business and the nutritional supplement industry;
- negative publicity related to its products, ingredients, or direct selling organization and the nutritional supplement industry;
- product liability claims;
- the sufficiency of trademarks and other intellectual property rights; and
- reliance on third-parties to distribute its products and provide support services to independent distributors.

All forward-looking statements speak only as of the date of this report and are expressly qualified in their entirety by the cautionary statements included in or incorporated by reference into this report. Except as is required by law, the Company expressly disclaims any obligation to publicly release any revisions to forward-looking statements to reflect events after the date of this report. Throughout this report, the Company refers to Nature’s Sunshine Products, Inc., together with its subsidiaries, as “the Company.”

## PART 1

### Item 1. Business

#### The Company

The Company is a natural health and wellness company primarily engaged in the manufacturing and direct selling of nutritional and personal care products. The Company is a Utah corporation with its principal place of business in Lehi, Utah, and sells its products to a sales force of independent distributors who uses the products themselves or resells them to consumers.

#### Business Segments

The Company has four business segments that are divided based on the different characteristics of their distributor and customer bases, distributor compensation plans and product formulations, as well as the internal organization of its officers and their responsibilities and business operations. Three business segments operate under the Nature's Sunshine Products brand (NSP Americas; NSP Russia, Central and Eastern Europe; and NSP China), and one business segment operates under the Synergy® WorldWide brand. The NSP Russia, Central and Eastern Europe segment also includes the Company's wholesale business, in which the Company sells its products to various locally-managed entities independent of the Company that the Company has granted distribution rights for the relevant market.

#### Product Categories

The Company's line of over 700 products includes several different product classifications, such as immune, cardiovascular, digestive, personal care, weight management and other general health products. It purchases herbs and other raw materials in bulk and, after rigorous quality control testing, it formulates, encapsulates, tablets or concentrates them, labels and packages them for shipment. Most of the Company's products are manufactured at its facility in Spanish Fork, Utah. Contract manufacturers produce some of the Company's products in accordance with the Company's exacting specifications and standards. The Company has implemented stringent quality control procedures to verify that its contract manufacturers have complied with its specifications and standards.

Presented below are the U.S. dollar amounts and associated revenue percentages from the sale of general health, immune, cardiovascular, digestive, personal care and weight management products for the years ended December 31, 2017, 2016, and 2015, by business segment. This table should be read in conjunction with the information presented in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations," which discusses the factors impacting revenue trends and the costs associated with generating the aggregate revenue presented (in thousands).

Year Ended December 31,	2017			2016			2015		
NSP Americas:									
General health	\$	74,492	44.9 %	\$	78,187	44.4 %	\$	80,315	44.8 %
Immune		20,451	12.3		19,185	10.9		22,042	12.3
Cardiovascular		11,454	6.9		12,677	7.2		12,331	6.9
Digestive		45,231	27.2		47,659	27.1		49,239	27.5
Personal care		7,260	4.4		7,537	4.3		3,575	2.0
Weight management		7,129	4.3		10,677	6.1		11,649	6.5
Total NSP Americas		166,017	100.0		175,922	100.0		179,151	100.0
NSP Russia, Central and Eastern Europe:									
General health	\$	14,813	46.0 %	\$	12,907	43.0 %	\$	13,332	42.4 %
Immune		3,530	11.0		3,349	11.2		3,853	12.2
Cardiovascular		2,166	6.7		2,212	7.4		2,006	6.4
Digestive		8,261	25.7		8,009	26.7		8,178	26.0
Personal care		2,330	7.2		2,370	7.9		2,809	8.9
Weight management		1,090	3.4		1,151	3.8		1,291	4.1
Total NSP Russia, Central and Eastern Europe		32,190	100.0		29,998	100.0		31,469	100.0
Synergy WorldWide:									
General health	\$	31,973	25.8 %	\$	35,283	28.3 %	\$	43,829	38.4 %
Immune		508	0.4		620	0.5		752	0.7
Cardiovascular		50,702	40.9		51,684	41.4		34,191	30.0
Digestive		16,121	13.0		12,536	10.0		17,746	15.6
Personal care		8,532	6.9		8,981	7.2		5,697	5.0
Weight management		15,997	12.9		15,689	12.6		11,866	10.4
Total Synergy WorldWide		123,833	100.0		124,793	100.0		114,081	100.0
NSP China:									
General health	\$	3,738	18.7 %	\$	1,551	14.8 %	\$	4	100.0 %
Immune		468	2.3		370	3.5		—	—
Cardiovascular		3,886	19.4		2,617	25.1		—	—
Digestive		8,361	41.8		4,323	41.4		—	—
Personal care		350	1.8		629	6.0		—	—
Weight management		3,186	15.9		956	9.2		—	—
Total NSP China		19,989	100.0		10,446	100.0		4	100.0
Consolidated:									
General health	\$	125,016	36.6 %	\$	127,928	37.5 %	\$	137,480	42.3 %
Immune		24,957	7.3		23,524	6.9		26,647	8.2
Cardiovascular		68,208	19.9		69,190	20.3		48,528	14.9
Digestive		77,974	22.8		72,527	21.3		75,163	23.1
Personal care		18,472	5.4		19,517	5.7		12,081	3.7
Weight management		27,402	8.0		28,473	8.3		24,806	7.6
Total Consolidated	\$	342,029	100.0	\$	341,159	100.0	\$	324,705	100.0

The following table summarizes the Company's product lines by category:

Category	Description
<b>General health</b>	The Company distributes a wide selection of general health products. The general health line is a combination of assorted health products related to blood sugar support, bone health, cellular health, cognitive function, joint health, mood, sexual health, sleep, sports and energy, and vision.
<b>Immune</b>	The Company distributes immune products. The immune line has been designed to offer products that support and strengthen the human immune system.
<b>Cardiovascular</b>	The Company distributes cardiovascular products. The cardiovascular line has been designed to offer products that combine a variety of superior heart health ingredients to give the cardiovascular system optimum support.
<b>Digestive</b>	The Company distributes digestive products. The digestive line has been designed to offer products that regulate intestinal and digestive functions in support of the human digestive system.
<b>Personal care</b>	The Company distributes a variety of personal care products for external use, including oils and lotions, aloe vera gel, herbal shampoo, herbal skin treatment, toothpaste and skin cleanser.
<b>Weight management</b>	The Company distributes a variety of weight management products. The weight management line has been designed to simplify the weight management process by providing healthy meal replacements and products that increase caloric burn rate.

#### Distribution and Selling

The Company distributes its products to consumers through an independent sales force comprised of independent distributors, known as Managers and Distributors. The Company's independent distributors, many of whom also consume its products, market products to customers through direct selling techniques, as well as sponsoring other independent distributors. Typically a person who joins the Company's independent sales force begins as a Distributor. An independent Distributor may earn Manager status by attaining certain product sales levels. Although the nature of the Company's relationship with its independent distributors limits the control it has to direct their activities, the Company seeks to motivate and provide incentives to its independent distributors by offering high quality products and providing them with product support, training seminars, sales conventions, travel programs and financial incentives.

The Company's products sold in the United States are shipped directly from its manufacturing and warehouse facilities located in Spanish Fork, Utah, as well as from its regional warehouses located in Georgia, Ohio and Texas. Many of the Company's international operations maintain warehouse facilities and inventory to supply their independent Managers, Distributors and customers. However, in foreign markets where it does not maintain warehouse facilities, it has contracted with third-parties to distribute its products and provide support services to its independent sales force of independent Managers and Distributors.

As of December 31, 2017, the Company had approximately 230,900 "active independent Distributors and customers" (as defined below). A person who joins the Company's independent sales force begins as an independent Distributor. Many independent Distributors sell the Company's products on a part-time basis to friends or associates or use the products themselves. An independent Distributor may earn Manager status by attaining certain product sales levels. As of December 31, 2017, the Company had approximately 13,000 "active independent Managers" (as defined below) worldwide. In many of the Company's markets, its independent Managers and Distributors are primarily retailers of the Company's products, including practitioners, proprietors of retail stores and other health and wellness specialists.

In the United States, the Company generally sells its products on a cash or credit card basis. From time to time, the Company's U.S. operations extend short-term credit associated with product promotions. For certain of its international operations, the Company uses independent distribution centers and offers credit terms that are generally consistent with industry standards within each respective country.

The Company pays sales commissions, or “volume incentives” to its independent Managers and Distributors based upon their own product sales and the product sales of their sales organization. As an exception, NSP China does not pay volume incentives; rather, it pays independent service fees, which are included in selling, general and administrative expense. These volume incentives are recorded as an expense in the year earned. The amounts of volume incentives that the Company expensed during the years ended December 31, 2017, 2016, and 2015, are set forth in the Company's Consolidated Financial Statements in Item 8 of this report. In addition to the opportunity to receive volume incentives, independent Managers who attain certain levels of monthly product sales are eligible for additional incentive programs including automobile allowances, sales convention privileges and travel awards.

#### *Distributor Information*

The Company’s revenue is highly dependent upon the number and productivity of its independent Managers and Distributors. Growth in sales volume requires an increase in the productivity and/or growth in the total number of independent Managers and Distributors.

Within the Company, there are a number of different distributor compensation plans and qualifications, which generate active independent Managers and Distributors with different sales values in its different business segments. Within Synergy WorldWide, the sales qualifications required for active independent Managers and Distributors varies by market according to local economic factors. As sales grow in markets with higher qualification values, and decline in those with lower qualification values, the resultant mix change influences the active counts for independent Managers and Distributors. As a result, from time-to-time, changes in overall active counts for independent Managers and Distributors may not be indicative of actual sales trends for the segment.

In China, the Company does not sell its products through Managers and Distributors, but rather through independent service providers who are compensated for marketing, sales support, and other services.

The following table provides information concerning the number of total independent Managers, Distributors and customers by segment, as of the dates indicated.

**Total Managers, Distributors and Customers by Segment as of December 31,**

	2017		2016		2015	
	Distributors & Customers	Managers	Distributors & Customers	Managers	Distributors & Customers	Managers
NSP Americas	236,200	5,600	269,100	6,400	286,600	6,500
NSP Russia, Central and Eastern Europe	138,300	3,200	140,600	2,800	163,200	2,800
Synergy WorldWide	107,300	4,200	123,000	3,700	126,400	3,400
Total	481,800	13,000	532,700	12,900	576,200	12,700

“Total Managers” includes independent Managers under the Company’s various compensation plans that have achieved and maintained specified and personal groups sale volumes as of the date indicated. To maintain Manager status, an individual must continue to meet certain product sales volume levels. As such, all Managers are considered to be “Active Managers”.

“Total Distributors and customers” includes the Company’s independent Distributors and customers who have purchased products directly from the Company for resale and/or personal consumption during the previous twelve months ended as of the date indicated. This includes independent Manager, Distributor and customer accounts that may have become inactive since such respective dates.

The following table provides information concerning the number of active independent Managers and active independent Distributors and customers by segment, as of the dates indicated.

### Active Distributors and Customers by Segment as of December 31,

	2017		2016		2015	
	Distributors & Customers	Managers	Distributors & Customers	Managers	Distributors & Customers	Managers
NSP Americas	106,900	5,600	121,200	6,400	131,600	6,500
NSP Russia, Central and Eastern Europe	68,600	3,200	66,700	2,800	72,000	2,800
Synergy WorldWide	55,400	4,200	53,600	3,700	60,800	3,400
Total	230,900	13,000	241,500	12,900	264,400	12,700

“Active Distributors and customers” includes the Company’s independent Distributors and customers who have purchased products directly from the Company for resale and/or personal consumption during the previous three months ended as of the date indicated.

The following tables provide information concerning the number of new independent Managers, Distributors and customers by segment, for the years indicated.

### New Managers, Distributors and Customers by Segment for the year ended December 31,

	2017		2016		2015	
	Distributors & Customers	Managers	Distributors & Customers	Managers	Distributors & Customers	Managers
NSP Americas	83,300	2,100	116,900	3,200	127,900	3,000
NSP Russia, Central and Eastern Europe	40,600	700	44,900	600	47,000	700
Synergy WorldWide	63,500	2,900	72,000	3,000	76,600	2,300
Total	187,400	5,700	233,800	6,800	251,500	6,000

“New Managers” includes independent Managers under the Company’s various compensation plans that first achieved the rank of Manager during the previous twelve months ended as of the date indicated.

“New Distributors and Customers” include the Company’s independent Distributors and customers who have made their initial product purchase directly from the Company for resale and/or personal consumption during the previous twelve months ended as of the date indicated.

### Source and Availability of Raw Materials

Raw materials used in the manufacture of the Company's products are generally available from a number of suppliers. To date, the Company has not experienced any major difficulty in obtaining and maintaining adequate sources of raw materials supply. The Company attempts to ensure the availability of many of its raw materials by contracting, in advance, for its annual requirements. In the past, it has been able to find alternative sources of raw materials when needed. Although there can be no assurance that it will be successful in locating such sources of supply in the future, the Company believes that it will be able to do so.

### Trademarks and Trade Names

The Company has obtained trademark registrations for Nature’s Sunshine®, and the landscape logo for all of its Nature’s Sunshine Products product lines. It has also obtained trademark registrations for Synergy Worldwide® for all of the Company's Synergy WorldWide product lines. The Company holds trademark registrations in the United States and in many other countries. The Company's customers’ recognition and association of its brands and trademarks with quality is an important element of its operating strategy.

The duration of the Company's trademark registrations is generally between 10 and 20 years, depending on the country in which the marks are registered, and can be renewed. The scope and duration of the Company's intellectual property protection varies throughout the world by jurisdiction and by individual product.



## **Seasonality**

The Company operates in many regions around the world and, as a result, is affected by seasonal factors and trends such as weather changes, holidays and cultural traditions and vacation patterns throughout the world. For instance, in North America and Europe the Company typically experiences a decrease in activity during the third quarter due to the summer vacation season, while it experiences a decrease in activity in many of its Asia Pacific markets during the first quarter due to cultural events such as the Lunar New Year. As a result, there is some seasonality to the Company's revenues and expenses reflected in its reported quarterly results. Generally, reductions in one region of the world due to seasonality are offset by increases in another, minimizing the impact on the Company's reported consolidated revenues. Changes in the relative size of the Company's revenues in one region of the world compared to another could cause seasonality to more significantly affect the Company's reported quarterly results.

## **Inventories**

In order to provide a high level of product availability to the Company's independent Managers, Distributors, and customers, it maintains a considerable inventory of raw materials in the United States and of finished goods in most countries in which it sells its products. Due to different regulatory requirements across the countries in which the Company sells its products, its finished goods inventories have product labels and sometimes product formulations specific for each country. The Company's inventories are subject to obsolescence due to finite shelf lives.

## **Dependence upon Customers**

A significant amount of the Company's revenue in some of its markets is dependent on only a few independent distributors and their extensive sales networks. The loss of one or more of these independent distributors who, together with their extensive sales network generate a significant amount of the Company's revenue, could have a material adverse effect on the results of operations and financial condition on one or more of the Company's business segments.

## **Backlog**

The Company typically ships orders for its products within 24 hours after receipt of payment. As a result, it has not historically experienced significant backlogs due to its high level of product availability as discussed above.

## **Competition**

The Company's products are sold in competition with other companies, some of which have greater sales volumes and financial resources than the Company does, and sell brands that are, through advertising and promotions, better known to consumers. The Company competes in the nutritional and personal care industry against companies that sell through retail stores, as well as against other direct selling companies. For example, it competes against manufacturers and retailers of nutritional and personal care products, which are distributed through supermarkets, drug stores, health food stores, vitamin outlets, discount stores, and mass market retailers, among others. It competes for product sales and independent distributors with many other direct selling companies, including Amway, Herbalife, Nu Skin, Shaklee and USANA, among others. The Company believes that the principal components of competition in the direct selling of nutritional and personal care products are distributor expertise and service, product quality and differentiation, price and brand recognition. In addition, the Company relies on its independent Managers and Distributors to compete effectively in the direct selling markets, and its ability to attract and retain independent Managers and Distributors depends on various factors, including the training, quality product offerings and financial incentives for the independent Managers and Distributors.

## **Research and Development**

The Company conducts research at its research center, known as the Hughes Center for Research and Innovation, a state of the art research and development facility located at the Company's corporate offices in Lehi, Utah. The Company's principal emphasis in its research and development activities is clinical research in the support of the development of new products and the enhancement of existing products. The amount, excluding capital expenditures, spent on research and development activities was approximately \$3.4 million in 2017, \$3.2 million in 2016 and \$2.8 million in 2015.

## **Compliance with Environmental Laws and Regulations**

The nature of the Company's business has not required any material capital expenditures to comply with federal, state or local provisions enacted or adopted regulating the discharge of materials into the environment. No material capital expenditures

to meet such provisions are anticipated. Such regulatory provisions did not have a material effect upon the Company's results of operations or competitive position in 2017.

## **Regulation**

### *General*

In both the United States and foreign markets, the Company is affected by extensive laws, governmental regulations, administrative determinations and guidance, court decisions and similar constraints (collectively "Regulations"). Such Regulations exist at the federal, state or local levels in the United States and at all levels of government in foreign jurisdictions, including Regulations pertaining to: (1) the formulation, manufacturing, packaging, labeling, distribution, importation, sale and storage of its products; (2) product and earnings claims and advertising, including direct claims and advertising by the Company, as well as claims and advertising by independent distributors, for which the Company may be held responsible; (3) the Company's direct selling program; (4) transfer pricing and similar regulations that affect the level of U.S. and foreign taxable income and customs duties; (5) taxation of its independent distributors (which in some instances may impose an obligation on the Company to collect the taxes and maintain appropriate records); and (6) currency exchange and repatriation.

### *Products*

The formulation, manufacturing, packaging, labeling, advertising, distribution and sale of each of the Company's major product groups are subject to regulation by one or more governmental agencies in the United States and in other countries. In the United States, the Food and Drug Administration ("FDA") regulates the Company's products under the Federal Food, Drug and Cosmetic Act, as amended and the regulations promulgated thereunder ("FDCA"). The FDCA defines the terms "food" and "dietary supplement" and sets forth various conditions that, unless complied with, may constitute adulteration or misbranding of such products. The FDCA has been amended several times with respect to dietary supplements, including amendments by the Nutrition Labeling and Education Act of 1990 ("NLEA") and the Dietary Supplement Health and Education Act of 1994, as amended, and the regulations promulgated thereunder ("DSHEA").

FDA regulations relating specifically to foods and dietary supplements for human use are set forth in Title 21 of the Code of Federal Regulations. These regulations include basic labeling requirements for both foods and dietary supplements. In May 2016, the FDA announced new labeling requirements to reflect recently available scientific information. The new label requirements are intended to make it easier for consumers to make informed choices. Manufacturers with \$10 million or more in annual food sales have until January 1, 2020, to comply with the new labeling requirements. Additionally, FDA regulations require the Company to meet relevant good manufacturing practice regulations relating to, among other things, the preparation, packaging and storage of its food and dietary supplements.

FDA rules impose requirements on the manufacture, packaging, labeling, holding, and distribution of dietary supplement products. For example, it requires that companies establish written procedures governing areas such as: (1) personnel, (2) plant and equipment cleanliness, (3) production controls, (4) laboratory operations, (5) packaging and labeling, (6) distribution, (7) product returns, and (8) complaint handling. The FDA also requires identity testing of all incoming dietary ingredients unless a company successfully petitions for an exemption from this testing requirement in accordance with the regulations. The current good manufacturing practices are designed to ensure that dietary supplements and dietary ingredients are not adulterated with contaminants or impurities, and are labeled to accurately reflect the active ingredients and other ingredients in the products. Ingredient identification requirements, which require the Company to confirm the levels, identity and potency of ingredients listed on its product labels within a narrow range, are particularly burdensome and difficult for the Company with respect to its product formulations, which contain many different ingredients.

In some countries the Company is, or regulators may assert that the Company is, responsible for the conduct of its independent distributors, and regulations applicable to the activities of the Company's independent Managers and Distributors also affect its business. In these countries, regulators may request or require that the Company take steps to ensure that its independent distributors comply with regulations. The types of regulated conduct include: (1) representations concerning the Company's products; (2) earning representations made by the Company and/or its independent Distributors; (3) public media advertisements, which in foreign markets may require prior approval by regulators; (4) sales of products in markets in which the products have not been approved, licensed, registered or certified for sale; and (5) classification by government agencies of the Company's independent distributors as employees of the Company.

In some markets, it is possible that improper product claims by independent Managers and Distributors could result in the Company's products being reviewed by regulatory authorities and, as a result, being classified or placed into another category as to which stricter regulations are applicable. In addition, the Company might be required to make labeling changes.

The Company is unable to predict the nature of any future regulations, nor can it predict what effect additional governmental regulations or administrative orders, when and if promulgated, would have on its business in the future. They could, however, require: (1) reformulation of some products not capable of being reformulated; (2) imposition of additional record keeping requirements; (3) expanded documentation of the properties of some products; (4) expanded or different labeling; (5) additional or different scientific substantiation regarding product ingredients, safety or usefulness; and/or (6) additional distributor compliance surveillance and enforcement action by the Company. Any or all of these requirements could have a material adverse effect on the Company's results of operations and financial condition.

In foreign markets, prior to commencing operations and prior to making or permitting sales of the Company's products in the market, the Company may be required to obtain an approval, license, registration or certification from the country's ministry of health or comparable agency. Prior to entering a new market in which a formal approval, license, registration or certificate is required, the Company works extensively with local authorities to obtain the requisite approvals. It must also comply with product labeling and packaging regulations that vary from country to country. Its failure to comply with these regulations can result in a product being removed from sale in a particular market, either temporarily or permanently.

#### *Direct Selling*

The Company's business practices and products are also regulated by the following United States governmental entities: the Federal Trade Commission ("FTC"), Consumer Product Safety Commission ("CPSC"), Department of Agriculture ("USDA") and Environmental Protection Agency ("EPA"). The Company's activities, including its direct selling distribution activities, are also regulated by various agencies of the states, localities and foreign countries in which its products are sold.

The FTC, which exercises jurisdiction over the advertising of all of the Company's products in the United States, has in the past several years instituted enforcement actions against several dietary supplement and food companies and against manufacturers of weight loss products generally for false and misleading advertising of some of their products. The FTC closely scrutinizes the use of testimonials, the role of expert endorsers and product clinical studies. The FTC has in recent years investigated and taken enforcement action against direct selling companies for misleading representations relating to the earnings potential of an independent distributor within a company's compensation plan, as well as appropriateness of the compensation plans themselves. For example, in 2015, the FTC initiated an enforcement action against a direct selling company, alleging an illegal business model and improper earnings claims, which the FTC and the direct selling company settled in September 2016, by entering into a stipulated order. In July 2016, the FTC entered into a settlement agreement with another direct selling company, which required the particular direct selling company to restructure its U.S. business operations to settle charges relating to deceptive advertising, misrepresentation and an illegal business model. The settlement of each of these cases required the direct selling company involved to, among other things, pay a significant fine, revise its compensation plan to comply with restrictions on how it can compensate its independent distributors and change its marketing practices to avoid misleading income, earning and other representations. The Company cannot be sure that the FTC, or comparable foreign agencies, will not question its advertising or other operations in the future.

#### *Transfer Pricing*

In many countries, including the United States, the Company is subject to transfer pricing and other tax regulations designed to ensure that appropriate levels of income are reported as earned by its U.S. or local entities and are taxed accordingly. In addition, the Company's operations are subject to regulations designed to ensure that appropriate levels of customs duties are assessed on the importation of its products.

Although the Company believes that it is in substantial compliance with all applicable regulations and restrictions, it is subject to the risk that governmental authorities could audit its transfer pricing and related practices and assert that additional taxes are owed.

In the event that the audits or assessments are concluded adversely to the Company, it may or may not be able to offset or mitigate the consolidated effect of foreign income tax assessments through the use of U.S. foreign tax credits. Because the laws and regulations governing U.S. foreign tax credits are complex and subject to periodic legislative amendment, the Company cannot be sure that it would in fact be able to take advantage of any foreign tax credits in the future.

### *Other Regulations*

The Company is also subject to a variety of other regulations in various foreign markets, including regulations pertaining to social security assessments, employment and severance pay requirements, import/export regulations and antitrust issues. As an example, in many markets, the Company is substantially restricted in the amount and types of rules and termination criteria that it can impose on its independent distributors without having to pay social security assessments on behalf of the independent distributors and without incurring severance obligations to terminated independent distributors. In some countries, the Company may be subject to these obligations in any event.

The Company's failure to comply with these regulations could have a material adverse effect on its business in a particular market or in general. Assertions that the Company failed to comply with regulations or the effect of adverse regulations in one market could adversely affect it in other markets as well, by causing increased regulatory scrutiny in those other markets or as a result of the negative publicity generated in those other markets.

### *Compliance*

In order to comply with regulations that apply to both the Company and its independent distributors, the Company conducts considerable research into the applicable regulatory framework prior to entering any new market to identify all necessary licenses, registrations and approvals and applicable limitations on the Company's operations in that market. Typically, it conducts this research with the assistance of local legal counsel and other representatives. The Company devotes substantial resources to obtaining the necessary licenses, registrations and approvals and bringing its operations into compliance with the applicable limitations. It also researches laws applicable to independent distributor operations and revises or alters its distributor manuals and other training materials and programs to provide independent distributors with guidelines for operating a business, selling and distributing its products and similar matters, as required by applicable regulations in each market. The Company is unable to monitor its independent distributors effectively to ensure that they refrain from distributing its products in countries where it has not commenced operations.

In addition, regulations in existing and new markets often are ambiguous and subject to considerable interpretive and enforcement discretion by the responsible regulators. Moreover, even when the Company believes that it and its independent Distributors are initially in compliance with all applicable regulations, new regulations regularly are being added and the interpretation of existing regulations is subject to change. Further, the content and impact of regulations to which the Company is subject may be influenced by public attention directed at it, its products or its direct selling program, so that extensive adverse publicity about the Company's products or its direct selling program may result in increased regulatory scrutiny.

It is an ongoing part of the Company's business to anticipate and respond to new and changing regulations and to make corresponding changes in its operations to the extent practicable. Although the Company devotes considerable resources to maintaining its compliance with regulatory constraints in each of its markets, it cannot be sure that (1) it would be found to be in full compliance with applicable regulations in all of its markets at any given time or (2) the regulatory authorities in one or more markets will not assert, either retroactively or prospectively or both, that its operations are not in full compliance. These assertions or the effect of adverse regulations in one market could negatively affect the Company in other markets as well, by causing increased regulatory scrutiny in those other markets or as a result of the negative publicity generated in those other markets. These assertions could have a material adverse effect on the Company in a particular market or in general. Furthermore, depending upon the severity of regulatory changes in a particular market and the changes in the Company's operations that would be necessitated to maintain compliance, these changes could result in the Company experiencing a material reduction in sales in the market or determining to exit the market altogether. In this event, the Company would attempt to devote the resources previously devoted to such market to a new market or markets or other existing markets. However, the Company cannot be sure that this transition would not have a material adverse effect on its business and results of operations either in the short or long-term.

To further mitigate any compliance risk, a Compliance Committee of the Board of Directors (the "Compliance Committee") was created in 2014. The purpose of the Compliance Committee is to oversee the Company's efforts with respect to operational compliance. "Operational Compliance" is defined by the Compliance Committee's charter to include: distributor compliance and direct selling best practices; employee compliance, including code of conduct and other mandated trainings; product and product distribution regulatory compliance, including adherence to FTC, FDA and other similar regulatory bodies' mandates; compliance with data protection regulations; and non-financial, whistleblower reports. For avoidance of doubt, "Operational Compliance" does not include adherence to the U.S. Foreign Corrupt Practices Act (the "FCPA"), which is the responsibility of the audit committee.

## International Operations

A significant portion of the Company's net sales are generated within the United States, which represented 41.2 percent, 43.4 percent and 45.4 percent of net sales in 2017, 2016, and 2015, respectively. The Company's second largest market, South Korea, represented 15.2 percent, 16.9 percent and 14.9 percent of net sales in 2017, 2016, and 2015, respectively. Outside of the United States and South Korea, no one country accounted for 10.0 percent or more of net sales in any year in the last three years. A breakdown of net sales by region in 2017, 2016, and 2015, is set forth below.

(Dollar amounts in thousands)							
Year Ended December 31,	2017		2016		2015		
Net Sales:							
North America	\$	151,380	44.2%	\$	168,883	49.5%	\$ 171,486 52.8%
Europe		55,719	16.3		50,299	14.7	53,237 16.4
Asia Pacific		109,318	32.0		98,585	28.9	76,482 23.6
Central & South America		25,612	7.5		23,392	6.9	23,500 7.2
	\$	342,029	100.0%	\$	341,159	100.0%	\$ 324,705 100.0%

The Company's international operations are conducted in a manner that it believe is comparable with its U.S. operations; however, in order to conform to local variations, economic realities, market customs, consumer habits and regulatory environments, differences often exist in the products that the Company sells and in its distribution and selling programs.

The Company's international operations are subject to many of the same risks faced by its U.S. operations, including competition and local economic and political conditions. In addition, its international operations are subject to certain risks inherent in doing business abroad, including foreign regulatory restrictions, fluctuations in monetary exchange rates, import-export controls, effective management and support services by contracted third-parties and the economic and political policies of foreign governments. The significance of these risks will increase if the Company grows its international operations.

## Employees

The Company employed 911 individuals as of December 31, 2017. The Company believes that its relations with its employees are satisfactory.

## Available Information

The Company's principal executive office is located at 2500 West Executive Parkway, Suite 100, Lehi, Utah 84043. Its telephone number is (801) 341-7900 and its Internet website address is [www.natr.com](http://www.natr.com). The Company makes available free of charge on its website its Annual Reports on Form 10-K, its Quarterly Reports on Form 10-Q, its Current Reports on Form 8-K, and amendments to those reports, filed or furnished pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") as soon as practicable after electronically filing these documents with, or furnish them to, the Securities and Exchange Commission (the "SEC"). The SEC also maintains an Internet website that contains reports, and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov). The Company also makes available free of charge on its website its Code of Conduct Policy and the charters of its Audit Committee, Governance Committee, Compensation Committee and Compliance Committee.

## Item 1A. Risk Factors

*You should carefully consider the following risks in evaluating the Company and its business. The risks described below are the risks that the Company currently believes are material to its business. However, additional risks not presently known to the Company, or risks that it currently believes are not material, may also impair its business operations. You should also refer to the other information set forth in this report, including the information set forth in "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" as well as the Company's consolidated financial statements and the related notes. The Company's business prospects, financial condition or results of operations could be adversely affected by any of the following risks. If the Company is adversely affected by such risks, then the market price of its common stock could decline.*

***Laws and regulations regarding direct selling may prohibit or restrict the Company's ability to sell its products in some markets or require the Company to make changes to its business model in some markets.***

Direct selling companies are subject to laws and regulations by various government agencies throughout the world. These laws and regulations are generally intended to prevent fraudulent or deceptive practices and to ensure that sales are made to consumers of the products, and that compensation, recognition and advancement within the selling organization are based primarily upon sales of the products. For example, regulations in some countries in which the Company operates, including South Korea and China, limit the amount of compensation the Company can pay to its independent distributors. Failure to comply with these laws and regulations could result in significant penalties, which could have a material adverse effect on the Company's results of operations and financial condition. Violations could result from misconduct by an independent distributor, ambiguity in statutes, changes or new laws and regulations affecting the Company's business and court-related decisions.

The Company may be restricted or prohibited from using direct selling activities in some foreign countries, or the Company may be required to undertake lengthy and costly application processes to obtain a direct selling license to engage in direct selling activities. For example, the Company was required to undertake a lengthy and costly application process to obtain a direct selling license in China, which it obtained in the second quarter of 2017, and may be required to undertake similarly lengthy and costly application processes to obtain additional licenses and permits in order to expand its business in China.

The FTC in the United States, and similar government agencies in foreign jurisdictions, periodically investigate and bring enforcement actions against direct selling companies. Direct selling companies that have been the subject of an FTC enforcement action have generally been required to make significant changes to their business model and pay significant monetary fines. Being the target of an investigation or enforcement action by the FTC in the United States, or a similar government agency in a foreign jurisdiction, could have a material adverse effect on the Company's results of operations and financial condition.

***The Company's products, business practices and manufacturing activities are subject to extensive government regulations and could be subject to additional laws and regulations.***

The formulation, manufacturing, packaging, labeling, advertising, distribution and sales of each of the Company's major product groups are subject to regulation by numerous domestic and foreign governmental agencies and authorities. In the U.S., these governmental agencies and authorities include the FDA, the FTC, the CPSC, the EPA, the USDA and state regulatory agencies. Generally, each international market in which the Company operates has regulatory agencies similar to the regulatory agencies in the U.S. In addition, each State in the United States has an attorney general who is responsible for enforcing the laws of that State. Some states' Attorneys General have demonstrated a focus on the manufacture and sale of various dietary supplements. As a result of such focus, a states' Attorneys General could seek to take actions against the Company or other industry participants or amend applicable regulations in their State, which could have a material adverse effect on the Company's results of operations and financial condition by causing the Company to incur additional costs to comply or cease selling one or more of its products. As the primary manufacturer of its own products, the Company is subject to FDA regulations on Good Manufacturing Practices (GMP), which require the Company to maintain good manufacturing processes, including ingredient identification, manufacturing controls and record keeping.

Ingredient identification requirements, which require the Company to confirm the levels, identity and potency of ingredients listed on its product labels within a narrow range, are particularly burdensome and difficult for the Company with respect to its product formulations, which contain many different ingredients. Compliance with these regulations has increased and may further increase the cost of manufacturing the Company's products. The Company's results of operations and financial condition could be materially adversely affected if a regulatory authority makes a determination that the Company is not in compliance with ingredient identification requirements. A finding of noncompliance may result in administrative warnings, penalties or actions impacting the Company's ability to continue selling certain products. Failure to comply with ingredient identification requirements could also lead to private class action lawsuits which would be costly, disruptive and could have a material adverse effect on the Company's results of operations and financial condition.

In the future, the Company may be subject to additional laws or regulations administered by the FDA or other federal, state, local or foreign regulatory authorities, the repeal or amendment of laws or regulations which it considers favorable and/or more stringent interpretations of current laws or regulations. The Company can neither predict the nature of such future laws, regulations, interpretations or applications, nor what effect additional governmental regulations or administrative orders, when and if promulgated, would have on its business. They could, however, require reformulation of certain products to meet new standards, recall or discontinuance of certain products not able to be reformulated, imposition of additional record-keeping requirements, expanded documentation of the properties of certain products and expanded or altered labeling and/or scientific substantiation. Any or all such requirements could increase the Company's costs of operating the business and have a material adverse effect on the Company's results of operations and financial condition.

The FTC, which exercises jurisdiction over the advertising of all of the Company's products in the United States, has in the past instituted enforcement actions against dietary supplement and food companies and against manufacturers of weight loss products generally for false and misleading advertising of some of their products. The FTC from time to time has initiated investigations and enforcement actions against direct selling companies the FTC alleged made misleading representations relating to the earnings potential of an independent distributor within a company's compensation plan. There is a degree of subjectivity in determining whether an earnings claim is improper or misleading. Recently, private watchdog groups have increased their attention on companies in the dietary supplement and direct selling industries with allegations of false or misleading product and earning claims. The goal of such private watchdog groups is to get the FTC to take enforcement action against practices they believe are illegal. The Company cannot be sure that the FTC, or comparable foreign agencies, will not question its advertising claims, or advertising claims made by the Company's independent distributors, in the future. Additionally, plaintiffs' lawyers have filed class action lawsuits against some of the Company's competitors, which are often expensive to defend against. An enforcement action brought by a government agency, like the FTC in the United States, or a class action lawsuit, could adversely affect the Company's reputation and potentially result in significant penalties and costs, either of which could have a material adverse effect on the Company's results of operations and financial condition.

***The Company's direct selling system could be challenged in one or more countries in which it does business.***

Legal and regulatory requirements concerning the direct selling industry generally do not include "bright line" rules and are inherently fact-based and subject to interpretation. As a result, regulators and courts often have discretion in their application of these laws and regulations, and the enforcement or interpretation of these laws and regulations by government agencies or courts can change from time to time. The Company periodically becomes aware of investigations and enforcement actions against other companies in the direct selling industry. An adverse ruling in an investigation or enforcement action involving a direct selling company could have a material adverse effect on the Company's results of operations and financial condition if direct selling laws or anti-pyramid laws are interpreted more narrowly or in a manner that results in significant, additional burdens or restrictions on direct selling companies.

The Company could also be subject to challenges by private parties in civil actions, including class action cases brought by plaintiffs' lawyers. From time to time, the Company becomes aware of civil class actions brought against its competitors in the United States, which have and may in the future result in adverse judgments and significant settlements. A civil class action lawsuit brought against the Company could have a material adverse effect on the Company's results of operations and financial condition if it results in an adverse judgment or a significant settlement.

Government regulations in China are particularly demanding and the Chinese regulatory authorities exercise board discretion in interpreting and apply regulations. As a result, the model the Company created specifically for China may not continue to be deemed compliant by national or local Chinese regulatory authorities if applicable regulations, or their interpretations, evolve in a manner that is adverse to the Company and its business model in China. In the past, the Chinese government has taken serious action against companies that it believed were engaging in activities they regarded to be in violation of applicable law, including shutting down their businesses and imposing substantial fines. There can be no guarantee that the Chinese government's current or future interpretation and application of the existing and new regulations will not negatively impact the Company's business.



in China, result in regulatory investigations or lead to fines or penalties, any of which could have a material adverse effect on the Company's results of operations and financial condition.

***The Company is subject to anti-bribery laws, including the U.S. Foreign Corrupt Practices Act ("FCPA").***

The Company is subject to anti-bribery laws, including the FCPA, which generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business as well as requiring companies and their intermediaries to maintain accurate books and records. In recent years there has been a substantial increase in anti-bribery law enforcement activity by the Department of Justice ("DOJ") and the SEC relating to business operations within certain countries in which the Company operates, including China. For example, in 2017, a U.S. based direct selling company announced that it was the target of an investigation being conducted by the SEC to determine whether certain activities related to the direct selling company's operations in China violated the FCPA. Also in 2017, another U.S. based direct selling company announced that it had initiated a voluntary probe of its operations in China to determine if violations of the FCPA had occurred.

The Company's policies mandate compliance with anti-bribery laws by its employees and agents, including the requirements to maintain accurate information and internal controls. However, the Company may be liable for actions of its employees and agents, even if such actions are inconsistent with the Company's policies. Being subject to an investigation by the DOJ or the SEC for an alleged violation of the FCPA could cause the Company to incur significant expenses and distractions that could adversely affect its business. Violations of the FCPA, or a similar anti-bribery law, may result in criminal or civil sanctions, including contract cancellations or debarment, and loss of reputation, which could have a material adverse effect on the Company's results of operations and financial condition.

***The Company may be unable to attract and retain independent distributors.***

As a direct selling company, the Company relies on its independent distributors to market and sell its products. Many independent distributors sell the Company's products on a part-time basis to friends or associates or use the products for themselves. The Company's independent distributors may terminate their service at any time, and, like most direct selling companies, the Company experiences high turnover among its independent distributors from year to year. As a result, the Company needs to retain existing independent distributors and continue to attract additional independent distributors to maintain and/or increase sales in the future.

Many factors affect the Company's ability to attract and retain independent distributors, including:

- publicity regarding the Company, its products, its distribution channels or its competitors;
- on-going motivation of the Company's independent distributors;
- the public's perceptions about the value and efficacy of the Company's products;
- the public's perceptions and acceptance of direct selling;
- general and economic business conditions;
- government regulations;
- the Company's compensation arrangements, including any changes thereto, training and support for its independent distributors; and
- competition in attracting and retaining independent distributors.

The Company's results of operations and financial condition could be materially adversely affected if the Company's independent distributors are unable to maintain their current levels of productivity or if the Company is unable to retain existing independent distributors and attract additional independent distributors in sufficient numbers to sustain future growth or to maintain present sales levels.

The Company's independent distributors are often motivated by the potential to build a sales network in geographic areas in which they do not reside. However, from time to time, the Company makes a decision to cease operations in a geographic area, which may cause independent distributors residing in a different geographic area to cease doing business with the Company because they can no longer maintain or build a sales network in the geographic area in which the Company ceased operating.



***The loss of key independent distributors who have a significant sales networks could have a material adverse effect on the Company's results of operations and financial condition.***

A significant amount of the Company's net sales, in some of its markets, is dependent on only a few independent distributors and their extensive sales networks. The loss or inactivity of one of these independent distributors who, together with their extensive sales network, generate a significant amount of the Company's net sales could have a material adverse effect on the Company's results of operations and financial condition.

***The Company's expansion in China is subject to risks associated with operating a joint venture.***

On August 25, 2014, the Company completed a transaction with Shanghai Fosun Pharmaceutical (Group) Co., Ltd. ("Fosun Pharma"), which created a joint venture owned 80 percent by the Company and 20 percent by a wholly-owned subsidiary of Fosun Pharma. Effective operation of the joint venture depends on good relations between the Company and Fosun Pharma, active synergies between the two companies and positive legal and regulatory recognition of the joint venture. Any disruption in relations, inability to work efficiently or disadvantageous treatment of the joint venture by the Chinese or other authorities could have a material adverse effect on the Company's results of operations and financial condition.

***Difficulties in registering the Company's products for sale in Mainland China could have a material adverse effect on the Company's results of operations and financial condition.***

The Company's registration of its products for sale in China is extremely time intensive. The requirements for obtaining product registrations and/or licenses involve extended periods of time that may delay the Company from offering products for sale or prevent it from launching new product initiatives in China on the same timelines as other markets around the world. For example, products marketed in China as "health foods" or for which certain claims are used are subject to "blue cap" or "blue hat" registrations, which involve extensive laboratory and clinical analysis by governmental authorities. This registration process can take anywhere from 18 months to 3 years, but may be substantially longer. The Company currently intends to market both "health foods" and "general foods" in China. There is risk associated with the common practice in China of marketing a product as a "general food" while seeking "health food" classification. If government officials feel the categorization of products is inconsistent with product claims, ingredients or function, this could end or limit the Company's ability to market such products in China and have a material adverse effect on the Company's results of operations and financial condition.

***Cyber security risks and the failure to maintain the integrity of data could expose the Company to data loss, litigation and liability, which could adversely affect the Company's results of operations and financial condition.***

The Company collects and retains large volumes of data from employees and independent distributors, including credit card numbers and other personally identifiable information, for business purposes, including for transactional and promotional purposes, and its various information technology systems enter, process, summarize and report such data. The integrity and protection of this data is critical to the Company's business. The Company is subject to significant security and privacy regulations, as well as requirements imposed by the credit card industry. Maintaining compliance with these evolving regulations and requirements could be difficult and may increase the Company's expenses. In addition, a penetrated or compromised data system or the intentional, inadvertent or negligent release or disclosure of data could result in theft, loss or fraudulent or unlawful use of company, employee, distributor or guest data which could adversely affect the Company's reputation, disrupt its operations, or result in remedial and other costs, fines or lawsuits, which could have a material adverse effect on the Company's results of operations and financial condition.

***System failures could adversely affect the Company's results of operations and financial condition.***

Like many companies, the Company's business is highly dependent upon its information technology infrastructure (websites, accounting and manufacturing applications, and product and customer information databases) to manage effectively and efficiently the Company's operations, including order entry, customer billing, accurately tracking purchases and volume incentives and managing accounting, finance and manufacturing operations. The occurrences of natural disasters, security breaches or other unanticipated problems could result in interruptions in the Company's day-to-day operations that could adversely affect its business. A long-term failure or

impairment of any of the Company's information systems could have a material adverse effect on its results of operations and financial condition.

For example, beginning in 2013, the Company began to significantly invest in its information technology systems. Included in this plan is the implementation of an Oracle ERP software to provide the Company with an integrated financial, manufacturing and reporting solution. The Company began the initial deployment of the Oracle ERP system on April 2, 2017, for the Company's NSP Americas segment as well as other corporate operations. The implementation of the Oracle ERP system negatively impacted the Company's net sales and profitability during the year ended December 31, 2017, primarily by causing wait times for calls into the Company's call center to be longer than usual and by causing difficulties within the Company's on-line product ordering system. These disruptions led to increased levels of customer and distributor attrition.

***Currency exchange rate fluctuations could adversely affect the Company's results of operation and financial condition.***

In 2017, the Company recognized approximately 58.8 percent of its net sales in markets outside the United States, the majority of which was recognized in each market's respective local currency. The Company purchases inventory primarily in the United States in U.S. dollars. In preparing its financial statements, the Company translates net sales and expenses in foreign countries from their local currencies into U.S. dollars using average exchange rates. Because a majority of its sales are in foreign countries, exchange rate fluctuations may have a significant effect on its net sales and earnings. The Company's reported earnings have in the past been, and are likely to continue to be, significantly affected by fluctuations in currency exchange rates, with net sales and earnings generally increasing with a weaker U.S. dollar and decreasing with a strengthening U.S. dollar.

***The Company could incur obligations resulting from the activities of its independent distributors.***

The Company sells its products worldwide to a sales force of independent distributors who use the products themselves or resell them to customers. Independent distributors are not employees and operate their own business separate and apart from the Company, and the Company may not be able to control aspects of their activities that may impact the Company's business. If local laws and regulations, or the interpretation of local laws and regulations, change and require the Company to treat its independent distributors as employees, or if its independent distributors are deemed by local regulatory authorities in one or more of the jurisdictions in which the Company operates to be its employees rather than independent contractors under existing laws and interpretations, the Company may be held responsible for a variety of obligations that are imposed upon employers relating to their employees, including employment related taxes and penalties, which could have a material adverse effect on the Company's results of operations and financial condition. The Company's independent distributors also operate in jurisdictions where local legislation and governmental agencies require it to collect and remit taxes such as sales tax or value-added taxes. In addition, there is the possibility that some jurisdictions could seek to hold the Company responsible for false product or income related claims or the actions of an independent distributor. If the Company was found to be responsible for any of these issues related to its independent distributors, it could have a material adverse effect on the Company's results of operations and financial condition.

***If the Company's independent distributors fail to comply with advertising laws, it could adversely affect the Company's results of operations and financial condition.***

The advertisement of the Company's products is subject to extensive regulations in most of the markets in which the Company does business, including the United States. The Company's independent distributors may fail to comply with such regulations governing the advertising of the Company's products or business opportunity. In the U.S., the Company's products are sold principally as dietary supplements and cosmetics and are subject to rigorous FDA regulations limiting the types of therapeutic claims that can be made relating to the products. The treatment or cure of disease, for example, is not a permitted claim for the Company's products. In the U.S., the FTC is responsible for providing consumer protection by, among other things, investigating and initiating enforcement actions against business practices it deems deceptive or fraudulent. The FTC has in recent years investigated and initiated enforcement actions against direct selling companies for misleading representations relating to the earnings potential of an independent distributor within a company's compensation plan. Recently, private watchdog groups have increased their scrutiny of companies in the dietary supplement and direct selling industries with allegations of

false or misleading product and earnings claims. The goal of such private watchdog groups is to get the FTC to take enforcement action against business practices they believe are illegal. Despite the Company's efforts to train its independent distributors and its attempts to monitor its independent distributors' marketing materials, the Company cannot ensure that all such materials comply with applicable regulations, including bans on therapeutic claims and earning claims. If the Company's independent distributors fail to comply with these restrictions, then the Company and its independent distributors could be subjected to claims of false advertising, misrepresentation, significant financial penalties, costly mandatory product recalls and relabeling requirements, any of which could have a material adverse effect on the Company's results of operations and financial condition.

***The Company may be adversely affected by changes to its independent distributor compensation plans.***

The Company modifies components of its compensation plans from time to time to keep its compensation plans competitive and attractive to existing and potential independent distributors, to address changing market dynamics, to provide incentives to its independent distributors that the Company believes will help grow its business, to conform to local regulations and to address other business needs. It is difficult to predict how such changes will be viewed by the Company's independent distributors and whether such changes will achieve their desired results. Such changes could result in unintended or unforeseen negative economic and non-economic consequences to the Company's business, such as higher than anticipated costs or difficulty in attracting and retaining independent distributors, either of which could have a material adverse effect on the Company's results of operations and financial condition.

***Geopolitical issues, conflicts and other global events could adversely affect the Company's results of operations and financial condition.***

Because a substantial portion of the Company's business is conducted outside of the United States, its business is subject to global political issues and conflicts. Such political issues and conflicts could have a material adverse effect on the Company's results of operations and financial condition if they escalate in areas in which the Company does business. In addition, changes in and adverse actions by governments in foreign markets in which the Company does business could have a material adverse effect on the Company's results of operations and financial condition.

***Difficult economic conditions could adversely affect the Company's results of operations and financial condition.***

Consumer spending habits, including spending for the Company's products, are affected by, among other things, prevailing economic conditions, levels of employment, fuel prices, salaries and wages, the availability of consumer credit, consumer confidence and consumer perception of economic conditions. Economic slowdowns in the markets in which the Company does business may adversely affect consumer spending habits and demand for the Company's products, which may result in lower net sales in future periods. A prolonged global or regional economic downturn could have a material adverse effect on the Company's results of operations and financial condition.

***The Company's manufacturing activity is subject to certain risks.***

The Company manufactures a significant portion of the products sold at its manufacturing facility located in Spanish Fork, Utah. As a result, the Company is dependent upon the uninterrupted and efficient operation of its manufacturing facility in Spanish Fork and its distribution facilities throughout the country. The Company's manufacturing facilities and distribution facilities are subject to the risk of catastrophic loss due to, among other things, earthquake, fire, flood, terrorism or other natural or man-made disasters, as well as occurrence of significant equipment failures. If any of these facilities were to experience a catastrophic loss, it would be expected to disrupt the Company's operations and could have a material adverse effect on the Company's results of operations and financial condition.

As the primary manufacturer of its own products, the Company is subject to FDA regulations on GMPs, which require the Company to maintain good manufacturing processes, including ingredient identification, manufacturing controls and record keeping. Compliance with these regulations has increased and may further increase the cost of manufacturing the Company's products. The Company's results of operations and financial condition could be materially adversely affected if regulatory authorities make determinations that the Company is

not in compliance with FDA regulations on GMPs. A finding of noncompliance may result in administrative warnings, penalties or actions impacting the Company's ability to continue selling certain products, which could have a material adverse effect on the Company's results of operations and financial condition.

In addition, the Company contracts with third-party manufacturers to produce some of its vitamins, mineral and other nutritional supplements, personal care products and certain other miscellaneous products in accordance with the Company's specifications and standards. These contract manufacturers are subject to the same risks as the Company's manufacturing facility as noted above. In addition, while the Company has implemented stringent quality control procedures to verify that its contract manufacturers comply with its specifications and standards, the Company does not have full control over their manufacturing activities. Significant delays and defects in the Company's products resulting from the activities of its contract manufacturers may have a material adverse effect on the Company's results of operations and financial condition.

***Taxation and transfer pricing could adversely affect the Company's results of operations and financial condition.***

The Company is subject to foreign tax and intercompany pricing laws, including those relating to the flow of funds between the U.S. parent company and its foreign subsidiaries. These pricing laws are designed to ensure that appropriate levels of income and expense are reported by its U.S. and foreign entities, and that they are taxed appropriately. Regulators in the United States and in foreign markets closely monitor the Company's corporate structures, intercompany transactions, and how it effectuates intercompany fund transfers. The Company's effective tax rate could increase and its results of operations and financial condition could be materially adversely affected if regulators challenge the Company's corporate structures, transfer pricing methodologies or intercompany transfers. The Company is eligible to receive foreign tax credits in the United States for certain foreign taxes actually paid abroad. In the event any audits or assessments are concluded adversely to the Company, it may not be able to offset the consolidated effect of foreign income tax assessments through the use of U.S. foreign tax credits. Because the laws and regulations governing U.S. foreign tax credits are complex and subject to periodic legislative amendment, the Company may not be able to take advantage of any foreign tax credits in the future. In addition, changes in the amount of the Company's total and foreign source taxable income may also limit the Company's ability to take advantage of any foreign tax credits in the future. The various customs, exchange control and transfer pricing laws are continually changing, and are subject to the interpretation of governmental agencies.

The Company collects and remits value-added taxes and sales taxes in jurisdictions and states in which it has determined that nexus exists. Other states may claim, from time to time, that the Company has state-related activities constituting a sufficient nexus to require the Company to collect and remit value-added taxes and sales taxes in their state, which would increase the Company's tax liability.

Despite the Company's efforts to be aware of and to comply with such laws and changes to the interpretations thereof, it may not be able to continue to operate in compliance with such laws. The Company may need to adjust its operating procedures in response to these interpretational changes, and such changes could have a material adverse effect on its results of operations and financial condition.

***Comprehensive tax reform in the United States could adversely affect the Company's business and financial condition.***

In December 2017, the Tax Cuts and Jobs Act (the "Tax Reform Act") was enacted in the United States. The Tax Reform Act contains significant changes to corporate taxation, including reduction of the U.S. corporate tax rate from 35% to 21%, elimination of U.S. tax on foreign earnings (subject to certain important exceptions), one-time taxation of offshore earnings at reduced rates regardless of whether they are repatriated, limitation of the tax deduction for interest expense, immediate deductions for certain new investments instead of deductions for depreciation expense over time, and modifying or repealing many business deductions and credits.

Notwithstanding the reduction in the corporate income tax rate, the overall impact of the Tax Reform Act is uncertain, and the Company's business and financial condition could be adversely affected. This annual report does not discuss the Tax Reform Act in depth or the manner in which it might affect holders of the Company's common stock. The Company urges stockholders to consult with their legal and tax advisors with respect to the Tax Reform Act and the potential tax consequences of investing in the Company's common stock.

***Availability and integrity of raw materials could become compromised.***

The Company acquires all of its raw materials for the manufacture of its products from third-party suppliers. If the Company loses a significant supplier and experience difficulties in finding or transitioning to an alternative supplier, the Company could experience shortages or product back orders, which could have a material adverse effect on the Company's results of operations and financial condition. Suppliers may be unable to provide the Company with the raw materials in the quantities and at the appropriate quality that it requires or at a price the Company is willing to pay. The Company could incur delays caused by an interruption in the production of these materials including weather, crop conditions, climate change, transportation interruptions and natural disasters or other catastrophic events outside of the control of the Company and its suppliers.

Occasionally, the Company's suppliers have experienced production difficulties with respect to its products, including the delivery of materials or products that do not meet the Company's quality control standards. These quality problems could have a material adverse effect on the Company's results of operations and financial condition.

***The Company's business is involved in an industry with intense competition.***

The Company operates in an industry with numerous manufacturers, distributors and retailers of nutritional products. The market for these products is intensely competitive. Many of the Company's competitors are significantly larger, have greater financial resources, and have better name recognition than the Company. The Company also relies on independent distributors to market and sell its products through direct selling techniques, as well as sponsoring other independent distributors. The Company competes with other direct selling companies to retain existing independent distributors and attract new independent distributors. In addition, the Company currently does not have significant patent or other proprietary protection, and competitors may introduce products with the same or similar ingredients that the Company uses in its products. As a result, the Company may have difficulty differentiating its products from its competitors' products and other competing products that enter the nutritional market. Increased competition could have a material adverse effect on the Company's results of operations and financial condition.

***The Company's business is subject to the effects of adverse publicity and negative public perception.***

The Company's ability to attract and retain independent distributors, as well as its ability to maintain or grow sales in the future, may be affected by adverse publicity or negative public perception with regard to its industry, its competition, its direct selling model, the quality or efficacy of nutritional product supplements and ingredients, and its business generally, which could have a material adverse effect on the Company's financial condition and results of operations.

***Product liability claims could adversely affect the Company's business.***

As a manufacturer and distributor of products that are ingested, the Company could face product liability claims if, among other things, the use of its products is alleged to result in injury to a consumer. The Company carries product liability insurance coverage; however, such insurance may not be sufficient to cover one or more large claims or the insurer may successfully disclaim coverage as to a pending or future claim, which could have a material adverse effect on the Company's results of operations and financial condition.

***The Company's business is subject to intellectual property risks.***

Most of the Company's products are not protected by patents. Restrictive regulations governing the precise labeling of ingredients and percentages for nutritional supplements, the large number of manufacturers that produce products with many active ingredients in common and the rapid change and frequent reformulation of products generally make obtaining patent protection for the Company's products impractical. The Company has other intellectual property that it considers valuable, including trademarks for the Nature's Sunshine Products name and logo as well as the Synergy WorldWide name. The Company's efforts to protect its intellectual property may be unsuccessful and third parties may assert claims against the Company for infringement of intellectual property rights, which could result in the Company being required to obtain costly licenses for such rights, to pay royalties or

to terminate its manufacturing of infringing products, any or all of which could have a material adverse effect on the Company's results of operation and financial condition.

***Failure of third party support could adversely impact the Company's sales and profitability.***

The Company has contracted with third-parties in some of its markets to distribute its products and provide support services its independent distributors. The Company relies on these third parties to perform various required administrative functions in support of its independent distributors. Any failure of these third parties in this regard could result in the disruption of the Company's business in these markets and have a material adverse effect on the Company's results of operations and financial condition.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

The Company's corporate offices are located in Lehi, Utah, and consist of approximately 66,000 square feet. These facilities are leased from an unaffiliated third party through a lease agreement which expires in 2018. The Company's Synergy corporate offices are located in Pleasant Grove, Utah, and consist of approximately 21,000 square feet. The Company has entered into a new lease consisting of approximately 61,000 square feet in Lehi, Utah, and anticipates relocating its corporate offices and Synergy offices in 2018.

The Company's principal warehousing and manufacturing facilities are housed in a building consisting of approximately 270,000 square feet and located on approximately 10 acres in Spanish Fork, Utah. These facilities are owned by the Company and support all of its business segments.

The Company leases properties used primarily as distribution warehouses located in Georgia, Ohio, Texas and Utah, as well as offices and distribution warehouses in the majority of the countries in which it does business. During 2017, 2016 and 2015, the Company incurred lease expense of approximately \$7.4 million, \$6.6 million, and \$6.3 million, respectively.

The Company believes that its current facilities are adequate for its business operations.

**Item 3. Legal Proceedings**

The Company is party to various legal proceedings. Management cannot predict the ultimate outcome of these proceedings, individually or in the aggregate, or their resulting effect on the Company's business, financial position, results of operations or cash flows as litigation and related matters are subject to inherent uncertainties, and unfavorable rulings could occur. Were an unfavorable outcome to occur, there exists the possibility of a material adverse impact on the business, financial position, results of operations, or cash flows for the period in which the ruling occurs and/or future periods. The Company maintains product liability, general liability and excess liability insurance coverage. However, no assurances can be given that such insurance will continue to be available at an acceptable cost to the Company, that such coverage will be sufficient to cover one or more large claims, or that the insurers will not successfully disclaim coverage as to a pending or future claim.

**Item 4. Mine Safety Disclosures**

Not applicable.

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**PART II****Item 5. Market for Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities****Market and Share Prices**

The Company's common stock is traded on the NASDAQ Global Market (symbol “NATR”).

The following table summarizes the quarterly high and low market prices of the Company's common stock for the years ended December 31, 2017 and 2016:

	<b>Market Prices</b>	
	<b>High</b>	<b>Low</b>
<b>2017</b>		
First Quarter	\$ 14.48	\$ 8.80
Second Quarter	\$ 13.55	\$ 8.40
Third Quarter	\$ 13.20	\$ 9.35
Fourth Quarter	\$ 12.80	\$ 8.70
	<b>Market Prices</b>	
	<b>High</b>	<b>Low</b>
<b>2016</b>		
First Quarter	\$ 10.30	\$ 7.15
Second Quarter	\$ 11.77	\$ 8.50
Third Quarter	\$ 16.05	\$ 9.48
Fourth Quarter	\$ 16.45	\$ 11.10

The approximate number of shareholders of record of the Company's common shares as of February 17, 2018, was 750. This number of holders of record does not represent the actual number of beneficial owners of the Company's common shares because shares are frequently held in “street name” by securities dealers and others for the benefit of individual owners who have the right to vote their shares.

**Recent Sales of Unregistered Securities**

None.

**Dividends**

There were 727 shareholders of record as of December 31, 2017.

The declaration of future dividends is subject to the discretion of the Company’s Board of Directors and will depend upon various factors, including the Company’s earnings, financial condition, restrictions imposed by any indebtedness that may be outstanding, cash requirements, future prospects and other factors deemed relevant by its Board of Directors.

On February 24, 2016, the Company announced a cash dividend of \$0.10 per common share, in an aggregate amount of \$1.9 million, that was paid on March 22, 2016, to shareholders of record on March 11, 2016. On May 10, 2016, the Company announced a cash dividend of \$0.10 per common share in an aggregate amount of \$1.9 million that was paid on June 6, 2016, to shareholders of record on May 25, 2016. On August 5, 2016, the Company announced a cash dividend of \$0.10 per common share, in an aggregate amount of \$1.9 million, that was paid on September 2, 2016, to shareholders of record on August 23, 2016. On November 2, 2016, the Company announced a cash dividend of \$0.10 per common share, in an aggregate amount of \$1.9 million, that was paid on December 5, 2016, to shareholders of record on November 23, 2016.

On March 7, 2017, the Company announced a cash dividend of \$0.10 per common share in the aggregate of \$1.8 million, which was paid on April 3, 2017, to shareholders of record as of March 22, 2017.

On May 10, 2017, the Company announced that its Board of Directors elected to suspend the payment of quarterly dividends. The Company's Board of Directors will periodically evaluate the Company’s dividend policy in the future. The declaration of future dividends is subject to the discretion of the Company’s Board of Directors and will depend upon various



factors, including the Company's earnings, financial condition, restrictions imposed by any indebtedness that may be outstanding, cash requirements, future prospects and other factors deemed relevant by the Company's Board of Directors.

### **Securities Authorized for Issuance Under Equity Compensation Plans**

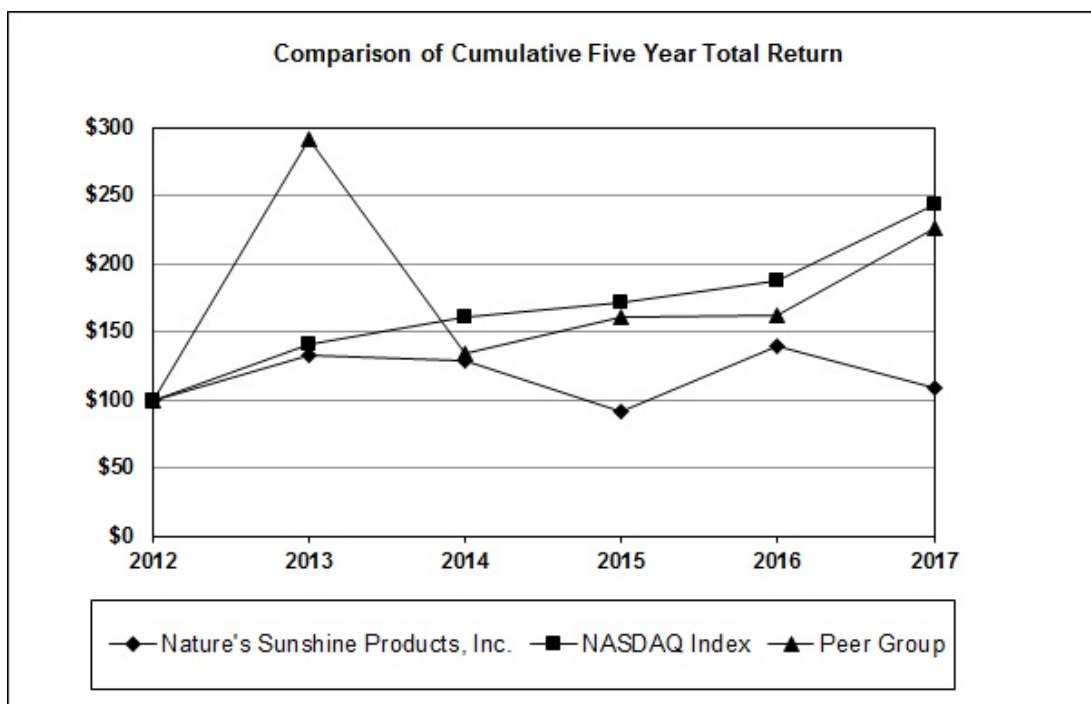
The following table contains information regarding the Company's equity compensation plans as of December 31, 2017:

Plan category	Number of securities to be issued upon exercise or vesting of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
<b>Equity compensation plans approved by security holders (1)</b>	2,118,129	\$ 12.06	923,410

- (1) Consists of two plans: The Nature's Sunshine Products, Inc. 2012 Stock Incentive Plan (the "2012 Incentive Plan"), and the Nature's Sunshine Products, Inc. 2009 Stock Incentive Plan (the "2009 Incentive Plan"). The 2012 Incentive Plan was approved by the Company's shareholders on August 1, 2012, and an amendment to the 2012 Incentive Plan was approved by the Company's shareholders on January 14, 2015, to increase the number of shares available for issuance under the 2012 Incentive Plan by 1,500,000. The 2009 Incentive Plan was approved by the Company's shareholders on November 6, 2009. The terms of these plans are summarized in Note 11, "Capital Transactions", of the Notes to Consolidated Financial Statements in Item 8, Part 2 of this report.

### **Performance Graph**

The graph below depicts the Company's common stock as an index, assuming \$100.00 was invested on December 31, 2012, along with the composite prices of companies listed on the NASDAQ Stock Market and the Company's peer group. Standard & Poor's Investment Services has provided this information. The comparisons in the graph are required by regulations of the SEC, and are not intended to forecast or be indicative of the possible future performance of the Company's common stock. The publicly-traded companies that comprise this peer group include Herbalife International, Ltd., NuSkin Enterprises, Inc. and USANA Health Sciences, Inc. The Company considers these companies to be its peer group as they have similar product lines and distribution techniques.



The material in this section captioned "Performance Graph" is being furnished and shall not be deemed "filed" with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that section, nor shall the material in this section be deemed to be incorporated by reference in any registration statement or other document filed with the SEC under the Securities Act of 1933, except to the extent the Company specifically and expressly incorporates it by reference into such filing.

	12/31/2012	12/31/2013	12/31/2014	12/31/2015	12/31/2016	12/31/2017
<b>Nature's Sunshine Products, Inc.</b>	\$ 100.00	\$ 132.97	\$ 128.68	\$ 90.73	\$ 139.18	\$ 108.24
<b>NASDAQ Index</b>	100.00	140.12	160.78	171.97	187.22	242.71
<b>Peer Group</b>	100.00	290.87	133.66	161.02	162.56	225.94

#### Item 6. Selected Financial Data

The selected financial data presented below is summarized from the Company's results of consolidated operations for each of the five years in the period ended December 31, 2017, as well as selected consolidated balance sheet data as of December 31, 2017, 2016, 2015, 2014, and 2013.

*(Dollar and Share Amounts in Thousands, Except for Per Share Information and Other Information)*

**Consolidated Statement of Operations Data**

	Year Ended December 31,				
	2017	2016	2015	2014	2013
Net sales	\$ 342,029	\$ 341,159	\$ 324,705	\$ 366,367	\$ 369,826
Cost of sales	(91,037)	(90,937)	(85,345)	(91,584)	(92,344)
Gross profit	250,992	250,222	239,360	274,783	277,482
Operating expenses:					
Volume incentives	119,970	119,910	117,786	135,808	135,516
Selling, general and administrative	129,635	120,273	107,702	119,927	118,383
Operating income	1,387	10,039	13,872	19,048	23,583
Other income (expense), net	1,835	(773)	(592)	(34)	1,993
Income before income taxes	3,222	9,266	13,280	19,014	25,576
Provision for income taxes	17,039	8,591	1,740	(743)	7,923
Net income (loss) from continuing operations	(13,817)	675	11,540	19,757	17,653
Income (loss) from discontinued operations	—	—	2,116	(9,957)	(44)
Net income (loss)	(13,817)	675	13,656	9,800	17,609
Loss attributable to noncontrolling interests	(875)	(1,464)	(1,031)	(219)	—
Net income (loss) attributable to common shareholders	\$ (12,942)	\$ 2,139	\$ 14,687	\$ 10,019	\$ 17,609

**Consolidated Balance Sheet Data**

	December 31,				
	2017	2016	2015	2014	2013
Cash and cash equivalents	\$ 42,910	\$ 32,284	\$ 41,420	\$ 58,699	\$ 77,247
Working capital	48,852	31,466	48,382	63,340	80,025
Inventories	44,047	47,597	38,495	40,438	41,910
Property, plant and equipment, net	69,106	73,272	68,728	51,343	32,022
Total assets	195,195	205,570	200,520	196,799	199,612
Long-term liabilities	21,806	10,137	11,119	9,933	25,784
Total shareholders' equity	119,732	132,398	136,265	128,957	105,259

**Summary Cash Flow Information**

	Year Ended December 31,				
	2017	2016	2015	2014	2013
Operating activities	\$ 10,524	\$ 3,417	\$ 10,162	\$ 14,182	\$ 29,378
Investing activities	(3,204)	(11,532)	(18,592)	(26,674)	(8,564)
Financing activities	1,573	(286)	(7,578)	(5,076)	(21,331)

## Common Share Summary

	Year Ended December 31,				
	2017	2016	2015	2014	2013
Cash dividends per share (1)	\$ 0.10	\$ 0.40	\$ 0.40	\$ 1.90	\$ 1.90
Basic and diluted earnings per share					
Basic weighted average number of shares	18,882	18,731	18,656	17,108	15,997
Diluted weighted average number of shares	18,882	19,056	19,177	17,641	16,390
Basic earnings (loss) per share attributable to common shareholders:					
Net income (loss) from continuing operations	\$ (0.69)	\$ 0.11	\$ 0.67	\$ 1.15	\$ 1.10
Income (loss) from discontinued operations	\$ —	\$ —	\$ 0.11	\$ (0.57)	\$ —
Net income (loss) attributable to common shareholders	\$ (0.69)	\$ 0.11	\$ 0.79	\$ 0.58	\$ 1.10
Diluted earnings (loss) per share attributable to common shareholders:					
Net income (loss) from continuing operations	\$ (0.69)	\$ 0.11	\$ 0.66	\$ 1.12	\$ 1.08
Income (loss) from discontinued operations	\$ —	\$ —	\$ 0.11	\$ (0.56)	\$ (0.01)
Net income (loss) attributable to common shareholders	\$ (0.69)	\$ 0.11	\$ 0.77	\$ 0.56	\$ 1.07

(1) — 2014 and 2013 include a special cash dividend of \$1.50 per share paid on September 19, 2014 and August 29, 2013, respectively.

## Other Information

	December 31,				
	2017	2016	2015	2014	2013
Square footage of property in use	690,716	689,945	703,696	754,548	771,439
Number of employees	911	972	901	964	1,010

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion highlights the principal factors that have affected the Company's financial condition, results of operations, liquidity and capital resources for the periods described. This discussion should be read in conjunction with the Company's consolidated financial statements and the related notes in Item 8 of this report. This discussion contains forward-looking statements. Please see "Cautionary Note Regarding Forward-Looking Statements" for the risks, uncertainties and assumptions associated with these forward-looking statements.

## OVERVIEW

### *The Company's Business, Industry and Target Market*

The Company is a natural health and wellness company primarily engaged in the manufacturing and direct selling of nutritional and personal care products. The Company has four business segments that are divided based on the different characteristics of their distributor and customer bases, distributor compensation plans and product formulations, as well as the internal organization of its officers and their responsibilities and business operations. Three business segments operate under the Nature's Sunshine Products brand (NSP Americas; NSP Russia, Central and Eastern Europe; and NSP China), and one business segment operates under the Synergy® WorldWide brand. The NSP Russia, Central and Eastern Europe segment also includes the Company's wholesale business, in which the Company sells its products to various locally-managed entities independent of the Company that the Company has granted distribution rights for the relevant market.

In the fourth quarter of 2017, the Company moved the reporting of its wholesale business, in which the Company sells its products to a locally managed entity independent of the Company that has distribution rights for the market, from the China

and New Markets segment to the NSP Russia, Central and Eastern Europe segment. The net sales and contribution margin for the years ended December 31, 2016 and 2015 were recast to reflect that change.

The Company's independent distributors market and sell the Company's products to customers and sponsor other independent distributors who also market the Company's products to customers. The Company's sales are highly dependent upon the number and productivity of its independent distributors. Growth in sales volume generally requires an increase in the productivity of the Company's independent distributors and/or growth in the total number of its independent distributors. The Company seeks to motivate and provide incentives to its independent distributors by offering high quality products and providing its independent distributors with product support, training seminars, sales conventions, travel programs and financial incentives.

In 2017, the Company experienced an increase in its consolidated net sales of 0.3 percent (and a decrease of 0.2 percent in local currencies) compared to 2016. NSP Russia, Central and Eastern Europe net sales increased approximately 7.3 percent compared to 2016. Synergy WorldWide net sales decreased approximately 0.8 percent compared to 2016 (or 1.7 percent in local currencies). NSP Americas net sales decreased approximately 5.6 percent compared to 2016 (or 5.7 percent in local currencies). NSP China net sales increased approximately 91.4 percent compared to 2016.

The Company made a significant investment in its information systems of approximately \$48.0 million as of December 31, 2017, and began the initial implementation of the Oracle ERP system on April 2, 2017, for the Company's NSP Americas segment as well as other corporate operations. The implementation of the Oracle ERP system negatively impacted net sales and profitability during 2017, primarily by causing wait times for calls into the Company's call center to be longer than usual and by causing difficulties within the Company's on-line product ordering system. While the Company has addressed these issues, customer attrition rates increased.

In absolute terms, selling, general and administrative expenses increased \$9.4 million during 2017, and increased as a percentage of net sales to 37.9 percent from 35.3 percent in 2016. The percentage increase was primarily the result of independent service fees in China, building the Company's China infrastructure, Oracle ERP depreciation and the reduction in internally capitalized costs related to Oracle.

The Company distributes its products to consumers through an independent sales force comprised of independent Managers and Distributors, many of whom also consume the Company's products. Typically a person who joins the Company's independent sales force begins as a Distributor. An independent Distributor may earn Manager status by attaining certain product sales levels. On a worldwide basis, active independent Managers were approximately 13,000 and 12,900 and active independent Distributors and customers were approximately 230,900 and 241,500 at December 31, 2017 and 2016, respectively.

As an international business, the Company has significant sales and costs denominated in currencies other than the U. S. Dollar. Sales in international markets in foreign currencies are expected to continue to represent a substantial portion of the Company's sales. Likewise, the Company expects its foreign markets with functional currencies other than the U.S. Dollar will continue to represent a substantial portion of its overall sales and related operating expenses. Accordingly, changes in foreign currency exchange rates could materially affect sales and costs or the comparability of sales and costs from period to period as a result of translating the market's financial statements into its reporting currency.

#### **Critical Accounting Policies and Estimates**

The Company's consolidated financial statements have been prepared in accordance with U.S. GAAP and form the basis for the following discussion and analysis on critical accounting policies and estimates. The preparation of these financial statements requires the Company to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On a regular basis, management evaluate its estimates and assumptions. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates and those differences could have a material effect on the Company's financial position and results of operations. Management has discussed the development, selection and disclosure of these estimates with the Board of Directors and its Audit Committee.

A summary of the Company's significant accounting policies is provided in Note 1 of the Notes to Consolidated Financial Statements in Item 8 of this report. Management believes the critical accounting policies and estimates described below reflect its more significant estimates and assumptions used in the preparation of the Company's consolidated financial

statements. The impact and any associated risks on the Company's business that are related to these policies are also discussed throughout this "Management's Discussion and Analysis of Financial Condition and Results of Operations" where such policies affect reported and expected financial results.

#### *Revenue Recognition*

Net sales and related volume incentive expenses are recorded when persuasive evidence of an arrangement exists, collectability is reasonably assured, the amount is fixed and determinable, and title and risk of loss have passed. The amount of the volume incentive is determined based upon the amount of qualifying purchases in a given month. Amounts received for undelivered merchandise are recorded as deferred revenue.

From time to time, the Company's U.S. operations extend short-term credit associated with product promotions. In addition, for certain of the Company's international operations, the Company offers credit terms consistent with industry standards within the country of operation. Payments to independent Managers and Distributors for sales incentives or rebates are recorded as a reduction of revenue. Payments for sales incentives and rebates are calculated monthly based upon qualifying sales. Membership fees are deferred and amortized as revenue over the life of the membership, primarily one year.

A reserve for product returns is recorded based upon historical experience. The Company allows independent Managers or Distributors to return the unused portion of products within ninety days of purchase if they are not satisfied with the product. In some of the Company's markets, the requirements to return product are more restrictive. Sales returns for the years 2017, 2016 and 2015, were \$1.6 million, \$1.4 million, and \$1.2 million, respectively.

#### *Accounts Receivable Allowances*

Accounts receivable have been reduced by an allowance for amounts that may be uncollectible in the future. This estimated allowance is based primarily on the aging category, historical trends and management's evaluation of the financial condition of the customer. This reserve is adjusted periodically as information about specific accounts becomes available.

#### *Inventories*

Inventories are adjusted to lower of cost and net realizable value, using the first-in, first-out method. The components of inventory cost include raw materials, labor and overhead. To estimate any necessary adjustments, various assumptions are made in regard to excess or slow-moving inventories, non-conforming inventories, expiration dates, current and future product demand, production planning and market conditions. If future demand and market conditions are less favorable than management's assumptions, additional inventory adjustments could be required.

#### *Self-Insurance Liabilities*

The Company self-insures for certain employee medical benefits. The recorded liabilities for self-insured risks are calculated using actuarial methods and are not discounted. The liabilities include amounts for actual claims and claims incurred but not reported. Actual experience, including claim frequency and severity as well as health care inflation, could result in actual liabilities being more or less than the amounts currently recorded. In 2017, the Company secured commercial insurance for product liability related claims.

#### *Property, Plant and Equipment*

Property, plant and equipment are recorded at cost less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. Estimated useful lives for buildings range from 20 to 50 years; building improvements range from 7 to 10 years; machinery and equipment range from 2 to 10 years; computer software and hardware range from 3 to 10 years; and furniture and fixtures range from 2 to 5 years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful lives of the related assets. Maintenance and repairs are expensed as incurred and major improvements are capitalized.

#### *Impairment of Long-Lived Assets*

The Company reviews its long-lived assets, such as property, plant and equipment and intangible assets for impairment when events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. It may use an estimate of future undiscounted net cash flows of the related assets or groups of assets over their remaining lives in measuring whether the assets are recoverable. An impairment loss is calculated by determining the difference between the carrying values

and the fair values of these assets. During the year ended December 31, 2016, the Company reclassified one of its properties in Utah as held-for-sale and recorded an impairment on the asset of \$0.2 million. During the year ended December 31, 2015, the Company received \$1.3 million in net proceeds from the sales of its fixed assets in Venezuela, which is included in the results from discontinued operations.

#### *Incentive Trip Accrual*

The Company accrues for expenses associated with its direct sales program, which rewards independent Managers and Distributors with paid attendance for incentive trips, including Company conventions and meetings. Expenses associated with incentive trips are accrued over qualification periods as they are earned. It specifically analyzes incentive trip accruals based on historical and current sales trends as well as contractual obligations when evaluating the adequacy of the incentive trip accrual. Actual results could generate liabilities more or less than the amounts recorded. The Company accrued incentive trip costs of approximately \$5.0 million and \$5.1 million at December 31, 2017 and 2016, respectively, which are included in accrued liabilities in the consolidated balance sheets.

#### *Contingencies*

The Company is involved in certain legal proceedings. When a loss is considered probable in connection with litigation or non-income tax contingencies and when such loss can be reasonably estimated, the Company records its best estimate within a range related to the contingency. If there is no best estimate, the Company records the minimum of the range. As additional information becomes available, the Company assesses the liability related to the contingency and revises the estimates. Revision in estimates of the liabilities could materially affect the Company's results of operations in the period of adjustment. The Company's contingencies are discussed in further detail in Note 14, "Commitments and Contingencies", of the Notes to Consolidated Financial Statements, in Item 8, Part 2 of this report.

#### *Income Taxes*

The Company's income tax expense, deferred tax assets and liabilities, and contingent reserves reflect management's best assessment of estimated future taxes to be paid. The Company is subject to income taxes in both the United States and numerous foreign jurisdictions. Significant judgments and estimates are required in determining the Company's consolidated income tax expense.

Deferred income taxes arise from temporary differences between the tax and financial statement recognition of revenue and expense. In evaluating the Company's ability to recover its deferred tax assets, management considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In projecting future taxable income, the Company develops assumptions including the amount of future state, federal and foreign pretax operating income, the reversal of temporary differences, and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income, and are consistent with the plans and estimates that the Company is using to manage the underlying businesses. Valuation allowances are recorded as reserves against net deferred tax assets by the Company when it is determined that net deferred tax assets are not likely to be realized in the foreseeable future. As of December 31, 2017 and 2016, the Company had recorded valuation allowances of \$24.0 million and \$11.3 million, respectively, as offsets to its deferred tax assets.

At December 31, 2017, foreign subsidiaries had unused operating loss carryovers for tax purposes of approximately \$13.8 million. The net operating losses will expire at various dates from 2018 through 2027, with the exception of those in some foreign jurisdictions where there is no expiration. As of December 31, 2017, the Company had approximately \$14.6 million of foreign tax and withholding credits. Of the \$14.6 million credits, \$14.2 million are foreign tax credits, most of which expire in 2024 and all of which are fully offset by a valuation allowance.

On December 22, 2017, the President of the United States signed into law the *Tax Cuts and Jobs Act (Tax Reform Act)*. The Tax Reform Act alters U.S. corporate income taxation in a number of significant ways including lowering the corporate income tax rate from 35% to 21%, implementing a quasi-territorial tax regime by providing a 100% Dividends Received Deduction ("DRD") of foreign dividends, imposing a one-time transition tax on deemed repatriated post-1986 undistributed earnings of foreign subsidiaries and revising or eliminating various tax deductions.

Accordingly, the U.S. deferred tax assets and liabilities have been re-measured based on the new, lower corporate income tax rate that will apply after December 31, 2017. Foreign deferred tax assets and liabilities were not impacted. Future changes in tax laws and rates could also affect recorded deferred tax assets and liabilities in later periods. Management is not

aware of any such additional changes that would have a material effect on the Company's results of operations, cash flows or financial position.

The calculation of the Company's tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in a multitude of jurisdictions across its global operations. Income tax positions must meet a more-likely-than-not recognition threshold to be recognized.

#### *Share-Based Compensation*

The Company recognizes all share-based payments to Directors and employees, including grants of stock options and restricted stock units, in the statement of operations based on their grant-date fair values. It records compensation expense over the vesting period of the stock options based on the fair value of the stock options on the date of grant.

## **PRESENTATION**

Net sales represents gross sales including shipping and handling offset by volume rebates given to independent Managers, Distributors and customers. Volume rebates as a percentage of retail sales may vary by country, depending upon regulatory restrictions that limit or otherwise restrict rebates. The Company also offers reduced volume rebates with respect to certain products and promotions worldwide.

The Company's gross profit consists of net sales less cost of sales, which represents its manufacturing costs, the price it pays to its raw material suppliers and manufacturers of its products, and duties and tariffs, as well as shipping and handling costs related to product shipments and distribution to its independent Managers, Distributors and customers.

Volume incentives are a significant part of the Company's direct sales marketing program, and represent commission payments made to its independent Managers and Distributors. These payments are designed to provide incentives for reaching higher sales levels through their own sales and the sales of other independent distributors in their sales organization. Volume incentives vary slightly, on a percentage basis, by product due to the Company's pricing policies and commission plans in place in its various operations.

Selling, general and administrative expenses represent the Company's operating expenses, components of which include labor and benefits, sales events, professional fees, travel and entertainment, Distributor marketing, occupancy costs, communication costs, bank fees, independent service fees paid to independent service in China, depreciation and amortization, and other miscellaneous operating expenses.

Most of the Company's sales to independent Distributors outside the United States are made in the respective local currencies. In preparing its financial statements, the Company translates sales into U.S. dollars using average exchange rates. Additionally, the majority of the Company's purchases from its suppliers generally are made in U.S. dollars. Consequently, a strengthening of the U.S. dollar versus a foreign currency can have a negative impact on the Company's reported sales and contribution margins and can generate transaction losses on intercompany transactions.



## RESULTS OF OPERATIONS

The following table summarizes the Company's consolidated net income (loss) from continuing operations results as a percentage of net sales for the periods indicated:

	Year Ended December 31,		
	2017	2016	2015
Net sales	100.0 %	100.0 %	100.0 %
Cost of sales	(26.6)	(26.7)	(26.3)
Gross profit	73.4	73.3	73.7
Operating expenses:			
Volume incentives	35.1	35.1	36.3
Selling, general and administrative	37.9	35.3	33.2
Operating income	0.4	2.9	4.3
Other income (expense):			
Interest and other income, net	—	0.2	0.5
Interest expense	(0.1)	—	—
Foreign exchange gains (losses), net	0.6	(0.4)	(0.6)
	0.5	(0.2)	(0.2)
Income before provision for income taxes	0.9	2.7	4.1
Provision for income taxes	5.0	2.5	0.5
Net income (loss) from continuing operations	(4.1) %	0.2 %	3.6 %

### Net Sales

The Company's international operations have provided, and are expected to continue to provide, a significant portion of its total net sales. As a result, total net sales will continue to be affected by fluctuations in the U.S. dollar against foreign currencies. In order to provide a framework for assessing how its underlying businesses performed excluding the effect of foreign currency fluctuations, in addition to comparing the percent change in net sales from one period to another in U.S. dollars, it presents net sales excluding the impact of foreign exchange fluctuations, which compares the percentage change in net sales from one period to another period by excluding the effects of foreign currency exchange as shown below. Net sales excluding the impact of foreign exchange fluctuations is not a U.S. GAAP financial measure and removes from net sales in U.S. dollars the impact of changes in exchange rates between the U.S. dollar and the functional currencies of its foreign subsidiaries, by translating the current period net sales into U.S. dollars using the same foreign currency exchange rates that were used to translate the net sales for the previous comparable period. The Company believes presenting the impact of foreign currency fluctuations is useful to investors because it allows a more meaningful comparison of net sales of its foreign operations from period to period. However, net sales excluding the impact of foreign currency fluctuations should not be considered in isolation or as an alternative to net sales in U.S. dollar measures that reflect current period exchange rates, or to other financial measures calculated and presented in accordance with U.S. GAAP. Throughout the last five years, foreign currency exchange rates have fluctuated significantly. See Item 7A. *Quantitative and Qualitative Disclosures about Market Risk*.

### Year Ended December 31, 2017, as Compared to the Year Ended December 31, 2016

#### Net Sales

The following table summarizes the changes in the Company's net sales by operating segment with a reconciliation to net sales, excluding the impact of currency fluctuations, for the years ended December 31, 2017 and 2016 (dollar amounts in thousands).

Net Sales by Operating Segment					
	2017	2016	Percent Change	Impact of Currency Exchange	Percent Change Excluding Impact of Currency
NSP Americas:					
NSP North America	\$ 140,405	\$ 148,048	(5.2)%	\$ 213	(5.3)%
NSP Latin America	25,612	27,874	(8.1)%	(15)	(8.1)%
	166,017	175,922	(5.6)%	198	(5.7)%
NSP Russia, Central and Eastern Europe	32,190	29,998	7.3 %	197	6.7 %
Synergy WorldWide:					
Synergy Asia Pacific	89,329	89,694	(0.4)%	743	(1.2)%
Synergy Europe	23,529	24,328	(3.3)%	455	(5.2)%
Synergy North America	10,975	10,771	1.9 %	—	1.9 %
	123,833	124,793	(0.8)%	1,198	(1.7)%
NSP China	19,989	10,446	91.4 %	—	91.4 %
	\$ 342,029	\$ 341,159	0.3 %	\$ 1,593	(0.2)%

Consolidated net sales for the year ended December 31, 2017, were \$342.0 million compared to \$341.2 million in 2016, or an increase of approximately 0.3 percent. The increase was primarily related to product sales in NSP China, growth in NSP Russia, Central and Eastern Europe, and continued growth in Synergy Japan. Growth in these markets was offset by declines in the NSP Americas market, and Synergy Europe and Asia markets. Excluding the unfavorable impact of foreign currency exchange rate fluctuations, the Company's consolidated net sales for the year ended December 31, 2017 would have decreased by 0.2 percent percent, from 2016.

#### NSP Americas

Net sales related to NSP Americas for the year ended December 31, 2017, were \$166.0 million compared to \$175.9 million for 2016, a decrease of 5.6 percent. Net sales declined primarily due to interruptions in customer service associated with the implementation of the Oracle ERP system, which began in the Company's NSP America's segment at the beginning of the second quarter of 2017, which caused disruption in the Company's call center and online product ordering system. While the Company has addressed these issues, customer attrition rates increased. As a result, the Company believes the baseline in NSP Americas has been set at a lower level. In local currency, net sales decreased by 5.7 percent compared to 2016. Fluctuations in foreign exchange rates had a \$0.2 million favorable impact on net sales for the year ended December 31, 2017. Active independent Managers within NSP Americas totaled approximately 5,600 and 6,400 at December 31, 2017 and 2016, respectively. Active independent Distributors and customers within NSP Americas totaled approximately 106,900 and 121,200 at December 31, 2017 and 2016, respectively. The issues associated with the implementation of the Oracle ERP system negatively impacted the Company's ability to attract new Distributors and customers, and retain existing Distributors and customers, which was a significant cause for the decrease in the number of independent Managers, Distributors and customers. Independent Managers were down 12.5 percent, and active independent Distributors and customers were down 11.8 percent, compared to the prior year.

Notable activity in the following markets contributed to the results of NSP Americas:

In the United States, net sales decreased approximately \$7.4 million, or 5.4 percent, for the year ended December 31, 2017, compared to 2016. The decrease was primarily due to the issues associated with the implementation of the Oracle ERP system in the Company's NSP Americas segment at the beginning the second quarter of 2017, which impacted net sales through the remainder of 2017.

In Latin America, net sales decreased approximately \$2.3 million, or 8.1 percent, for the year ended December 31, 2017, compared to 2016. In local currency, net sales decreased 8.1 percent compared to 2016. Currency devaluation had a de minimus impact on net sales for the year ended December 31, 2017. The decrease in net sales was primarily due to the issues associated with the implementation of the Oracle ERP system in the Company's NSP Americas segment at the beginning of the second quarter of 2017, which impacted net sales through the remainder of 2017. Net sales in Latin America continues to be negatively impacted by changing regulations for product registration that affect the Company's ability to sell some of its products in certain countries in Latin America.

#### NSP Russia, Central and Eastern Europe

Net sales related to NSP Russia, Central and Eastern Europe markets were \$32.2 million for the year ended December 31, 2017, compared to \$30.0 million for 2016, a increase of 7.3 percent. Active independent Managers within NSP Russia, Central and Eastern Europe totaled approximately 3,200 and 2,800 as of December 31, 2017 and 2016, respectively. Active independent Distributors and customers within NSP Russia, Central and Eastern Europe totaled approximately 68,600 and 66,700 as of December 31, 2017 and 2016, respectively. Net sales increased primarily as a result of the relative stabilization of Russian ruble against the U.S. dollar and product promotions that have improved distributor engagement.

#### Synergy WorldWide

Synergy WorldWide reported net sales for the year ended December 31, 2017, of \$123.8 million, compared to \$124.8 million for 2016, a decrease of 0.8 percent. Fluctuations in foreign exchange rates had a \$1.2 million favorable impact on net sales for the year ended December 31, 2017. Excluding the impact of fluctuations in foreign exchange rates, local currency net sales in Synergy WorldWide would have decreased by 1.7 percent from 2016. Active independent Managers within Synergy WorldWide totaled approximately 4,200 and 3,700 at December 31, 2017 and 2016, respectively. Active independent Distributors and customers within Synergy WorldWide totaled approximately 55,400 and 53,600 at December 31, 2017 and 2016, respectively.

Notable activity in the following markets contributed to the results of Synergy WorldWide:

In South Korea, net sales decreased approximately \$5.6 million, or 9.7 percent, for the year ended December 31, 2017, compared to 2016. In local currency, net sales decreased 12.1 percent compared to 2016. The decrease in local currency net sales was primarily due to a reduction in distributor engagement as well as geopolitical tension and economic conditions in the region during the first six months of 2017.

In Japan, net sales increased approximately \$6.8 million, or 45.3 percent, for the year ended December 31, 2017, compared to 2016. Fluctuations in foreign exchange rates had \$0.7 million favorable impact on net sales for the year ended December 31, 2017. In local currency, net sales increased 50.3 percent for the year ended December 31, 2017, compared to 2016. The Company attributes the increase in net sales in Japan primarily to the introduction of new products and the implementation of programs intended to stimulate activity, including the adoption of Korea's distributor recognition program, which had a positive impact on market sales volume in the year ended December 31, 2017.

In Europe, net sales decreased approximately \$0.8 million, or 3.3 percent, for the year ended December 31, 2017, compared to 2016. Fluctuations in foreign exchange rates, had a \$0.5 million favorable impact on net sales for the year ended December 31, 2017. In local currency, net sales decreased 5.2 percent for the year ended December 31, 2017, compared to 2016. The decrease in local currency net sales is primarily due to market saturation and a reduction in sales activity in the market's Scandinavian countries.

In North America, net sales increased approximately \$0.2 million, or 1.9 percent, for the year ended December 31, 2017, compared to 2016. The increase in net sales was primarily driven by successful initiatives to expand its customer base.

#### NSP China

NSP China had net sales for the year ended December 31, 2017, of \$20.0 million, compared to \$10.4 million for 2016, an increase of 91.4 percent. Net sales were positively impacted by the Company receiving its direct selling license in May 2017, which allows the Company to expand its business scope to include direct selling activities within China.

Further information related to NSP Americas, NSP Russia, Central and Eastern Europe, Synergy WorldWide, and NSP China business segments is set forth in Note 15 of the Notes to Consolidated Financial Statements in Item 8 of this report.

### *Cost of Sales*

Cost of sales as a percent of net sales decreased to 26.6 percent in 2017, compared to 26.7 percent in 2016. The reduction in the cost of sales percentage is primarily due to the impact of \$1.7 million of NSP China related inventory write-downs in 2016, which did not occur in 2017.

### *Volume Incentives*

Volume incentives as a percent of net sales remained constant at 35.1 percent for 2017 and 2016, respectively.

### *Selling, General and Administrative Expenses*

Selling, general and administrative expenses increased by approximately \$9.4 million to \$129.6 million for the year ended December 31, 2017. Selling, general and administrative expenses were 37.9 percent of net sales for the year ended December 31, 2017, compared to 35.3 percent for 2016.

The increase in selling, general and administrative expenses during 2017, compared to 2016, were primarily related to:

- \$2.2 million of independent service fees paid to independent service providers in China;
- \$3.6 million of increased investment in China as the Company built its infrastructure; and
- \$3.6 million of increased depreciation related to Oracle as well as \$1.8 million in other Oracle related costs.

### *Other Income (Expense), Net*

Other income (expense), net for the year ended December 31, 2017, increased \$2.6 million compared to 2016. The change in other income (expense) was primarily due to changes in foreign exchange gains and losses.

### *Income Taxes*

Our effective income tax rate was 528.8 percent for 2017, compared to 92.7 percent for 2016. As detailed below, the increase in the effective rate from 2016 to 2017 is primarily attributable to the Tax Reform Act which was signed into law by the President of the United States on December 22, 2017. The effective rate for 2017 differed from the federal statutory rate of 35.0 percent primarily due to the following:

- (i) Adjustments to valuation allowances increased the effective rate by 405.3 percent in 2017. Included was the effect of an addition of valuation allowances on U.S. foreign tax credits, primarily resulting from the Tax Reform Act, as well as the impact of current year foreign losses that will not provide tax benefit.
- (ii) Adjustments relating to the U.S. tax impact of foreign operations increased the effective tax rate by 1.0 percent in 2017. Included were adjustments for dividends received from foreign subsidiaries, adjustments for foreign tax credits, and foreign rate differentials.
- (iii) Cumulative unfavorable adjustments related to foreign operations increased the tax rate by 53.7 percent in 2017. These adjustments relate to foreign items that are treated differently for tax purposes than they are for financial reporting purposes.
- (iv) Revaluation of deferred tax assets and liabilities to the lower U.S. federal tax rate caused by the enactment of the Tax Reform Act on December 22, 2017 increased the tax rate by 117.6 percent in 2017.
- (v) Reduction of liabilities for unrecognized tax benefits related to the lapse of applicable statute of limitations decreased the tax rate by 91.1 percent in 2017.

Adjustments relating to the U.S. impact of foreign operations increased the effective tax rate by 1.0 percentage points in 2017, and decreased the effective tax rate by 53.4 percentage points in 2016. The components of this calculation were:

Components of U.S. tax impact of foreign operations	2017	2016
Dividends received from foreign subsidiaries	65.7 %	65.9 %
Foreign tax credits	(4.1)	(91.8)
Foreign tax rate differentials	(60.6)	(27.1)
Unremitted earnings	—	0.2
Other adjustments	—	(0.6)
Total	1.0 %	(53.4)%

From 2016 to 2017, the changes in components of the U.S. tax impact of foreign operations were significant. The primary reason the dividends received from foreign subsidiaries and the foreign tax credits changed by such a large amount was due to changes in the treatment of foreign dividends and foreign tax credits caused by enactment of the Tax Reform Act in December 2017.

Changes to the effective rate due to dividends received from foreign subsidiaries, impact of foreign tax credits, foreign tax rate differentials and unremitted earnings calculation are expected to be recurring; however, depending on various factors, the changes may be favorable or unfavorable for a particular period. New international provisions of the Tax Reform Act may also impact the Company's effective tax rate in future periods. Given the large number of jurisdictions in which the Company does business and the number of factors that can impact effective tax rates in any given year, this rate is likely to reflect significant fluctuations from year-to-year.

**Year Ended December 31, 2016, as Compared to the Year Ended December 31, 2015**
**Net Sales**

The following table summarizes the changes in the Company's net sales by operating segment with a reconciliation to net sales, excluding the impact of currency fluctuations, for the years ended December 31, 2016 and 2015 (dollar amounts in thousands).

	Net Sales by Operating Segment				
	2016	2015	Percent Change	Impact of Currency Exchange	Percent Change Excluding Impact of Currency
NSP Americas:					
NSP North America	\$ 148,048	\$ 147,017	0.7 %	\$ (404)	1.0 %
NSP Latin America	27,874	32,134	(13.3)%	(1,550)	(8.4)%
	175,922	179,151	(1.8)%	(1,954)	(0.7)%
NSP Russia, Central and Eastern Europe	29,998	31,473	(4.7)%	(163)	(4.2)%
Synergy WorldWide:					
Synergy Asia Pacific	89,694	76,479	17.3 %	(229)	17.6 %
Synergy Europe	24,328	25,829	(5.8)%	(68)	(5.5)%
Synergy North America	10,771	11,773	(8.5)%	—	(8.5)%
	124,793	114,081	9.4 %	(297)	9.7 %
NSP China	10,446	—	— %	—	— %
	<u>\$ 341,159</u>	<u>\$ 324,705</u>	5.1 %	<u>\$ (2,414)</u>	5.8 %

Consolidated net sales for the year ended December 31, 2016, were \$341.2 million compared to \$324.7 million in 2015, or an increase of approximately 5.1 percent. The increase was primarily related to the pre-opening product sales through Hong Kong, continued growth in Synergy Korea and Japan, and moderate growth in the Company's NSP US market. Growth in these markets was offset by declines in the Synergy Europe and North American markets, as well as declines in the NSP Latin America and NSP Russia, Central and Eastern Europe markets for the year ended December 31, 2016. Excluding the unfavorable impact of foreign currency exchange rate fluctuations, the Company's consolidated net sales for the year ended December 31, 2016 would have increased by 5.8 percent, from 2015.

**NSP Americas**

Net sales related to NSP Americas for the year ended December 31, 2016, were \$175.9 million compared to \$179.2 million for 2015, a decrease of 1.8 percent. In local currency, net sales decreased by 0.7 percent compared to 2015. Fluctuations in foreign exchange rates had a \$2.0 million unfavorable impact on net sales for the year ended December 31, 2016. Active independent Managers within NSP Americas totaled approximately 6,400 and 6,500 at December 31, 2016 and 2015, respectively. Active independent Distributors and customers within NSP Americas totaled approximately 121,200 and 131,600 at December 31, 2016 and 2015, respectively. The number of independent Managers, Distributors and customers decreased primarily due to the enrollment of fewer independent distributors in the Company's Latin American markets. Independent Managers were down 1.5 percent, and active independent Distributors and customers were down 7.9 percent, compared to the prior year. The active independent Managers category includes independent Managers under the Company's various compensation plans that have achieved and maintained certain product sales levels. As such, all independent Managers are considered to be active independent Managers. The active independent Distributors and customers category includes the Company's independent Distributors and customers who have purchased products directly from the Company for resale and/or personal consumption during the previous three months.

Notable activity in the following markets contributed to the results of NSP Americas:

In the United States, net sales increased approximately \$1.5 million, or 1.1 percent, for the year ended December 31, 2016, compared to 2015, with growth for ten consecutive quarters in part due to the implementation of new sales programs. More specifically, it has experienced increased adoption of retail sales tools and the IN.FORM business model, which is a group-focused weight management program incorporating a habit of healthy eating, daily activity and consumption of the Company's products.

In Canada, net sales decreased approximately \$0.5 million, or 4.3 percent, for the year ended December 31, 2016, compared to 2015. In local currency, net sales decreased 0.7 percent compared to 2015. The decrease is in part attributable to fewer independent distributors than expected in attendance at the Company's Canadian convention, which historically provides the majority of sales momentum for the fourth quarter.

In Latin America, net sales decreased approximately \$4.3 million, or 13.3 percent, for the year ended December 31, 2016, compared to 2015. In local currency, net sales decreased 8.4 percent compared to 2015. Currency devaluation had a \$1.6 million unfavorable impact on net sales for the year ended December 31, 2016. In NSP Latin America, the Company faced continued headwinds due to changing regulations for product registration.

#### NSP Russia, Central and Eastern Europe

Net sales related to NSP Russia, Central and Eastern Europe markets were \$30.0 million for the year ended December 31, 2016, compared to \$31.5 million for 2015, a decrease of 4.7 percent. Active independent Managers within NSP Russia, Central and Eastern Europe remained constant at 2,800 and 2,800 as of December 31, 2016 and 2015, respectively. Active independent Distributors and customers within NSP Russia, Central and Eastern Europe totaled approximately 66,700 and 72,000 as of December 31, 2016 and 2015, respectively. Net sales and the number of Distributors and customers decreased primarily as a result of the current political uncertainty in Ukraine and across the region, and the decline in the value of the Ukrainian hryvnia and Russian ruble against the U.S. dollar. Although changes in exchange rates between the U.S. dollar and Ukrainian hryvnia do not result in currency fluctuations within the Company's financial statements, the Company's products in Ukraine and Russia are priced in local currencies pegged to current U.S. dollar exchange rates and, therefore, become more expensive when the local currency declines in value. The Company remains strongly supportive of and engaged with its independent distributors in the region, and is supporting their activity with additional promotions and training. However, the Company expects that sales in its NSP Russia, Central and Eastern Europe segment will continue to be significantly affected by the political unrest in Ukraine and Russia, sanctions in Russia and the impact of currency devaluation. The Company continues to evaluate various options to keep the distributor base engaged, including expansion of the Company's business into additional countries in Central and Eastern Europe. The Company believes that its partnership with its local partner provides a solid foundation to reignite growth once the political and economic conditions stabilize.

#### Synergy WorldWide

Synergy WorldWide reported net sales for the year ended December 31, 2016, of \$124.8 million, compared to \$114.1 million for 2015, an increase of 9.4 percent. Fluctuations in foreign exchange rates had a \$0.3 million unfavorable impact on net sales for the year ended December 31, 2016. Excluding the impact of fluctuations in foreign exchange rates, local currency net sales in Synergy WorldWide would have increased by 9.7 percent from 2015. Active independent Managers within Synergy WorldWide totaled approximately 3,700 and 3,400 at December 31, 2016 and 2015, respectively. Active independent Distributors and customers within Synergy WorldWide totaled approximately 53,600 and 60,800 at December 31, 2016 and 2015, respectively.

Notable activity in the following markets contributed to the results of Synergy WorldWide:

In South Korea, net sales increased approximately \$9.2 million, or 18.9 percent, for the year ended December 31, 2016, compared to 2015. In local currency, net sales increased 21.9 percent compared to 2015. The increase net sales was primarily due to launching new distributor acquisition programs, including a new home health party program and improvements in the rank advancement and recognition programs.

In Europe, net sales decreased approximately \$1.5 million, or 5.8 percent, for the year ended December 31, 2016, compared to 2015. Fluctuations in foreign exchange rates, had minimal impact on net sales for the year ended December 31, 2016. In local currency, net sales decreased 5.5 percent for the year ended December 31, 2016, compared to 2015. Net sales in Europe during the year ended December 31, 2016, was negatively impacted by residual sales in the prior year tied to the launch

of the Company's weight management product plan that did not recur this year. Notwithstanding the year-over-year decline, the fourth quarter represents the second quarter of year-over-year sales growth in local currency after four quarters of decline.

In Japan, net sales increased approximately \$2.7 million, or 22.3 percent, for the year ended December 31, 2016, compared to 2015. Fluctuations in foreign exchange rates had \$1.6 million favorable impact on net sales for the year ended December 31, 2016. In local currency, net sales increased 9.6 percent for the year ended December 31, 2016, compared to 2015. The Company continues to see the growth of new products and implemented programs to stimulate activity, including the adoption of Korea's distributor recognition program, which had a positive impact on sales volume in this market in the year ended December 31, 2016.

In North America, net sales decreased approximately \$1.0 million, or 8.5 percent, for the year ended December 31, 2016, compared to 2015. The decline in net sales was primarily driven by the enrollment of fewer new Distributors and attraction of fewer new customers. Growth initiatives have been developed and implemented to more effectively attract new Distributors and provide improved training and motivation.

#### NSP China

NSP China had net sales from wholesale activities and pre-opening product sales through Hong Kong for the year ended December 31, 2016, of \$10.4 million, which was the result of pre-opening product sales through Hong Kong, which began in 2016.

Further information related to NSP Americas, NSP Russia, Central and Eastern Europe, Synergy WorldWide, and NSP China business segments is set forth in Note 15 of the Notes to Consolidated Financial Statements in Item 8 of this report.

#### *Cost of Sales*

Cost of sales as a percent of net sales increased to 26.7 percent in 2016, compared to 26.3 percent in 2015. The increases in the cost of sales percentages are primarily due to the additional \$1.7 million of inventory write-downs recorded for products in China that came as a result of lower than expected sales.

#### *Volume Incentives*

Volume incentives as a percent of net sales decreased to 35.1 percent in 2016, compared to 36.3 percent in 2015. The decrease in volume incentives as a percent of net sales for the period is primarily due to changes in segment market mix such as the sales growth in NSP China related to pre-opening product sales through Hong Kong, for which no volume incentives are paid. Rather, NSP China pay independent service fees which are included in selling, general and administrative expenses.

#### *Selling, General and Administrative Expenses*

Selling, general and administrative expenses increased by approximately \$12.6 million to \$120.3 million for the year ended December 31, 2016. Selling, general and administrative expenses were 35.3 percent of net sales for the year ended December 31, 2016, compared to 33.2 percent for 2015.

The increase in selling, general and administrative expenses during 2016, compared to 2015, were primarily related to:

- \$4.3 million of independent service fees, respectively, related to the Company's pre-opening product sales through Hong Kong;
- \$3.5 million of increased investment in China as the Company built its infrastructure;
- \$2.6 million of increased non-capitalizable internal labor costs related to the Oracle ERP implementation project; and
- \$2.1 million of increased employee health and other benefits.



Offset by:

- A reduction of \$3.3 million related to restructuring charges for the year ended December 31, 2015, that did not reoccur during the year ended December 31, 2016.

*Other Income (Expense), Net*

Other income (expense), net for the year ended December 31, 2016, decreased \$0.2 million compared to 2015. The change in other income (expense) was primarily due to changes in foreign exchange gains and losses.

*Income Taxes*

Our effective income tax rate was 92.7 percent for 2016, compared to 13.1 percent for 2015. The effective rate for 2016 differed from the federal statutory rate of 35.0 percent primarily due to the following:

- (i) Adjustments to valuation allowances increased the effective rate by 77.6 percent in 2016. Included was the effect of an increase in valuation allowances on U.S. foreign tax credits, in addition to the impact of current year foreign losses that will not provide tax benefit.
- (ii) Cumulative unfavorable adjustments related to foreign operations increased the tax rate by 26.8 percent in 2016. These adjustments relate to foreign items that are treated differently for tax purposes than they are for financial reporting purposes.
- (iii) Adjustments relating to the U.S. tax impact of foreign operations decreased the effective tax rate by 53.4 percent in 2016. Included were adjustments for dividends received from foreign subsidiaries, adjustments for foreign tax credits, and foreign rate differentials.

Adjustments relating to the U.S. impact of foreign operations decreased the effective tax rate by 53.4 percentage points in 2016, and increased the effective tax rate by 2.8 percentage points in 2015. The components of this calculation were:

Components of U.S. tax impact of foreign operations	2016	2015
Dividends received from foreign subsidiaries	65.9 %	5.4 %
Foreign tax credits	(91.8 )	(1.1 )
Foreign tax rate differentials	(27.1 )	(1.2 )
Unremitted earnings	0.2	(0.3 )
Other	(0.6 )	—
Total	(53.4 )%	2.8 %

From 2015 to 2016, the changes in components of the U.S. tax impact of foreign operations were significant. The primary reason the dividends received from foreign subsidiaries and the foreign tax credits changed by such a large amount was due to an increase in repatriation of foreign earnings to the U.S. from 2015 to 2016.

Changes to the effective rate due to dividends received from foreign subsidiaries, impact of foreign tax credits, foreign tax rate differentials and unremitted earnings calculation are expected to be recurring; however, depending on various factors, the changes may be favorable or unfavorable for a particular period. Given the large number of jurisdictions in which the Company does business and the number of factors that can impact effective tax rates in any given year, this rate is likely to reflect significant fluctuations from year-to-year.

**SUMMARY OF QUARTERLY OPERATIONS — UNAUDITED**

The following tables present the Company's unaudited summary of quarterly operations during 2017 and 2016 for each of three month periods ended March 31, June 30, September 30, and December 31 (amounts in thousands).

	For the Quarter Ended			
	March 31, 2017	June 30, 2017	September 30, 2017	December 31, 2017
Net sales	\$ 83,098	\$ 81,344	\$ 89,301	\$ 88,286
Cost of sales	(21,728 )	(21,197 )	(23,505 )	(24,607 )
Gross profit	61,370	60,147	65,796	63,679
Volume incentives	28,983	28,288	30,716	31,983
Selling, general and administrative	30,336	31,836	32,926	34,537
Operating income (loss)	2,051	23	2,154	(2,841 )
Other income (expense)	1,275	441	193	(74 )
Income (loss) before income taxes	3,326	464	2,347	(2,915 )
Provision (benefit) for income taxes	1,463	884	(1 )	14,693
Net income (loss)	1,863	(420 )	2,348	(17,608 )
Net loss attributable to noncontrolling interests	(297 )	(233 )	(95 )	(250 )
Net income (loss) attributable to common shareholders	\$ 2,160	\$ (187 )	\$ 2,443	\$ (17,358 )
Basic and diluted net income (loss) per common share:				
Basic earnings (loss) per share attributable to common shareholders:	\$ 0.11	\$ (0.01 )	\$ 0.13	\$ (0.92 )
Diluted earnings (loss) per share attributable to common shareholders:	\$ 0.11	\$ (0.01 )	\$ 0.13	\$ (0.92 )
Dividends declared per common share	\$ 0.10	\$ —	\$ —	\$ —

	For the Quarter Ended			
	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016
Net sales	\$ 82,402	\$ 89,366	\$ 85,441	\$ 83,950
Cost of sales	(22,020)	(23,078)	(21,512)	(24,327)
Gross profit	60,382	66,288	63,929	59,623
Volume incentives	29,877	30,791	29,684	29,558
Selling, general and administrative	28,385	31,249	29,187	31,452
Operating income (loss)	2,120	4,248	5,058	(1,387)
Other income (expense), net	1,559	(622)	20	(1,730)
Income (loss) before income taxes	3,679	3,626	5,078	(3,117)
Provision for income taxes	1,890	1,260	1,136	4,305
Net income (loss)	1,789	2,366	3,942	(7,422)
Net loss attributable to noncontrolling interests	(280)	(202)	(213)	(769)
Net income (loss) attributable to common shareholders	\$ 2,069	\$ 2,568	\$ 4,155	\$ (6,653)
Basic and diluted net income (loss) per common share:				
Basic earnings (loss) per share attributable to common shareholders:	\$ 0.11	\$ 0.14	\$ 0.22	\$ (0.35)
Diluted earnings (loss) per share attributable to common shareholders:	\$ 0.11	\$ 0.14	\$ 0.22	\$ (0.35)
Dividends declared per common share	\$ 0.10	\$ 0.10	\$ 0.10	\$ 0.10

Basic and diluted income (loss) per share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly net income per share may not equal the total computed for the year.

## LIQUIDITY AND CAPITAL RESOURCES

The Company's principal use of cash is to pay for operating expenses, including volume incentives, inventory and raw material purchases, capital assets, funding of international expansion and payment of dividends. As of December 31, 2017, working capital was \$48.9 million, compared to \$31.5 million as of December 31, 2016. At December 31, 2017, the Company had \$42.9 million in cash and cash equivalents, of which \$32.2 million was held in its foreign markets and may be subject to various withholding taxes and other restrictions related to repatriations.

The Company's net consolidated cash inflows (outflows) are as follows (*in thousands*):

	Year Ended December 31,		
	2017	2016	2015
Operating activities	\$ 10,524	\$ 3,417	\$ 10,162
Investing activities	(3,204)	(11,532)	(18,592)
Financing activities	1,573	(286)	(7,578)

### Operating Activities

For the year ended December 31, 2017, operating activities provided cash in the amount of \$10.5 million compared to \$3.4 million in 2016. Operating cash flows increased due to the timing of payments and receipts for inventories, other assets, and accrued volume incentives. Those increases were partially offset by the timing of payments and receipts for accounts receivable, prepaid expenses and other, income taxes payable, and accrued liabilities.

For the year ended December 31, 2016, the Company generated cash from operating activities of \$3.4 million compared to \$10.2 million in 2015. Operating cash flows decreased due to the timing of payments and receipts for inventories, accrued volume incentives, accrued liabilities, income tax payable and the liability related to unrecognized tax benefits, and was partially offset by the timing of payments and receipts for accounts receivable, prepaid expenses, accounts payable, and deferred revenue as well as the decrease in the Company's operating income.

#### Investing Activities

Cash paid for capital expenditures related to the purchase of equipment, computer systems and software for the years ended December 31, 2017, 2016, and 2015, were \$5.5 million, \$11.0 million, and \$22.5 million, respectively. In 2013, the Company began to significantly reinvest in its information technology systems. Included within this plan is an Oracle ERP implementation program, that was implemented on April 2, 2017, for the Company's NSP Americas segment and for other corporate operations.

During the years ended December 31, 2017, 2016, and 2015 and had cash proceeds of \$1.8 million, \$0.0 million, and \$0.8 million for 2017, 2016, and 2015, respectively, from the sale of such investments. During the year ended December 31, 2017, the Company had proceeds of \$0.5 million related to the sale of assets previously held for sale.

#### Financing Activities

During the years ended December 31, 2017, 2016, and 2015, the Company used cash to pay dividends in an aggregate amount of \$1.8 million, \$7.5 million, and \$7.5 million, respectively.

On May 10, 2017, the Company announced that its Board of Directors elected to suspend the payment of quarterly dividends. The Company's Board of Directors will periodically evaluate the Company's dividend policy in the future. The declaration of future dividends is subject to the discretion of the Company's Board of Directors and will depend upon various factors, including the Company's earnings, financial condition, restrictions imposed by any indebtedness that may be outstanding, cash requirements, future prospects and other factors deemed relevant by its Board of Directors.

On July 11, 2017, the Company entered into a revolving credit agreement with Bank of America, N.A., with a borrowing limit of \$25.0 million that matures on July 11, 2020 (the "Bank of America Credit Agreement"). In connection with the closing of the Bank of America Credit Agreement, the Company terminated its revolving credit agreement with Wells Fargo Bank, N.A. (the "Wells Fargo Credit Agreement") and satisfied in full the outstanding balance thereof through borrowings on the Bank of America Credit Agreement. The Company pays interest on any borrowings under the Bank of America Credit Agreement at LIBOR plus 1.25 percent (2.82 percent as of December 31, 2017), an annual commitment fee of 0.2 percent on the unused portion of the commitment. The Company is required to settle its net borrowings under the Bank of America Credit Agreement only upon maturity, and, as a result, has classified its outstanding borrowings as non-current on its condensed consolidated balance sheet as of December 31, 2017. At December 31, 2017, the outstanding balance under the Bank of America Credit Agreement was \$13.2 million. The Company was in compliance with the debt covenants set forth in the Bank of America Credit Agreement as of December 31, 2017.

The Bank of America Credit Agreement contains customary financial covenants, including financial covenants relating to the Company's solvency, leverage, and minimum EBITDA. In addition, the Bank of America Credit Agreement restricts certain capital expenditures, lease expenditures, other indebtedness, liens on assets, guarantees, loans and advances, dividends, and merger, consolidation and the transfer of assets except as permitted in the Bank of America Credit Agreement. The Bank of America Credit Agreement is collateralized by the Company's manufacturing facility, accounts receivable balance, inventory balance and other assets.

Prior to the termination of the Wells Fargo Credit Agreement, the Company paid interest at LIBOR plus 1.25 percent (2.13 percent at December 31, 2016), and an annual commitment fee of 0.25 percent on the unused portion of the commitment. At December 31, 2016, the outstanding balance under the Wells Fargo Credit Agreement was \$9.9 million.

The Company's joint venture in China borrowed \$0.5 million during the period ended December 31, 2017 from the Company's joint venture partner. This note is payable in one year and bears interest of 3.0 percent.

The Company believes that cash generated from operations, along with available cash and cash equivalents, will be sufficient to fund its normal operating needs; including capital expenditures. However, among other things, a prolonged economic downturn, a decrease for the Company's products, an unfavorable settlement of its unrecognized tax positions or non-income tax contingencies could adversely affect the Company's long-term liquidity.

## CONTRACTUAL OBLIGATIONS

The following table summarizes information about contractual obligations as of December 31, 2017 (*in thousands*):

	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
Operating lease obligations	\$ 28,061	\$ 5,918	\$ 5,814	\$ 4,181	\$ 12,148
Self-insurance reserves (1)	593	593	—	—	—
Other long-term liabilities reflected on the balance sheet (2)	—	—	—	—	—
Unrecognized tax benefits (3)	—	—	—	—	—
Revolving credit facility (4)	13,181	—	13,181	—	—
Other capital commitments (5)	1,720	1,720	—	—	—
Total	\$ 43,555	\$ 8,231	\$ 18,995	\$ 4,181	\$ 12,148

- (1) At December 31, 2017, there were \$1.5 million of liabilities. The Company retains a significant portion of the risks associated with certain employee medical benefits and product liability insurance. Recorded liabilities for self-insured risks are calculated using actuarial methods and are not discounted. Amounts for self-insurance obligations are included in accrued liabilities and long-term other liabilities on the Company's consolidated balance sheet.

During 2017 the Company secured product liability coverage to cover possible claims, and still maintains accruals for amounts prior to the Company obtaining coverage. Prior to this, the Company accrued an amount that it believes is sufficient to cover probable and reasonably estimable liabilities related to product liability claims based on the Company's history of such claims. However, there can be no assurance that these estimates will prove to be sufficient, nor can there be any assurance that the ultimate outcome of any litigation for product liability will not have a material negative impact on the Company's business prospects, financial position, results of operations or cash flows. Because of the high degree of uncertainty regarding the timing of future cash outflows associated with the product liability obligations, the Company is unable to estimate the years in which cash settlement may occur.

- (2) At December 31, 2017, there were \$2.0 million of liabilities. The Company provides a nonqualified deferred compensation plan for its officers and certain key employees. Under this plan, participants may defer up to 100 percent of their annual salary and bonus (less the participant's share of employment taxes). The deferrals become an obligation owed to the participant by the Company under the plan. Upon separation of the participant from the service of the Company, the obligation owed to the participant under the plan will be paid as a lump sum or over a period of either three or five years. As the Company cannot easily determine when its officers and key employees will separate from the Company, the Company is unable to estimate the years in which cash settlement may occur.
- (3) At December 31, 2017, there were \$4.6 million of liabilities. Because of the high degree of uncertainty regarding the timing of future cash outflows associated with these liabilities, if any, the Company is unable to estimate the years in which cash settlement may occur with the respective tax authorities.
- (4) The Company entered into a revolving credit agreement with Bank of Americas, N.A., that permits the Company to borrow up to \$25.0 million through July 11, 2020, bearing interest at LIBOR plus 1.25 percent. The Company must pay an annual commitment fee of 0.2 percent on the unused portion of the commitment. At December 31, 2017, the Company had \$11.8 million available under this facility.
- (5) In 2017, the Company made commitments of \$1.7 million to purchase manufacturing equipment and leasehold improvements for its new headquarters in 2018.

The Company has entered into long-term agreements with third-parties in the ordinary course of business, in which it has agreed to pay a percentage of net sales in certain regions in which it operates, or royalties on certain products. In 2017, 2016, and 2015, the aggregate amounts of these payments were \$0.0 million, \$0.1 million, and \$0.1 million, respectively.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements other than operating leases. It does not believe that these operating leases are material to its current or future financial position, results of operations, revenues or expenses, cash flows, capital expenditures or capital resources.

## Item 7A. Quantitative and Qualitative Disclosures about Market Risk

The Company conducts business in several countries and intends to grow its international operations. Net sales, operating income and net income are affected by fluctuations in currency exchange rates, interest rates and other uncertainties inherent in doing business and selling product in more than one currency. In addition, the Company's operations are exposed to risks associated with changes in social, political and economic conditions inherent in international operations, including changes in the laws and policies that govern international investment in countries where the Company has operations, as well as, to a lesser extent, changes in U.S. laws and regulations relating to international trade and investment.

### Foreign Currency Risk

During the year ended December 31, 2017, approximately 58.8 percent of the Company's net sales and approximately 56.9 percent of its operating expenses were realized outside of the United States. Inventory purchases are transacted primarily in U.S. dollars from vendors located in the United States. The local currency of each international subsidiary is generally the functional currency. It conducts business in multiple currencies with exchange rates that are not on a one-to-one relationship with the U.S. dollar. All revenues and expenses are translated at average exchange rates for the periods reported. Therefore, its operating results will be positively or negatively affected by a weakening or strengthening of the U.S. dollar in relation to another fluctuating currency. Given the uncertainty and diversity of exchange rate fluctuations, the Company cannot estimate the effect of these fluctuations on its future business, product pricing, results of operations or financial condition, but it has provided consolidated sensitivity analyses below of functional currency/reporting currency exchange rate risks. Changes in various currency exchange rates affect the relative prices at which it sells its products. The Company regularly monitors its foreign currency risks and periodically takes measures to reduce the risk of foreign exchange rate fluctuations on its operating results. It does not use derivative instruments for hedging, trading or speculating on foreign exchange rate fluctuations. Additional discussion of the impact on the effect of currency fluctuations has been included in its management's discussion and analysis included in Part II, Item 7 of this report.

The following table sets forth a composite sensitivity analysis of the Company's net sales, costs and expenses and operating income in connection with the strengthening of the U.S. dollar (its reporting currency) by 10%, 15%, and 25% against every other fluctuating functional currency in which it conducts business. The Company notes that its individual net sales, cost and expense components and its operating income were equally sensitive to increases in the strength of the U.S. dollar against every other fluctuating currency in which it conducts business.

Exchange rate sensitivity for the year ended December 31, 2017 (dollar amounts in thousands)

		With Strengthening of U.S. Dollar by:					
		10%		15%		25%	
		(\$)	(%)	(\$)	(%)	(\$)	(%)
Net sales	\$ 342,029	\$ (14,854)	(4.3)%	\$ (21,312)	(6.2)%	\$ (32,679)	(9.6)%
Cost and expenses							
Cost of sales	91,037	(4,710)	(5.2)%	(6,758)	(7.4)%	(10,362)	(11.4)%
Volume incentives	119,970	(5,790)	(4.8)%	(8,308)	(6.9)%	(12,738)	(10.6)%
Selling, general and administrative	129,635	(4,058)	(3.1)%	(5,822)	(4.5)%	(8,927)	(6.9)%
Operating income	\$ 1,387	\$ (296)	(21.3)%	\$ (424)	(30.6)%	\$ (652)	(47.0)%

Certain of the Company's operations, including Russia and Ukraine, are served by a U.S. subsidiary through third-party entities, for which all business is conducted in U.S. dollars. Although changes in exchange rates between the U.S. dollar and the Russian ruble or the Ukrainian hryvnia do not result in currency fluctuations within its financial statements, a weakening or strengthening of the U.S. dollar in relation to these other currencies can significantly affect the prices of its products and the purchasing power of its independent Managers, Distributors and customers within these markets. As a result of the current tension between Russia and Ukraine and resultant sanctions, the Russian ruble and the Ukrainian hryvnia have weakened

significantly against the U.S. dollar, impacting net sales in this market. Should the conflict continue to escalate, exchanges rates for Russian ruble, as well as the Ukrainian hryvnia could weaken further against the U.S. dollar, further impacting net sales in these markets.

The following table sets forth a composite sensitivity analysis of the Company's financial assets and liabilities by those balance sheet line items that are subject to exchange rate risk, together with the total gain or loss from the strengthening of the U.S. dollar in relation to its various fluctuating functional currencies. The sensitivity of its financial assets and liabilities, taken by balance sheet line items, is somewhat less than the sensitivity of its operating income to increases in the strength of the U.S. dollar in relation to other fluctuating currencies in which it conducts business.

Exchange Rate Sensitivity of Balance Sheet as of December 31, 2017 (dollar amounts in thousands)

		With Strengthening of U.S. Dollar by:					
		10%		15%		25%	
		(Loss) (\$)	(Loss) (%)	(Loss) (\$)	(Loss) (%)	(Loss) (\$)	(Loss) (%)
<b>Financial Instruments Included in Current Assets Subject to Exchange Rate Risk</b>							
Cash and cash equivalents	\$ 42,910	\$ (2,445)	(5.7)%	\$ (3,507)	(8.2)%	\$ (5,378)	(12.5)%
Accounts receivable, net	8,888	(293)	(3.3)%	(420)	(4.7)%	(644)	(7.2)%
<b>Financial Instruments Included in Current Liabilities Subject to Exchange Rate Risk</b>							
Accounts payable	4,215	(58)	(1.4)%	(83)	(2.0)%	(127)	(3.0)%
<b>Net Financial Instruments Subject to Exchange Rate Risk</b>							
	\$ 47,583	\$ (2,680)	(5.6)%	\$ (3,844)	(8.1)%	\$ (5,895)	(12.4)%

The following table sets forth the local currencies other than the U.S. dollar in which the Company's assets that are subject to exchange rate risk were denominated as of December 31, 2017, and exceeded \$1 million upon translation into U.S. dollars. None of its liabilities that are denominated in a local currency other than the U.S. dollar and that are subject to exchange rate risk exceeded \$1 million upon translation into U.S. dollars. The Company uses the spot exchange rate for translating balance sheet items from local currencies into its reporting currency. The respective spot exchange rate for each such local currency meeting the foregoing thresholds is provided in the table as well.

Translation of Balance Sheet Amounts Denominated in Local Currency as of December 31, 2017 (dollar amounts in thousands)

	Translated into U.S. Dollars	At Spot Exchange Rate per One U.S. Dollar
Cash and Cash Equivalents		
South Korea (Won)	\$ 6,793	1,067.1
China (Yuan Renminbi)	5,304	6.5
Europe (Euro)	2,108	0.8
Japan (Yen)	2,080	112.7
Poland (Zloty)	1,255	3.5
Italy (Euro)	1,136	0.8
Canada (Dollar)	1,075	1.3
Malaysia	1,034	4.1
Other	6,105	Varies
Total foreign dominated cash and cash equivalents	\$ 26,890	
U.S. dollars held by foreign subsidiaries	\$ 5,323	
Total cash and cash equivalents held by foreign subsidiaries	\$ 32,213	

During the year ended December 31, 2017, the Company repatriated \$8.5 million of foreign cash through intercompany dividends.

Finally, the following table sets forth the annual weighted average of fluctuating currency exchange rates of each of the local currencies per one U.S. dollar for each of the local currencies in which annualized net sales would exceed \$10.0 million during any of the three periods presented. The Company uses the annual average exchange rate for translating items from the statement of operations from local currencies into the Company's reporting currency.

Year ended December 31,	2017	2016	2015
Canada (Dollar)	1.3	1.3	1.3
China (Yuan Renminbi)	6.5	7.0	6.5
European Markets (Euro)	0.8	0.9	0.9
Japan (Yen)	112.7	108.4	121.0
South Korea (Won)	1,067.0	1,160.9	1,132.5
Mexico (Peso)	19.7	18.6	15.8

The local currency of the foreign subsidiaries is used as the functional currency, except for where the Company's operations are served by a U.S. based subsidiary (for example, Russia and Ukraine). The financial statements of foreign subsidiaries, where the local currency is the functional currency, are translated into U.S. dollars using exchange rates in effect at year-end for assets and liabilities and average exchange rates during each year for the results of operations. Adjustments resulting from translation of financial statements are reflected in accumulated other comprehensive loss, net of income taxes. Foreign currency transaction gains and losses are included in other income (expense) in the consolidated statements of operations.

The functional currency in highly inflationary economies is the U.S. dollar, and transactions denominated in the local currency are re-measured as if the functional currency were the U.S. dollar. The re-measurement of local currencies into U.S. dollars creates translation adjustments, which are included in the consolidated statements of operations. A country is considered to have a highly inflationary economy if it has a cumulative inflation rate of approximately 100 percent or more over a three-year period as well as other qualitative factors including historical inflation rate trends (increasing and decreasing), the capital intensiveness of the operation and other pertinent economic factors.

#### Interest Rate Risk

On December 31, 2017, the Company did not have any available for sale investments.

On December 31, 2017, the Company had an outstanding balance of \$13.2 million on its revolving credit line, which pays interest at LIBOR plus 1.25 percent. A hypothetical increase 1.0 percent change in LIBOR, with no additional principal payments or draws would result in an estimated \$0.1 million interest expense.



**Item 8. Financial Statements and Supplementary Data**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Nature's Sunshine Products, Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Nature's Sunshine Products, Inc. and subsidiaries (the "Company") as of December 31, 2017 and 2016, the related consolidated operations, comprehensive income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 16, 2018, expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Deloitte & Touche LLP

Salt Lake City, Utah  
March 16, 2018

We have served as the Company's auditor since 2007.

**NATURE'S SUNSHINE PRODUCTS, INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**  
(Amounts in thousands)

	As of December 31,	2017	2016
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	\$	42,910	\$ 32,284
Accounts receivable, net of allowance for doubtful accounts of \$395 and \$205, respectively		8,888	7,738
Investments available for sale		—	1,776
Assets held for sale		998	521
Inventories		44,047	47,597
Prepaid expenses and other		5,666	4,585
Total current assets		102,509	94,501
Property, plant and equipment, net		69,106	73,272
Investment securities - trading		1,980	1,391
Intangible assets, net		709	976
Deferred income tax assets		8,283	21,590
Other assets		12,608	13,840
	\$	195,195	\$ 205,570
<b>Liabilities and Shareholders' Equity</b>			
Current liabilities:			
Accounts payable	\$	4,215	\$ 5,305
Accrued volume incentives and service fees		18,774	16,264
Accrued liabilities		24,980	24,400
Deferred revenue		3,348	3,672
Revolving credit facility		—	9,919
Related party note		506	—
Income taxes payable		1,834	3,475
Total current liabilities		53,657	63,035
Liability related to unrecognized tax benefits		4,633	6,755
Long-term debt and revolving credit facility		13,181	—
Deferred compensation payable		1,980	1,391
Long-term deferred income tax liabilities		770	—
Other liabilities		1,242	1,991
Total liabilities		75,463	73,172
Shareholders' equity:			
Common stock, no par value; 50,000 shares authorized, 18,919 and 18,757 shares issued and outstanding as of December 31, 2017, and 2016, respectively		131,525	129,654
Retained earnings (accumulated deficit)		(2,072)	12,718
Noncontrolling interests		411	1,286
Accumulated other comprehensive loss		(10,132)	(11,260)
Total shareholders' equity		119,732	132,398
	\$	195,195	\$ 205,570

See accompanying notes to consolidated financial statements.

NATURE'S SUNSHINE PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(Amounts in thousands, except per share information)

Year Ended December 31,	2017	2016	2015
Net sales	\$ 342,029	\$ 341,159	\$ 324,705
Cost of sales	(91,037)	(90,937)	(85,345)
Gross profit	250,992	250,222	239,360
Operating expenses:			
Volume incentives	119,970	119,910	117,786
Selling, general and administrative	129,635	120,273	107,702
Operating income	1,387	10,039	13,872
Other income (expense):			
Interest and other income, net	144	591	1,486
Interest expense	(289)	(16)	(130)
Foreign exchange gains (losses), net	1,980	(1,348)	(1,948)
	1,835	(773)	(592)
Income from continuing operations before provision for income taxes	3,222	9,266	13,280
Provision for income taxes	17,039	8,591	1,740
Net income (loss) from continuing operations	(13,817)	675	11,540
Income from discontinued operations	—	—	2,116
Net income (loss)	(13,817)	675	13,656
Net loss attributable to noncontrolling interests	(875)	(1,464)	(1,031)
Net income (loss) attributable to common shareholders	\$ (12,942)	\$ 2,139	\$ 14,687
Basic and diluted net income per common share			
Basic earnings (loss) per share attributable to common shareholders:			
Net income (loss) from continuing operations	\$ (0.69)	\$ 0.11	\$ 0.67
Income from discontinued operations	\$ —	\$ —	\$ 0.11
Net income (loss) attributable to common shareholders	\$ (0.69)	\$ 0.11	\$ 0.79
Diluted earnings (loss) per share attributable to common shareholders:			
Net income (loss) from continuing operations	\$ (0.69)	\$ 0.11	\$ 0.66
Income from discontinued operations	\$ —	\$ —	\$ 0.11
Net income (loss) attributable to common shareholders	\$ (0.69)	\$ 0.11	\$ 0.77
Weighted average basic common shares outstanding	18,882	18,731	18,656
Weighted average diluted common shares outstanding	18,882	19,056	19,177
Dividends declared per common share	\$ 0.10	\$ 0.40	\$ 0.40

See accompanying notes to consolidated financial statements.

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
*(Amounts in thousands)*

Year Ended December 31,	2017	2016	2015
Net income (loss)	\$ (13,817)	\$ 675	\$ 13,656
Foreign currency translation gain (loss) (net of tax)	1,113	(16)	233
Net unrealized gains (losses) on investment securities (net of tax)	15	(1)	22
Reclassification of net realized gains on marketable securities in net income (net of tax)	—	—	(294)
Total comprehensive income (loss)	(12,689)	658	13,617
Net loss attributable to noncontrolling interests	(875)	(1,464)	(1,031)
Total comprehensive income (loss) attributable to common shareholders	\$ (11,814)	\$ 2,122	\$ 14,648

See accompanying notes to consolidated financial statements.

NATURE'S SUNSHINE PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Amounts in thousands, except per share data)

	Common Stock		Retained Earnings (Accumulated deficit)	Noncontrolling Interests	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Value				
Balance at January 1, 2015	18,662	\$ 125,489	\$ 10,891	\$ 3,781	\$ (11,204)	\$ 128,957
Share-based compensation expense	—	4,485	—	—	—	4,485
Tax deficiency from exercise of stock options	—	(520)	—	—	—	(520)
Proceeds from the exercise of stock options	427	3,861	—	—	—	3,861
Repurchase of common stock	(501)	(6,645)	—	—	—	(6,645)
Cash dividends (0.40 per share)	—	—	(7,490)	—	—	(7,490)
Net income	—	—	14,687	(1,031)	—	13,656
Other comprehensive loss	—	—	—	—	(39)	(39)
Balance at December 31, 2015	18,588	126,670	18,088	2,750	(11,243)	136,265
Share-based compensation expense	—	3,217	—	—	—	3,217
Tax deficiency from exercise of stock options	—	(233)	—	—	—	(233)
Shares issued from the exercise of stock options and vesting of restricted stock units, net of shares exchanged for withholding tax	169	—	—	—	—	—
Cash dividends (0.40 per share)	—	—	(7,509)	—	—	(7,509)
Net income	—	—	2,139	(1,464)	—	675
Other comprehensive loss	—	—	—	—	(17)	(17)
Balance at December 31, 2016	18,757	129,654	12,718	1,286	(11,260)	132,398
Share-based compensation expense	—	2,218	—	—	—	2,218
Shares issued from the exercise of stock options and vesting of restricted stock units, net of shares exchanged for withholding tax	162	(347)	—	—	—	(347)
Cash dividends (0.10 per share)	—	—	(1,848)	—	—	(1,848)
Net loss	—	—	(12,942)	(875)	—	(13,817)
Other comprehensive income	—	—	—	—	1,128	1,128
Balance at December 31, 2017	18,919	\$ 131,525	\$ (2,072)	\$ 411	\$ (10,132)	\$ 119,732

See accompanying notes to consolidated financial statements.

**NATURE'S SUNSHINE PRODUCTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(Amounts in Thousands)*

Year Ended December 31,	2017	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income (loss)	\$ (13,817)	\$ 675	\$ 13,656
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Impairment of long-lived assets, net	113	221	—
Provision for doubtful accounts	215	305	21
Depreciation and amortization	8,634	4,808	4,525
Share-based compensation expense	2,218	3,217	4,485
(Gain) loss on sale of property and equipment	284	149	(2,703)
Deferred income taxes	14,134	766	(3,373)
Purchase of trading investment securities	(501)	(429)	(252)
Proceeds from sale of trading investment securities	151	147	239
Realized and unrealized gains on investments	(216)	(63)	(470)
Foreign exchange losses (gains)	(1,980)	1,348	1,948
Changes in assets and liabilities:			
Accounts receivable	(1,241)	(343)	(1,091)
Inventories	5,177	(9,569)	933
Prepaid expenses and other	(1,191)	2,442	636
Other assets	2,391	(3,025)	(4,010)
Accounts payable	(1,123)	(935)	593
Accrued volume incentives and service fees	1,884	1,477	(1,427)
Accrued liabilities	(986)	1,519	(3,451)
Deferred revenue	(324)	(488)	(557)
Income taxes payable	(1,758)	1,924	(914)
Liability related to unrecognized tax positions	(2,129)	(1,076)	1,368
Deferred compensation payable	589	347	6
Net cash provided by operating activities	10,524	3,417	10,162
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchases of property, plant and equipment	(5,501)	(11,028)	(22,527)
Proceeds from sale of property, plant and equipment	521	—	3,128
Purchases of investments available for sale	—	—	(3)
Proceeds from sale/maturities of investments available for sale	1,776	5	810
Purchase of intangible assets	—	(509)	—
Net cash used in investing activities	(3,204)	(11,532)	(18,592)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Payments of cash dividends	(1,848)	(7,509)	(7,490)
Proceeds from new revolving credit facility	19,184	—	—
Principal payments of new revolving credit facility	(6,003)	—	—
Net borrowings on original revolving credit facility	(9,919)	7,223	2,696
Related party note	506	—	—
Proceeds from exercise of stock options	(347)	—	3,861
Repurchase of common stock	—	—	(6,645)
Net cash provided by (used in) financing activities	1,573	(286)	(7,578)
Effect of exchange rates on cash and cash equivalents	1,733	(735)	(1,271)
Net increase (decrease) in cash and cash equivalents	10,626	(9,136)	(17,279)
Cash and cash equivalents at beginning of the year	32,284	41,420	58,699
Cash and cash equivalents at end of the year	\$ 42,910	\$ 32,284	\$ 41,420

Year Ended December 31,	2017	2016	2015
Supplemental disclosure of cash flow information:			
Cash paid for income taxes, net of refunds	\$ 4,597	\$ 3,589	\$ 9,782
Cash paid for interest	257	254	56
Supplemental disclosure of noncash investing and financing activities:			
Purchases of property, plant and equipment included in accounts payable and accrued liabilities	\$ 63	\$ 178	\$ 1,081

See accompanying notes to consolidated financial statements.



**NATURE'S SUNSHINE PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1: NATURE OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES**

**Nature of Operations**

The Company is a natural health and wellness company primarily engaged in the manufacturing and direct selling of nutritional and personal care products. The Company is a Utah corporation with its principal place of business in Lehi, Utah, and sells its products to a sales force of independent distributors that uses the products themselves or resells them to consumers.

The Company markets its products in Australia, Austria, Belarus, Canada, China, Colombia, the Czech Republic, Denmark, the Dominican Republic, Ecuador, El Salvador, Finland, Germany, Guatemala, Honduras, Hong Kong, Iceland, Indonesia, Ireland, Italy, Japan, Kazakhstan, Latvia, Lithuania, Malaysia, Mexico, Moldova, Mongolia, the Netherlands, New Zealand, Norway, Panama, Poland, Russia, Singapore, Slovakia, Slovenia, South Korea, Spain, Sweden, Taiwan, Thailand, Ukraine, the United Kingdom and the United States. The Company also markets its products through a wholesale model to Australia, Brazil, Chile, Israel, New Zealand, Norway, Peru, Portugal, Spain and the United Kingdom.

**Principles of Consolidation**

The accompanying consolidated financial statements include the accounts and transactions of the Company and its subsidiaries. At December 31, 2017 and 2016, substantially all of the Company's subsidiaries were wholly owned. Intercompany balances and transactions have been eliminated in consolidation. The Company consolidates the joint ventures in Hong Kong and China in its consolidated financial statements, with another party's interest presented as a noncontrolling interest. Additionally, the Company operates a limited number of markets in jurisdictions where local laws require the formation of a partnership with an entity domiciled in that market. These partners have no rights to participate in the sharing of revenues, profits, losses or distribution of assets upon liquidation of these partnerships.

**Use of Estimates**

The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities, in these financial statements and accompanying notes. Actual results could differ from these estimates and those differences could have a material effect on the Company's financial position and results of operations.

The significant accounting estimates inherent in the preparation of the Company's financial statements include estimates associated with its evaluation of impairment of long-lived assets, the determination of liabilities related to Manager and Distributor incentives, the determination of income tax assets and liabilities, certain other non-income tax and value-added tax contingencies, legal contingencies, and the valuation of investments. In addition, significant estimates form the basis for allowances with respect to inventory valuations and self-insurance liabilities associated with product liability and medical claims. Various assumptions and other factors enter into the determination of these significant estimates. The process of determining significant estimates takes into account historical experience and current and expected economic conditions.

**Cash and Cash Equivalents**

The Company considers all highly liquid short-term investments with original maturities of three months or less to be cash equivalents. Substantially all of the Company's cash deposits either exceed the United States federally insured limit or are located in countries that do not have government insured accounts or are subject to tax withholdings when repatriating earnings.

## **Accounts Receivable**

Accounts receivable consist principally of receivables from credit card companies, arising from the sale of products to the Company's independent Distributors, and receivables from independent Distributors in foreign markets. Accounts receivable have been reduced by an allowance for amounts that may be uncollectible in the future. However, due to the geographic dispersion of credit card and Distributor receivables, the collection risk is not considered to be significant. Substantially all of the receivables from credit card companies were current as of December 31, 2017 and 2016. Although receivables from independent Distributors can be significant, the Company performs ongoing credit evaluations of its independent Distributors and maintains an allowance for potential credit losses. This estimated allowance is based primarily on the aging category, historical trends and management's evaluation of the financial condition of the customer. This reserve is adjusted periodically as information about specific accounts becomes available.

## **Investment Securities**

The Company has certain investment securities classified as trading securities. The Company maintains its trading securities portfolio to generate returns that are offset by corresponding changes in certain liabilities related to the Company's deferred compensation plans (see Note 13). The trading securities portfolio consists of marketable securities, which are recorded at fair value and are included in long-term investment securities on the consolidated balance sheets because they remain assets of the Company until they are actually paid out to the participants. These investment securities are not available to the Company to fund its operations as they are restricted for the payment of the deferred compensation payable. The Company has established a rabbi trust to finance obligations under the plan. Both realized and unrealized gains and losses on trading securities are included in interest and other income.

## **Fair Value of Financial Instruments**

The Company's financial instruments consist primarily of cash and cash equivalents, accounts receivable, investments, accounts payable approximate fair value due to their short-term nature. The carrying amount reflected on the condensed consolidated balance sheet for the revolving credit facility approximates fair value due to it being variable-rate debt. During the years ended December 31, 2017, and 2016, the Company did not have any write-offs related to the remeasurement of non-financial assets at fair value on a nonrecurring basis subsequent to their initial recognition.

## **Inventories**

Inventories are stated at the lower-of-cost-or-market, using the first-in, first-out method. The components of inventory cost include raw materials, labor and overhead. To estimate any necessary obsolescence or lower-of-cost-or-market adjustments, various assumptions are made in regard to excess or slow-moving inventories, non-conforming inventories, expiration dates, current and future product demand, production planning and market conditions.

## **Property, Plant and Equipment**

Property, plant and equipment are recorded at cost less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. Estimated useful lives for buildings range from 20 to 50 years; building improvements range from 7 to 10 years; machinery and equipment range from 2 to 10 years; computer software and hardware range from 3 to 10 years; and furniture and fixtures range from 2 to 5 years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful lives of the related assets. Maintenance and repairs are expensed as incurred and major improvements are capitalized.

The Company has made a significant investment in its information systems of approximately \$48.5 million as of December 31, 2017 and began to amortize the asset over 10 years beginning April 2, 2017.

## **Intangible Assets**

Intangible assets consist of purchased product formulations and product registrations. Such intangible assets are amortized using the straight-line method over the estimated economic lives of the assets of 9 to 15 years. Intangible assets, net of accumulated amortization, totaled \$0.7 million and \$1.0 million, at December 31, 2017, and 2016, respectively.

## **Other Assets**

Other assets include lease deposits, deposits with third party service providers, deposits to operate in certain markets and potential foreign tax credit benefits related to the liability for unrecognized tax benefits.

## **Impairment of Long-Lived Assets**

The Company reviews its long-lived assets, such as property, plant and equipment and intangible assets for impairment when events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. The Company uses an estimate of future undiscounted net cash flows of the related assets or groups of assets over their remaining lives in measuring whether the assets are recoverable. An impairment loss is calculated by determining the difference between the carrying values and the fair values of these assets.

## **Incentive Trip Accrual**

The Company accrues for expenses associated with its direct sales program, which rewards independent Managers and Distributors with paid attendance for incentive trips, including Company conventions and meetings. Expenses associated with incentive trips are accrued over qualification periods as they are earned. The Company specifically analyzes incentive trip accruals based on historical and current sales trends as well as contractual obligations when evaluating the adequacy of the incentive trip accrual. Actual results could generate liabilities more or less than the amounts recorded. The Company has accrued convention and meeting costs of \$5.0 million and \$5.1 million at December 31, 2017, and 2016, respectively, which are included in accrued liabilities in the consolidated balance sheets.

## **Foreign Currency Translation**

The local currency of the foreign subsidiaries is used as the functional currency, except for the Company's operations are served by a U.S. based subsidiary (for example, Russia and Ukraine). The financial statements of foreign subsidiaries where the local currency is the functional currency are translated into U.S. dollars using exchange rates in effect at year end for assets and liabilities and average exchange rates during each year for the results of operations. Adjustments resulting from translation of financial statements are reflected in accumulated other comprehensive loss, net of income taxes. Foreign currency transaction gains and losses are included in other income (expense) in the consolidated statements of operations.

The functional currency in highly inflationary economies is the U.S. dollar and transactions denominated in the local currency are re-measured as if the functional currency were the U.S. dollar. The remeasurement of local currencies into U.S. dollars creates translation adjustments, which are included in the consolidated statements of operations. A country is considered to have a highly inflationary economy if it has a cumulative inflation rate of approximately 100 percent or more over a three year period as well as other qualitative factors including historical inflation rate trends (increasing and decreasing), the capital intensiveness of the operation, and other pertinent economic factors.

## **Revenue Recognition**

Net sales and related volume incentive expenses are recorded when persuasive evidence of an arrangement exists, collectability is reasonably assured, the amount is fixed and determinable, and title and risk of loss have passed. The amount of the volume incentive is determined based upon the amount of qualifying purchases in a given month. Amounts received for undelivered merchandise are recorded as deferred revenue.

From time to time, the Company's U.S. operations extend short-term credit associated with product promotions. In addition, for certain of the Company's international operations, the Company offers credit terms consistent with industry standards within the country of operation. Payments to independent Managers and Distributors for sales incentives or rebates are recorded as a reduction of revenue. Payments for sales incentives and independent rebates are calculated monthly based upon qualifying sales. Membership fees are deferred and amortized as revenue over the life of the membership, primarily one year. Prepaid event registration fees are deferred and recognized as revenues when the related event is held.

A reserve for product returns is recorded based upon historical experience. The Company allows independent Managers or Distributors to return the unused portion of products within ninety days of purchase if they are not satisfied with the product. In some of the Company's markets, the requirements to return product are more restrictive. Sales returns for the years 2017, 2016 and 2015, were \$1.6 million, \$1.4 million, and \$1.2 million, respectively.

Amounts billed to customers for shipping and handling are reported as a component of net sales. Shipping and handling revenues of approximately \$8.2 million, \$9.2 million, and \$9.2 million were reported as net sales for the years ended December 31, 2017, 2016, and 2015, respectively.

Taxes that have been assessed by governmental authorities and that are directly imposed on revenue-producing transactions between the Company and its customers, including sales, use, value-added, and some excise taxes, are presented on a net basis (excluded from net sales).

#### **Advertising Costs**

Advertising costs are expensed as incurred and classified in selling, general and administrative expenses. Advertising expense incurred for the years ended December 31, 2017, 2016, and 2015 totaled approximately \$2.1 million, \$1.9 million and \$2.2 million, respectively.

#### **Research and Development**

All research and development costs are expensed as incurred and classified in selling, general and administrative expense. Total research and development expenses were approximately \$3.4 million, \$3.2 million, and \$2.8 million in 2017, 2016, and 2015, respectively.

#### **Contingencies**

The Company is involved in certain legal proceedings. When a loss is considered probable in connection with litigation or non-income tax contingencies and when such loss can be reasonably estimated, the Company records its best estimate within a range related to the contingency. If there is no best estimate, the Company records the minimum of the range. As additional information becomes available, the Company assesses the liability related to the contingency and revises the estimates. Revision in estimates of the liabilities could materially affect the Company's results of operations in the period of adjustment. The Company's contingencies are discussed in further detail in Note 14.

#### **Income Taxes**

The Company's income tax expense includes amounts related to the United States and many foreign jurisdictions and is comprised of current year income taxes payable, changes in its deferred tax assets and liabilities and contingent reserves. Deferred tax assets are offset by a valuation allowance if it is believed to be more likely than not that some portion of the deferred tax asset will not be fully realized.

On December 22, 2017, the President of the United States signed into law the Tax Cuts and Jobs Act (Tax Reform Act) which changes U.S. corporate income taxation in a number of significant ways including, but are not limited to, lowering the corporate income tax rate from 35% to 21%, implementing a quasi-territorial tax regime by providing a 100% Dividends Received Deduction ("DRD") of foreign dividends, imposing a one-time transition tax on deemed repatriated post-1986 undistributed earnings of foreign subsidiaries and revising or eliminating certain deductions. The effect of some of the provisions of the Tax Reform Act are required to be recognized in the year of enactment, 2017, such as determining the transition tax and re-measuring deferred tax assets and liabilities. In December 2017, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (SAB 118), which provides guidance on accounting for the impact of the Tax Reform Act. See Note 11, Income Taxes, for more details regarding the Company's income taxes and the impact of the Tax Reform Act.

#### **Net Income (Loss) Per Common Share**

Basic net income (loss) per common share ("Basic EPS") is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per common share ("Diluted EPS") reflects the potential dilution that could occur if stock options or other contracts to issue common stock were exercised or converted into common stock. The computation of Diluted EPS does not assume exercise or conversion of securities that would have an anti-dilutive effect on net income (loss) per common share.

Following is a reconciliation of the numerator and denominator of Basic EPS to the numerator and denominator of Diluted EPS for all years (dollar and share amounts in thousands, except for per share information):

	2017	2016	2015
<b>Net income (loss) attributable to common shareholders:</b>			
Net income (loss) from continuing operations	\$ (12,942)	\$ 2,139	\$ 12,571
Income from discontinued operations	\$ —	\$ —	\$ 2,116
Net income (loss)	\$ (12,942)	\$ 2,139	\$ 14,687
<b>Basic weighted-average shares outstanding</b>	<b>18,882</b>	18,731	18,656
<b>Basic earnings (loss) per share attributable to common shareholders:</b>			
Net income (loss) from continuing operations	\$ (0.69)	\$ 0.11	\$ 0.67
Income from discontinued operations	\$ —	\$ —	\$ 0.11
Net income (loss)	\$ (0.69)	\$ 0.11	\$ 0.79
<b>Diluted Shares Outstanding</b>			
Basic weighted-average shares outstanding	18,882	18,731	18,656
Stock-based awards	—	325	521
Diluted weighted-average shares outstanding	18,882	19,056	19,177
<b>Diluted earnings (loss) per share attributable to common shareholders:</b>			
Net income (loss) from continuing operations	\$ (0.69)	\$ 0.11	\$ 0.66
Income from discontinued operations	\$ —	\$ —	\$ 0.11
Net income (loss)	\$ (0.69)	\$ 0.11	\$ 0.77
<b>Potentially dilutive shares excluded from diluted-per-share amounts:</b>			
Stock options	— (1)	288	345
<b>Potentially anti-dilutive shares excluded from diluted-per-share amounts:</b>			
Stock options	2,118 (1)	1,347	688

(1) As a result of the net loss for the year ended December 31, 2017, no potentially dilutive securities are included in the calculation of diluted earnings (loss) per share because such effect would be anti-dilutive. Potentially dilutive securities include 1,390 outstanding options to purchase shares of common stock and 728 restricted stock units.

Potentially dilutive shares excluded from diluted-per-share amounts include performance-based options to purchase shares of common stock, for which certain earnings metrics have not been achieved. Potentially anti-dilutive shares excluded from diluted-per-share amounts include both non-qualified stock options and unearned performance-based options to purchase shares of common stock with exercise prices greater than the weighted-average share price during the period and shares that would be anti-dilutive to the computation of diluted net income per share for each of the years presented.

#### Share-Based Compensation

The Company's outstanding stock options include time-based stock options, which vest over differing periods ranging from the date of issuance up to 48 months from the option grant date; performance-based stock options, which have already vested upon achieving operating income margins of six, eight and ten percent as reported in four of five consecutive quarters over the term of the options.

The Company's outstanding restricted stock units ("RSUs") include time-based RSUs, which vest over differing periods ranging from 12 months up to 48 months from the RSU grant date, as well as performance-based RSUs, which vest upon achieving cumulative annual net sales growth targets over a rolling one year period and performance-based RSUs, which vest

upon achieving earnings-per-share targets over a rolling one-year period. RSUs granted to the Board of Directors contain a restriction period in which the shares are not issued until two years after vesting.

The Company recognizes all share-based payments to Directors and employees, including grants of stock options and restricted stock units, in the statement of operations based on their grant-date fair values. The Company records compensation expense, over the vesting period of the stock options and restricted stock units based on the fair value of the stock options and restricted stock units on the date of grant.

### **Comprehensive Income (Loss)**

Comprehensive income (loss) includes all changes in shareholders' equity except those resulting from investments by, and distributions to, shareholders. Accordingly, the Company's comprehensive income (loss) includes net income (loss), net unrealized gains (losses) on investment securities, reclassifications of realized gains, and foreign currency adjustments that arise from the translation of the financial statements of the Company's foreign subsidiaries.

### **Recent Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09 - Revenue from Contracts with Customers (Topic 606), and has subsequently issued ASUs 2015-14 - Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, 2016-08 - Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross Versus Net), 2016-10 - Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing, 2016-12 - Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients, and 2016-20 - Revenue from Contracts with Customers (Topic 606): Technical Corrections and Improvements to Topic 606 (collectively, Topic 606).

Topic 606 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The guidance is based on the principle that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to fulfill a contract. This guidance is effective for the Company beginning on January 1, 2018, and provides the Company with the option of using either a full retrospective or a modified retrospective approach for the adoption of the new standard.

The Company adopted Topic 606 in January 2018 under a modified retrospective approach, under which the cumulative effect of initially applying Topic 606 is recognized as an adjustment to the opening balance of retained earnings. As a result of adopting Topic 606, the Company will, recognize revenue upon shipments to distributors net of sales reserves. The cumulative effect of adopting Topic 606 on January 1, 2018 was an increase to retained earnings of \$0.8 million (net of tax).

In November 2015, the FASB issued ASU 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes. This guidance requires that entities with a classified statement of financial position present all deferred tax assets and liabilities as non-current. This update was adopted during the first quarter of 2017 and applied on the retrospective basis. Other than the netting of current deferred tax assets of \$5.6 million, which increased long-term deferred tax assets from \$16.0 million to \$21.6 million as of December 31, 2016, the adoption of this ASU did not have a material impact on the Company's results of operations and consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. This update amends the guidance in U.S. GAAP on the classification and measurement of financial instruments. Although the ASU retains many current requirements, it significantly revises an entity's accounting related to (1) the classification and measurement of investments in equity securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. The ASU also amends certain disclosure requirements associated with the fair value of financial instruments. This update is effective for interim and annual periods beginning after December 15, 2017. The adoption of this ASU is not expected to have a material impact on the Company's results of operations, consolidated financial statements and footnote disclosures.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842): Accounting for Leases. This update specifies that lessees should recognize assets and liabilities arising from all leases, except for leases with a lease term of 12 months or less. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee will largely remain unchanged and shall continue to depend on its classification as a finance or operating lease. The ASU will be effective

for annual periods beginning after December 15, 2018 with early adoption permitted. The adoption of this ASU is not expected to have a material impact on the Company's results of operations; however, it is expected to gross-up the consolidated balance sheet as a result of recognizing a lease asset along with a similar lease liability.

In May 2017, the FASB issued ASU 2017-09, Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting. This update amends the scope of modification accounting surrounding share-based payment arrangements as issued in ASU 2016-09 by providing guidance on the various types of changes which would trigger modification accounting for share-based payment awards. ASU 2017-09 is effective for annual periods beginning after December 15, 2017, and interim periods within those annual periods. Early adoption is permitted, including adoption in any interim period, for public business entities for reporting periods for which financial statements have not yet been issued. While the Company does not expect the adoption of ASU 2017-09 to have a material effect on its business, the Company is still evaluating any potential impact that adoption of ASU 2017-09 may have on its results of operations, consolidated financial statements and footnote disclosures.

## NOTE 2: DISCONTINUED OPERATIONS

The following table summarizes the operating results of the Company's discontinued operations (dollar amounts in thousands):

	2015
Net sales	\$ —
Income before income tax provision	\$ 2,604
Income tax provision	488
Income from discontinued operations	\$ 2,116

There was no income or losses from discontinued operations during the years ended December, 31, 2017 and 2016.

During the year ended December 31, 2015, the Company received \$1.3 million in net proceeds from the sales of its fixed assets in Venezuela, which is included in the results from discontinued operations. The Company ceased its operations in Venezuela in 2014. During the year ended December 31, 2015, the Company released \$1.3 million in accrued liabilities related to prior sales and use taxes as well as other litigation in Brazil, which is included in the results from discontinued operations.

The income from discontinued operations did not have a material impact on the Company's operating cash flows during the year ended December 31, 2015.

## NOTE 3: RESTRUCTURING RELATED EXPENSES

In April 2015, the Company announced its plan to streamline its operations and refocus its activities on profitable growth opportunities. The planned streamlining is expected to reduce costs, improve efficiencies and renew focus on larger and more profitable Company markets. As part of the plan, the Company eliminated approximately 100 positions worldwide through both severance and attrition. It also ceased operations in Vietnam and abandoned the lease for the building in that market. The Company incurred approximately \$3.3 million of non-recurring expenses during the year ended December 31, 2015, which were recorded primarily in selling, general and administrative expenses, of which \$2.8 million related to severance and termination benefits and \$0.5 million related to other exit costs.

In 2016, the Company decided to exit the Philippines and streamline its operations in Singapore. Total restructuring costs were \$0.2 million for the year ended December 31, 2016, which were recorded primarily in selling, general and administrative expenses as well as in cost of goods sold.

In continuing to execute the on-going strategy of focusing on larger and more profitable Company markets and in efforts to reduce costs and improve efficiencies, the Company executed a restructuring plan during the fourth quarter of 2017. As a part of the plan, the Company eliminated 60 positions worldwide through severance. It also ceased operations in the Costa Rica and Nicaragua markets, and closed the Los Angeles office. During the year ended December 31, 2017, the Company incurred approximately \$1.5 million of non-recurring expenses that are recorded primarily in selling, general and administrative expenses consisting of severance, the write off of remaining lease costs net of contractual sublease payments, and of other market exit costs. Of the restructuring costs incurred during the year ended December 31, 2017, only \$0.8 million of severance and rent costs remained payable at year-end.

The following table summarizes the 2015, 2016, and 2017 restructuring activity:

	Total
Liability balance at December 31, 2014	\$ —
Increase in liability	3,306
Reduction in liability (payments)	(2,462)
Liability balance at December 31, 2015	\$ 844
Increase in liability	200
Reduction in liability (payments)	(995)
<b>Liability balance at December 31, 2016</b>	<b>\$ 49</b>
<b>Increase in liability</b>	<b>1,483</b>
<b>Reduction in liability (payments)</b>	<b>(782)</b>
<b>Liability balance at December 31, 2017</b>	<b>\$ 750</b>

#### NOTE 4: INVENTORIES

The composition of inventories is as follows (dollar amounts in thousands):

As of December 31,	2017	2016
Raw materials	\$ 9,522	\$ 14,995
Work in process	2,153	694
Finished goods	32,372	31,908
Total inventory	<u>\$ 44,047</u>	<u>\$ 47,597</u>

#### NOTE 5: PROPERTY, PLANT AND EQUIPMENT

The composition of property, plant and equipment is as follows (dollar amounts in thousands):

As of December 31,	2017	2016
Land and improvements	\$ 841	\$ 1,996
Buildings and improvements	30,760	30,277
Machinery and equipment	25,160	23,699
Furniture and fixtures	20,385	19,962
Computer software and hardware	51,632	49,340
	<u>128,778</u>	<u>125,274</u>
Accumulated depreciation and amortization	<u>(59,672)</u>	<u>(52,002)</u>
Total property, plant and equipment	<u>\$ 69,106</u>	<u>\$ 73,272</u>

Depreciation expense was \$8.5 million, \$4.7 million, and \$4.4 million for the years ended December 31, 2017, 2016 and 2015, respectively.

Capitalized interest was \$0.1 million, \$0.2 million, and \$0 for the years ended December 31, 2017, 2016 and 2015, respectively.

In January of 2017, the Company sold a 53 acre property in Springville, Utah. At December 31, 2016, \$0.5 million of land and improvements was classified as held for sale and an impairment of \$0.2 million was recognized for the year ended December 31, 2016.

As of December 31, 2017, the Company reclassified an eight-acre property in Provo, Utah, as an asset held for sale. The Company originally acquired the property with the intent to erect a building for the corporate headquarters. As there is no intention to move the corporate headquarters to this location, Company management decided to sell the property. The property



is currently under contract to sell. The Company anticipates the sale of the property to be completed during 2018. As the fair value of the property exceeds the carrying value, no loss was recognized during the year ended December 31, 2017.

#### NOTE 6: INTANGIBLE ASSETS

At December 31, 2017, and 2016, intangibles for product formulations and registrations had a gross carrying amount of \$1.8 million, and \$1.9 million, accumulated amortization of \$1.1 million, and \$0.9 million, and a net amount of \$0.7 million, and \$1.0 million, respectively. The estimated useful lives of the product formulations range from 9 to 15 years.

During the year ended December 31, 2016, the Company purchased blue-hat product registrations of \$0.5 million in China. The estimated useful lives of the blue-hat product registrations range from 3 to 5 years. Due to a reassessment of product demand, the Company took an impairment on the blue-hat product registrations of \$0.1 million for the year ended December 31, 2017.

Amortization expense for intangible assets for the years ended December 31, 2017, 2016, and 2015 was \$0.2 million, \$0.1 million and \$0.1 million, respectively. Estimated amortization expense for the five succeeding years and thereafter is as follows (dollar amounts in thousands):

Year Ending December 31,	
2018	\$ 186
2019	186
2020	186
2021	134
2022	17
Total	<u>\$ 709</u>

#### NOTE 7: ACCRUED LIABILITIES

The composition of accrued liabilities is as follows (dollar amounts in thousands):

As of December 31,	2017	2016
Salaries and employee benefits	\$ 10,289	\$ 10,670
Sales, use and property tax (See Note 14)	3,367	2,376
Convention and meeting costs	4,970	5,129
Other	6,354	6,225
Total	<u>\$ 24,980</u>	<u>\$ 24,400</u>

#### NOTE 8: INVESTMENT SECURITIES

The amortized cost and estimated fair values of available-for-sale securities are as follows (dollar amounts in thousands):

As of December 31, 2016	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government securities funds	\$ 1,799	\$ —	\$ (23)	\$ 1,776
Total short-term investment securities	<u>\$ 1,799</u>	<u>\$ —</u>	<u>\$ (23)</u>	<u>\$ 1,776</u>

There were no available for sale securities as of December 31, 2017.

During 2017, 2016, and 2015, the proceeds from the sales of available-for-sale securities were \$1.8 million, \$5,000, and \$0.8 million, respectively. During the year ended December 31, 2016, the Company had gross realized gains of \$0.3 million on sales of available-for-sale securities (net of tax). There were zero realized gains (losses) on sales of available-for-sale securities (net of tax) for the year ended December 31, 2015.

The Company's trading securities portfolio totaled \$2.0 million and \$1.4 million at December 31, 2017 and 2016, respectively, and generated gains of \$0.2 million, gains of \$0.1 million, and losses of \$5,000, for the years ended December 31, 2017, 2016, and 2015, respectively.

#### NOTE 9: REVOLVING CREDIT FACILITY

On July 11, 2017, the Company entered into a revolving credit agreement with Bank of America, N.A., with a borrowing limit of \$25.0 million, that matures on July 11, 2020 (the "Bank of America Credit Agreement"). In connection with the closing of the Bank of America Credit Agreement, the Company terminated its revolving credit agreement with Wells Fargo Bank, N.A. (the "Wells Fargo Credit Agreement") and satisfied in full the outstanding balance thereof through borrowings on the Bank of America Credit Agreement. The Company pays interest on any borrowings under the Bank of America Credit Agreement at LIBOR plus 1.25 percent (2.82 percent as of December 31, 2017), and an annual commitment fee of 0.2 percent on the unused portion of the commitment. The Company is required to settle its net borrowings under the Bank of America Credit Agreement only upon maturity, and as a result, has classified its outstanding borrowings as non-current on its condensed consolidated balance sheet as of December 31, 2017. At December 31, 2017, the outstanding balance under the Bank of America Credit Agreement was \$13.2 million.

The Bank of America Credit Agreement contains customary financial covenants, including financial covenants relating to the Company's solvency, leverage, and minimum EBITDA. In addition, the Bank of America Credit Agreement restricts certain capital expenditures, lease expenditures, other indebtedness, liens on assets, guarantees, loans and advances, dividends, and merger, consolidation and the transfer of assets except as permitted in the Bank of America Credit Agreement. The Bank of America Credit Agreement is collateralized by the Company's manufacturing facility, accounts receivable balance, inventory balance and other assets. The Company was in compliance with the debt covenants set forth in the Bank of America Credit Agreement as of December 31, 2017.

Prior to the termination of the Wells Fargo Credit Agreement, the Company paid interest at LIBOR plus 1.25 percent (2.13 percent at December 31, 2016), and an annual commitment fee of 0.25 percent on the unused portion of the commitment. At December 31, 2016, the outstanding balance under the Wells Fargo Credit Agreement was \$9.9 million.

#### NOTE 10: ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The components of accumulated other comprehensive income (loss), net of tax, are as follows (dollar amounts in thousands):

	Foreign Currency Translation Adjustments	Net Unrealized Gains (Losses) On Available-For-Sale Securities	Total Accumulated Other Comprehensive Loss
Balance as of January 1, 2015	\$ (11,464)	\$ 260	\$ (11,204)
Activity, net of tax	233	(272)	(39)
Balance as of December 31, 2015	(11,231)	(12)	(11,243)
Activity, net of tax	(16)	(1)	(17)
<b>Balance as of December 31, 2016</b>	<b>(11,247)</b>	<b>(13)</b>	<b>(11,260)</b>
<b>Activity, net of tax</b>	<b>1,113</b>	<b>15</b>	<b>1,128</b>
<b>Balance as of December 31, 2017</b>	<b>\$ (10,134)</b>	<b>2</b>	<b>\$ (10,132)</b>

#### NOTE 11: INCOME TAXES

On December 22, 2017, the President of the United States signed into law the *Tax Cuts and Jobs Act (Tax Reform Act)*. The Tax Reform Act alters U.S. corporate income taxation in a number of significant ways including, lowering the corporate income tax rate from 35% to 21%, implementing a quasi-territorial tax regime by providing a 100% Dividends Received Deduction ("DRD") of foreign dividends, imposing a one-time transition tax on deemed repatriated post-1986 undistributed earnings of foreign subsidiaries and revising or eliminating certain deductions.

As a result of the large number of changes and the complexity of the changes resulting from the Tax Reform Act and given the lack of guidance provided thus far regarding the tax law changes, the Company has not finalized the accounting for income tax effects of the Tax Reform Act. The Securities and Exchange Commission Staff Accounting Bulletin No. 118, *Income Tax Accounting Implications of the Tax Cuts and Jobs Act (SAB 118)*, provides guidance on accounting for the impact

of the Tax Reform Act. SAB 118 allows for a provisional estimate to be recognized in the financial statements relating to ASC 740 in instances where a company's accounting for certain income tax effects of the Tax Reform Act is incomplete, but can be reasonably estimated. If a company is unable to reasonably estimate a provisional amount to be included in the financial statements, SAB 118 provides that it should continue to apply ASC 740 based on the provisions of the tax laws in effect immediately prior to the enactment of the Tax Reform Act.

The Company has estimated it will not owe any transition tax; therefore, it has recorded no provisional amount related to the deemed repatriation of post-1986 undistributed earnings of foreign subsidiaries. The company has recorded a provisional amount of \$9.9 million related to the establishment of a valuation allowance on deferred tax assets for foreign tax credits. Utilization of the company's foreign tax credit carryforwards is expected to be significantly limited due to changes made by the Tax Reform Act on the way that foreign income is calculated and sourced. A provisional amount of \$3.8 million has also been recorded relating to re-measurement of U.S. deferred tax assets and liabilities based on the new lower corporate income tax rate at which deferred taxes are expected to reverse in the future. This amount is provisional because while it is possible to reasonably estimate the impact of the rate reduction, it may be impacted by additional analysis related to the Tax Reform Act, including, but not limited to, return to accrual adjustments and the state tax effect of adjustments made to federal temporary differences. The Company is also in the process of analyzing the potential effects of several new provisions resulting from the Tax Reform Act that take effect in 2018 including, the Global Intangible Low-taxed Income (GILTI) tax, the Foreign-derived Intangible Income (FDII) deduction, the Base-erosion Anti-abuse Tax (BEAT), interest expense deduction limitations, executive compensation deduction limits and various other provisions.

Due to the complexity of the new GILTI rules, the Company are continuing to evaluate the impact of this provision of the Tax Reform Act on the Company's income tax reporting. U.S. accounting rules allow companies to adopt an accounting policy to recognize taxes due on future U.S. taxable income inclusions related to GILTI under either the period cost method or the deferred method. Under the period cost method, GILTI taxes are included as a current-period expense when incurred, whereas under the deferred method, these taxes would be included in the company's measurement of its deferred taxes. The company is unable to reasonably estimate the effect of this provision of the Tax Reform Act at this time; therefore, no financial statement adjustments have been made with respect to potential GILTI taxes, nor has the Company made a policy decision regarding whether to record deferred taxes related to GILTI. Prior to enactment of the Tax Reform Act, the Company's assertion has been that it does not reinvest undistributed foreign earnings indefinitely in its foreign subsidiaries. Again, due to the complexity of the many provisions of the Tax Reform Act, the Company has not made a policy decision with respect to its indefinite reinvestment assertion.

As stated above, the Company currently estimates that it will not owe additional cash taxes as a result of the transition tax. The provisions of the transition tax rules allow for earnings and profits deficit amounts in one jurisdiction to be netted with positive earnings and profit amounts in other jurisdictions as long as certain U.S. ownership requirements are met. Because of these rules, no transition tax will be paid based on current estimates. Estimates are based on the Company's post-1986 earnings and profits in its U.S.-owned foreign subsidiaries for which the Company had unremitted earnings.

Income (loss) from continuing operations before provision (benefit) for income taxes are taxed under the following jurisdictions (dollar amounts in thousands):

Year Ended December 31,	2017	2016	2015
Domestic	\$ (2,211)	\$ 6,420	\$ 6,290
Foreign	5,433	2,846	6,990
Total	\$ 3,222	\$ 9,266	\$ 13,280

Components of the provision (benefit) for income taxes from continuing operations for each of the three years in the period ended December 31, 2017 are as follows (dollar amounts in thousands):

Year Ended December 31,	2017	2016	2015
Current:			
Federal	\$ (1,240)	\$ 1,987	\$ 537
State	(23)	498	73
Foreign	4,168	5,345	4,503
Subtotal	2,905	7,830	5,113
Deferred:			
Federal	13,654	496	(3,624)
State	(248)	(14)	430
Foreign	728	279	(179)
Subtotal	14,134	761	(3,373)
Total provision for income taxes	\$ 17,039	\$ 8,591	\$ 1,740

The provision (benefit) for income taxes, as a percentage of income from continuing operations before provision (benefit) for income taxes, differs from the statutory U.S. federal income tax rate due to the following:

Year Ended December 31,	2017	2016	2015
Statutory U.S. federal income tax rate	35.0 %	35.0 %	35.0 %
State income taxes, net of U.S. federal income tax benefit	(5.5)	3.4	2.7
U.S. tax impact of foreign operations	1.0	(53.4)	2.8
Valuation allowance change	405.3	77.6	(24.5)
Unrecognized tax benefits	(91.1)	4.7	11.2
Domestic manufacturing deduction	—	(2.8)	(1.3)
Permanent foreign items	53.7	26.8	(7.4)
Non-income tax contingencies	—	—	(2.0)
Remeasurement of deferred tax assets/liabilities	117.6	—	—
Elimination of provision on intercompany transactions	4.6	0.1	—
Other	8.2	1.3	(3.4)
Effective income tax rate	528.8 %	92.7 %	13.1 %

Pretax earnings of a foreign subsidiary or affiliate are subject to U.S. taxation when effectively repatriated. Historically, the Company has asserted that it does not reinvest undistributed earnings indefinitely in the Company's foreign subsidiaries; however, the Company is still assessing the impact of the Tax Reform Act and have not yet made a decision with respect to the Company's indefinite reinvestment assertion.

Adjustments relating to the U.S. impact of foreign operations increased the effective tax rate by 1.0 percentage points in 2017, decreased the effective tax rate by 53.4 percentage points in 2016, and increased the effective tax rate by 2.8 percentage points in 2015. The components of this calculation were:

Components of U.S. tax impact of foreign operations	2017	2016	2015
Dividends received from foreign subsidiaries	65.7 %	65.9 %	5.4 %
Foreign tax credits	(4.1)	(91.8)	(1.1)
Foreign tax rate differentials	(60.6)	(27.1)	(1.2)
Unremitted earnings	—	0.2	(0.3)
Other adjustments	—	(0.6)	—
Total	1.0 %	(53.4)%	2.8 %

The significant components of the deferred tax assets (liabilities) are as follows (dollar amounts in thousands):

As of December 31,	2017	2016
Inventory	\$ 2,268	\$ 1,520
Accrued liabilities	2,190	4,178
Deferred compensation	481	498
Equity-based compensation	3,091	5,034
Intangibles assets	142	237
Bad debts	95	76
Net operating losses	13,755	7,143
Foreign tax and withholding credits	14,572	13,183
Non-income tax accruals	41	57
Health insurance accruals	125	257
Other deferred tax assets	1,869	1,735
Capital loss carryforward	82	510
Valuation allowance	(24,024)	(11,250)
Total deferred tax assets	14,687	23,178
Other deferred tax liabilities	(1,255)	(1,597)
Accelerated depreciation	(5,919)	—
Total deferred tax liabilities	(7,174)	(1,597)
Total deferred taxes, net	\$ 7,513	\$ 21,581

The components of deferred tax assets (liabilities), net are as follows (dollar amounts in thousands):

As of December 31,	2017	2016
Net deferred tax assets	\$ 8,283	\$ 21,590
Net deferred tax liabilities	(770)	(9)
Total deferred taxes, net	\$ 7,513	\$ 21,581

At December 31, 2016, net deferred tax liabilities were included in other liabilities on the consolidated balance sheets.

Management has provided a valuation allowance of \$24.0 million and \$11.3 million as of December 31, 2017 and 2016, respectively, for certain deferred tax assets, including foreign net operating losses, for which management cannot conclude it is more likely than not that they will be realized. The Company reviewed its tax positions and increased its valuation allowance by approximately \$12.8 million in 2017 primarily due to a domestic increase of \$10.8 million and a foreign increase of \$2.0 million. For financial reporting purposes, the release of these valuation allowances would reduce income tax expenses in the year released. At December 31, 2017, the Company had approximately \$14.6 million of foreign tax and withholding credits. Of the \$14.6 million credits, \$14.2 million are foreign tax credits, most of which expire in 2024 and all of which are fully offset by a valuation allowance.

At December 31, 2017, the Company had unused operating loss carryovers for tax purposes of approximately \$13.8 million with approximately \$9.2 million relating to foreign subsidiaries and approximately \$4.6 million relating to U.S. entities. The net operating losses will expire at various dates from 2018 through 2027, with the exception of those in some foreign jurisdictions where there is no expiration. The foreign net operating losses have a full valuation allowance recorded against them.

The Company is subject to regular audits by federal, state and foreign tax authorities. These audits may result in additional tax liabilities. The Company believes it has appropriately provided for income taxes for all years. Several factors drive the calculation of its tax reserves. Some of these factors include: (i) the expiration of various statutes of limitations; (ii) changes in tax law and regulations; (iii) the issuance of tax rulings; and (iv) settlements with tax authorities. Changes in any of these factors may result in adjustments to the Company's reserves, which would impact its reported financial results.

The Company's U.S. federal income tax returns for 2014 through 2016 are open to examination for federal tax purposes. The Company has several foreign tax jurisdictions that have open tax years from 2010 through 2017.

The total outstanding balance for liabilities related to unrecognized tax benefits at December 31, 2017 and 2016 was \$4.6 million and \$6.8 million, respectively, all of which would favorably impact the effective tax rate if recognized. Included in these amounts is approximately \$1.7 million and \$1.8 million, respectively, of combined interest and penalties. The Company decreased interest and penalties approximately \$0.2 million and \$0.1 million for the years ended December 31, 2017 and 2016, respectively. The Company accounts for interest expense and penalties for unrecognized tax benefits as part of its income tax provision.

During the years ended December 31, 2017, 2016 and 2015, the Company added approximately \$0.9 million, \$1.4 million and \$1.6 million, respectively, to its liability for unrecognized tax benefits. Included in these amounts are approximately \$0.1 million, \$0.3 million and \$0.3 million for the years ended December 31, 2017, 2016 and 2015, respectively, related to interest expense and penalties. In addition, the Company recorded a benefit related to the lapse of applicable statute of limitations of approximately \$2.3 million, \$2.5 million and \$0.1 million for the years ended December 31, 2017, 2016 and 2015, respectively, all of which favorably impacted the Company's effective tax rate.

A reconciliation of the beginning and ending amount of liabilities associated with uncertain tax benefits, excluding interest and penalties, is as follows for the years (dollar amounts in thousands):

Year Ended December 31,	2017	2016	2015
Unrecognized tax benefits, opening balance	\$ 4,908	\$ 5,825	\$ 4,950
Settlement of liability reclassified as income tax payable	—	—	(104)
Payments on liability	—	—	—
Tax positions taken in a prior period			
Gross increases	—	—	—
Gross decreases	(705)	—	(47)
Tax positions taken in the current period			
Gross increases	716	1,182	1,252
Gross decreases	—	—	—
Lapse of applicable statute of limitations	(1,970)	(2,121)	(69)
Currency translation adjustments	7	22	(157)
Unrecognized tax benefits, ending balance	\$ 2,956	\$ 4,908	\$ 5,825

The Company anticipates that liabilities related to unrecognized tax benefits will increase approximately \$0.2 million to \$0.6 million within the next twelve months due to additional transactions related to commissions and transfer pricing.

The Company believes that it is reasonably possible that unrecognized tax benefits may change by \$0 to \$0.2 million within the next twelve months due to the expiration of statutes of limitations in various jurisdictions.

Although the Company believes its estimates are reasonable, the Company can make no assurance that the final tax outcome of these matters will not be different from that which it has reflected in its historical income tax provisions and accruals. Such differences could have a material impact on the Company's income tax provision and operating results in the period in which the Company makes such determination.

## NOTE 12: CAPITAL TRANSACTIONS

### Dividends

On March 7, 2017, the Company announced a cash dividend of \$0.10 per common share in the aggregate of \$1.8 million, which was paid on April 3, 2017, to shareholders of record as of March 22, 2017.

On May 10, 2017, the Company announced that its Board of Directors elected to suspend the payment of quarterly dividends. The Company's Board of Directors will periodically evaluate the Company's dividend policy in the future. The declaration of future dividends is subject to the discretion of the Company's Board of Directors and will depend upon various factors, including the Company's earnings, financial condition, restrictions imposed by any indebtedness that may be outstanding, cash requirements, future prospects and other factors deemed relevant by its Board of Directors.

On February 24, 2016, the Company announced a cash dividend of \$0.10 per common share in an aggregate amount of \$1.9 million that was paid on March 22, 2016, to shareholders of record on March 11, 2016. On May 10, 2016, the Company announced a cash dividend of \$0.10 per common share in an aggregate amount of \$1.9 million that was paid on June 6, 2016, to shareholders of record on May 25, 2016. On August 5, 2016, the Company announced a cash dividend of \$0.10 per common share in an aggregate amount of \$1.9 million that was paid on September 2, 2016, to shareholders of record on August 23, 2016. On November 2, 2016, the Company announced a cash dividend of \$0.10 per common share in an aggregate amount of \$1.9 million that was paid on December 5, 2016, to shareholders of record on November 23, 2016.

#### **Share Repurchase Program**

In November 2014, the Board of Directors authorized a \$20.0 million share repurchase program beginning January 1, 2015. Purchases were made in the open market, through block trades, in privately negotiated transactions or otherwise. This program was discontinued in 2016. Shares repurchased during the years ended December 31, 2017, 2016, and 2015, totaled 0 shares, 0 shares and 501,000 shares, respectively.

#### **Share-Based Compensation**

During the year ended December 31, 2012, the Company's shareholders adopted and approved the 2012 Incentive Plan. The 2012 Incentive Plan provides for the grant of incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, dividend equivalent rights, performance awards, stock awards and other stock-based awards. The Compensation Committee of the Board of Directors has authority and discretion to determine the type of award as well as the amount, terms and conditions of each award under the 2012 Incentive Plan, subject to the limitations of the 2012 Incentive Plan. A total of 1,500,000 shares of the Company's common stock were originally authorized for the granting of awards under the 2012 Stock Incentive Plan. In January 2015, the Company's shareholders approved an amendment to the 2012 Incentive Plan, to increase the number of shares of Common Stock reserved for issuance by 1,500,000 shares. The number of shares available for awards, as well as the terms of outstanding awards, are subject to adjustment as provided in the 2012 Incentive Plan for stock splits, stock dividends, recapitalizations and other similar events.

The Company also maintains the 2009 Incentive Plan, which was approved by shareholders in 2009. The 2009 Incentive Plan also provided for the grant of incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, dividend equivalent rights, performance awards, stock awards and other stock-based awards. Under the 2012 Incentive Plan, any shares subject to award, or awards forfeited or reacquired by the Company issued under the 2009 Incentive Plan are available for award up to a maximum of 400,000 shares.

#### *Stock Options*

The Company's outstanding stock options include time-based stock options, which vest over differing periods ranging from the date of issuance up to 48 months from the option grant date; performance-based stock options, which have already vested upon achieving operating income margins of six, eight and ten percent as reported in four of five consecutive quarters over the term of the options.

Stock option activity for 2017, 2016, and 2015 consisted of the following (share amounts in thousands, except for per share information):

	Number of Shares	Weighted Average Exercise Price Per Share
Options outstanding at January 1, 2015	2,037	\$ 11.69
Granted	335	14.04
Forfeited or canceled	(284)	14.07
Exercised	(405)	9.78
Options outstanding at December 31, 2015	1,683	12.21
Granted	—	—
Forfeited or canceled	(124)	11.95
Exercised	(35)	4.74
Options outstanding at December 31, 2016	1,524	12.41
Granted	25	13.50
Forfeited or canceled	(142)	14.69
Exercised	(17)	12.06
Options outstanding at December 31, 2017	1,390	\$ 12.20

During the year ended December 31, 2017, the Company granted options to purchase 25,000 shares of common stock under the 2012 Stock Incentive Plan to one member of the Company's Board of Directors, which are composed of both time-based stock options and net sales performance-based stock options. These options were issued with a weighted-average exercise price of \$13.50 per share and a weighted-average grant date fair value of \$4.94 per share. All of the options issued have an option termination date of ten years from the option grant date.

During the year ended December 31, 2016, the Company did not grant any stock options to purchase shares of common stock under the 2012 Stock Incentive Plan to the Company's Board of Directors and executive officers.

During the year ended December 31, 2015, the Company granted time-based options to purchase 335,000 shares of common stock under the 2012 Stock Incentive Plan to the Company's executive officers and other employees, which are composed of both time-based stock options and net sales performance-based stock options. These options were issued with a weighted average exercise price of \$14.04 per share and a weighted average grant date fair value of \$4.79 per share. All of the options issued have an option termination date of ten years from the option grant date.

For the years ended December 31, 2017, 2016, and 2015, the Company issued 17,000, 35,000, and 405,000 shares of common stock upon the exercise of stock options at an average exercise price of \$12.06, \$4.74, and \$9.78 per share, respectively. The aggregate intrinsic values of options exercised during the years ended December 31, 2017, 2016, and 2015 was \$17,000, \$0.2 million, and \$1.4 million, respectively. For the years ended December 31, 2017, 2016, and 2015, the Company recognized \$17,000, \$0.1 million, and \$0.5 million of tax benefits from the exercise of stock options during the period, respectively.

The fair value of each option grant was estimated on the date of the grant using the Black-Scholes option-pricing model with the following weighted average assumptions for the years ended December 31, 2017, 2016, and 2015:

	2017	2016	2015
Weighted average grant date fair value of grants	\$ 4.94	\$ —	\$ 4.79
Expected life (in years)	5.0	—	5.0 to 6.0
Risk-free interest rate	1.8	—	1.5 to 1.8
Expected volatility	39.8	—	42.6 to 52.3
Dividend yield	—	—	2.8 to 3.6

Share-based compensation expense from time-based stock options for the years ended December 31, 2017, 2016, and 2015 was \$0.2 million, \$0.8 million and \$1.6 million, respectively. As of December 31, 2017, 2016, and 2015, the unrecognized share-based compensation cost related to grants described above was \$13,000, \$0.3 million, and \$1.1 million, respectively. As



of December 31, 2017, the remaining compensation cost is expected to be recognized over the weighted-average period of approximately 0.2 years.

As of December 31, 2017, the Company did not have any unvested performance-based stock options outstanding.

The following table summarizes information about options outstanding and exercisable at December 31, 2017 (share amounts in thousands, except per share information):

Range of Option Prices Per Share	Options Outstanding			Options Exercisable		
	Options Outstanding	Weighted-Avg. Remaining Contractual Life	Weighted-Avg. Exercise Price Per Share	Options Exercisable	Weighted-Avg. Remaining Contractual Life	Weighted-Avg. Exercise Price Per Share
\$2.35 to \$9.99	152	2.3	\$ 5.38	152	2.3	\$ 5.38
\$10.00 to \$13.99	938	4.9	12.42	903	4.9	12.36
\$14.00 to \$17.70	300	6.7	14.98	238	6.6	15.17
	<u>1,390</u>			<u>1,293</u>		

At December 31, 2017, the aggregate intrinsic value of outstanding options to purchase 1,390,000 shares of common stock, the exercisable options to purchase 1,293,000 shares of common stock, and options to purchase 92,000 shares of common stock expected to vest was \$0.9 million, \$0.9 million, and \$0, respectively. At December 31, 2016, the aggregate intrinsic value of outstanding options to purchase 1,524,000 shares of common stock, the exercisable options to purchase 1,201,000 shares of common stock, and options to purchase 306,000 shares of common stock expected to vest was \$4.2 million, \$3.7 million, and \$386,000, respectively.

#### Restricted Stock Units

The Company's outstanding restricted stock units (RSUs) include time-based RSUs, which vest over differing periods ranging from 12 months up to 48 months from the RSU grant date, as well as performance-based RSUs, which upon achieving cumulative annual net sales growth targets over a rolling one-year period and performance-based RSUs, which vest upon achieving earnings-per-share targets over a rolling one-year period. RSUs given to the Board of Directors contain a restriction period in which the shares are not issued until two years after vesting. At December 31, 2017 and 2016, there were 96,000 and 69,000 vested RSUs given to the Board of Directors that had a restriction period.

Restricted stock unit activity for the period ended December 31, 2017, 2016, and 2015 is as follows: (share amounts in thousands, except per share information):

	Number of Shares	Weighted Average Grant Date Fair Value
Units outstanding at January 1, 2015	180	\$ 15.09
Granted	679	12.61
Issued	(30)	13.63
Forfeited	(85)	12.84
Units outstanding at December 31, 2015	744	12.48
Granted	281	9.49
Issued	(154)	13.05
Forfeited	(33)	12.20
Units outstanding at December 31, 2016	838	11.39
Granted	274	12.62
Issued	(187)	12.23
Forfeited	(197)	12.07
Units outstanding at December 31, 2017	<u>728</u>	<u>11.56</u>

During the year ended December 31, 2017, the Company granted 274,000 restricted stock units (RSUs) of common stock under the 2012 Incentive Plan to the Company's board, executive officers and other employees, which are composed of

both time-based RSUs and net sales and earnings per share performance-based RSUs. The time-based RSUs were granted with a weighted-average grant date fair value of \$12.29 per share and vest in 12 monthly installments over a one year period from the grant date or in annual installments over a three year period from the grant date. The net sales performance-based RSUs were granted with a weighted-average grant date fair value of \$13.35 per share and vest upon achieving net sales targets over a three year period from the grant date.

During the period ended December 31, 2016, the Company granted 281,000 RSUs of common stock under the 2012 Incentive Plan to the Company's board, executive officers and other employees. The time-based RSUs were granted with a weighted average grant date fair value of \$10.06 per share and vest in 12 monthly installments over a one year period from the grant date, or in annual installments over a three year period from the grant date. The net sales performance-based RSUs were granted with a weighted-average grant date fair value of \$8.16 per share and vest upon achieving net sales targets over a three year period from the grant date.

During the period ended December 31, 2015, the Company granted 679,000 RSUs of common stock under the 2012 Incentive Plan to the Company's board, executive officers and other employees. The RSUs were granted with a weighted average grant date fair value of \$12.61 per share and vest in 12 monthly installments over a one year period from the grant date, vest in annual installments over a three year period from the grant date, or after a three-year cliff. The net sales and earnings per share performance-based RSUs were granted with a weighted-average grant date fair value of \$12.13 per share and vest upon achieving (i) net sales targets over a three year period from the grant date and (ii) earnings per share targets over a six year period from the grant date.

RSUs are valued at the market value on the date of grant, which is the grant date share price discounted for expected dividend payments during the vesting period. For RSUs with post-vesting restrictions, a Finnerty Model was utilized to calculate a valuation discount from the market value of common shares reflecting the restriction embedded in the RSUs preventing the sale of the underlying shares over a certain period of time. The Finnerty Model proposes to estimate a discount for lack of marketability such as transfer restrictions by using an option pricing theory. This model has gained recognition through its ability to address the magnitude of the discount by considering the volatility of a company's stock price and the length of restriction. The concept underpinning the Finnerty Model is that restricted stock cannot be sold over a certain period of time. Using assumptions previously determined for the application of the option pricing model at the valuation date, the Finnerty Model discount for lack of marketability is approximately 11.9 percent for a common share.

Share-based compensation expense from RSUs for the period ended December 31, 2017, 2016, and 2015, was approximately \$2.0 million, \$2.4 million, and \$2.9 million, respectively. As of December 31, 2017, and 2016, the unrecognized share-based compensation expense related to the grants described above was \$1.3 million and \$2.0 million, respectively. As of December 31, 2017, the remaining compensation expense is expected to be recognized over the weighted average period of approximately 1.2 years.

The Company has not recognized any share-based compensation expense related to the net sales and earnings per share performance-based RSUs for the years ended December 31, 2017, 2016, and 2015. Should the Company attain all of the metrics related to the performance-based RSU grant, the Company would recognize up to \$3.5 million of potential share-based compensation expense.

The number of shares issued upon vesting or exercise for restricted stock units granted, pursuant to the Company's share-based compensation plans, is net of shares withheld to cover the minimum statutory withholding requirements that the Company pays on behalf of its employees, which was 43,000 and 20,000 shares for the years ended December 31, 2017 and 2016, respectively. Although shares withheld are not issued, they are treated as common share repurchases for accounting purposes, as they reduce the number of shares that would have been issued upon vesting. These shares do not count against the authorized capacity under the repurchase program described above.

#### **NOTE 13: EMPLOYEE BENEFIT PLANS**

##### **Deferred Compensation Plans**

The Company sponsors a qualified deferred compensation plan which qualifies under Section 401(k) of the Internal Revenue Code. During 2017, the Company made matching contributions of 70 percent of employee contributions up to a maximum of five percent of the employee's compensation (the match was increased from 60 percent to 70 percent of employee contributions up to a maximum of five percent beginning in 2016). The Company's contributions to the plan vest after a period of three years. During 2017, 2016, and 2015, the Company contributed to the plan approximately \$1.1 million, \$1.1 million and \$0.9 million, respectively.

The Company provides a nonqualified deferred compensation plan for its officers and certain key employees. Under this plan, participants may defer up to 100 percent of their annual salary and bonus. Although participants direct the investment of these funds, they are classified as trading securities and are included in long-term investment securities on the consolidated balance sheets because they remain assets of the Company until they are actually paid out to the participants. The Company has established a trust to finance obligations under the plan. At the end of each year and at other times provided under the plan, the Company adjusts its obligation to a participant by the investment return or loss on the funds selected by the participant under rules established in the plan. Upon separation of employment of the participant with the Company, the obligation owed to the participant under the plan will be paid as a lump sum or over a period of either three or five years (and will continue to be adjusted by the applicable investment return or loss during the period of pay-out). The Company had deferred compensation plan assets of approximately \$2.0 million and \$1.4 million as of December 31, 2017, and 2016, respectively. The change in the liability associated with the deferred compensation plan is recorded in the deferred compensation payable.

#### NOTE 14: COMMITMENTS AND CONTINGENCIES

##### Contractual Obligations

The Company leases certain facilities and equipment used in its operations and accounts for leases with escalating payments using the straight-line method. The Company incurred expenses of approximately \$7.4 million, \$6.6 million, and \$6.3 million in connection with operating leases during 2017, 2016, and 2015, respectively. The approximate aggregate commitments under non-cancelable operating leases in effect at December 31, 2017, were as follows (dollar amounts in thousands):

Year Ending December 31,	
2018	\$ 5,918
2019	3,210
2020	2,604
2021	2,139
2022	2,042
Thereafter	12,148
Total	<u>\$ 28,061</u>

The Company has entered into long-term agreements with third-parties in the ordinary course of business, in which it has agreed to pay a percentage of net sales in certain regions in which it operates, or royalties on certain products. In 2017, 2016, and 2015, the aggregate amounts of these payments were \$10,000, \$0.1 million, and \$0.1 million, respectively.

As of December 31, 2017, the Company had commitments to purchase manufacturing equipment and lease hold improvements for its new headquarters of \$1.7 million in 2018.

##### Legal Proceedings

The Company is party to various legal proceedings. Management cannot predict the ultimate outcome of these proceedings, individually or in the aggregate, or their resulting effect on the Company's business, financial position, results of operations or cash flows as litigation and related matters are subject to inherent uncertainties, and unfavorable rulings could occur. Were an unfavorable outcome to occur, there exists the possibility of a material adverse impact on the business, financial position, results of operations, or cash flows for the period in which the ruling occurs and/or future periods. The Company maintains product liability, general liability and excess liability insurance coverage. However, no assurances can be given that such insurance will continue to be available at an acceptable cost to the Company, that such coverage will be sufficient to cover one or more large claims, or that the insurers will not successfully disclaim coverage as to a pending or future claim.

## **Non-Income Tax Contingencies**

The Company has reserved for certain state sales and use tax and foreign non-income tax contingencies based on the likelihood of an obligation in accordance with accounting guidance for probable loss contingencies. Loss contingency provisions are recorded for probable losses at management's best estimate of a loss, or when a best estimate cannot be made, a minimum loss contingency amount is recorded. The Company provides provisions for potential payments of tax to various tax authorities for contingencies related to non-income tax matters, including value-added taxes and sales tax. The Company provides provisions for U.S. state sales taxes in each of the states where the Company has nexus. As of December 31, 2017 and 2016, accrued liabilities include \$0.4 million related to non-income tax contingencies. While management believes that the assumptions and estimates used to determine this liability are reasonable, the ultimate outcome of those matters cannot presently be determined. The Company believes future payments related to these matters could range from \$0 to approximately \$4.0 million.

## **Other Litigation**

The Company is party to various other legal proceedings in the United States and several foreign jurisdictions related to value-added tax assessments and other civil litigation. The Company has accrued \$1.5 million related to the estimated outcome of these proceedings as of December 31, 2017. In addition, the Company is party to other litigation where there is a reasonable possibility that a loss may be incurred, either the losses are not considered to be probable or the Company cannot at this time estimate the loss, if any; therefore, no provision for losses has been provided. The Company believes future payments related to these matters could range from \$0 to approximately \$1.9 million.

## **Self-Insurance Liabilities**

Similar to other manufacturers and distributors of products that are ingested, the Company faces an inherent risk of exposure to product liability claims in the event that, among other things, the use of its products results in injury. During 2017 the Company secured product liability coverage to cover possible claims, and still maintains accruals for periods prior to the Company obtaining coverage. Prior to this, the Company accrued an amount that it believes is sufficient to cover probable and reasonably estimable liabilities related to product liability claims based on the Company's history of such claims. However, there can be no assurance that these estimates will prove to be sufficient, nor can there be any assurance that the ultimate outcome of any litigation for product liability will not have a material negative impact on the Company's business prospects, financial position, results of operations or cash flows.

The Company self-insures for certain employee medical benefits. The recorded liabilities for self-insured risks are calculated using actuarial methods and are not discounted. The liabilities include amounts for actual claims and claims incurred but not reported. Actual experience, including claim frequency and severity as well as health care inflation, could result in actual liabilities being more or less than the amounts currently recorded.

The Company reviews its self-insurance accruals on a quarterly basis and determines, based upon a review of its recent claims history and other factors, which portions of its self-insurance accruals should be considered short-term and long-term. The Company has accrued \$1.5 million and \$2.4 million for product liability and employee medical claims at December 31, 2017 and 2016, respectively, of which \$0.6 million and \$0.7 million was classified as short-term. Such amounts are included in accrued liabilities and other long-term liabilities on the Company's consolidated balance sheets.

## **Government Regulations**

The Company is subject to governmental regulations pertaining to product formulation, labeling and packaging, product claims and advertising, and to the Company's direct selling system. The Company is also subject to the jurisdiction of numerous foreign tax and customs authorities. Any assertions or determinations that either the Company or the Company's independent Distributors are not in compliance with existing statutes, laws, rules or regulations could potentially have a material adverse effect on the Company's operations. In addition, in any country or jurisdiction, the adoption of new statutes, laws, rules or regulations, or changes in the interpretation of existing statutes, laws, rules or regulations could have a material adverse effect on the Company and its operations. Although management believes that the Company is in compliance, in all material respects, with the statutes, laws, rules and regulations of every jurisdiction in which it operates, no assurance can be given that the Company's compliance with applicable statutes, laws, rules and regulations will not be challenged by foreign authorities or that such challenges will not have a material adverse effect on the Company's financial position, results of operations or cash flows.

**NOTE 15: OPERATING BUSINESS SEGMENT AND INTERNATIONAL OPERATION INFORMATION**

The Company has four business segments. These business segments are components of the Company for which separate information is available that is evaluated regularly by the chief executive officer in deciding how to allocate resources and in assessing relative performance.

The Company has four business segments that are divided based on the different characteristics of their distributor and customer bases, distributor compensation plans and product formulations, as well as the internal organization of its officers and their responsibilities and business operations. Three business segments operate under the Nature's Sunshine Products brand (NSP Americas; NSP Russia, Central and Eastern Europe; and NSP China), and one business segment operates under the Synergy® WorldWide brand. The NSP Russia, Central and Eastern Europe segment also includes the Company's wholesale business, in which the Company sells its products to various locally-managed entities independent of the Company that the Company has granted distribution rights for the relevant market. Net sales for each segment have been reduced by intercompany sales as they are not included in the measure of segment profit or loss reviewed by the chief executive officer. The Company evaluates performance based on contribution margin (loss) by segment before consideration of certain inter-segment transfers and expenses.

In the fourth quarter of 2017, the Company moved the reporting of its wholesale business, in which the Company sells its products to a locally managed entity independent of the Company that has distribution rights for the market, from the China and New Markets segment to the NSP Russia, Central and Eastern Europe segment. The net sales and contribution margin for the years ended December 31, 2016 and 2015 were recast to reflect that change.

Reportable business segment information for the years ended December 31, 2017, 2016, and 2015 is as follows (dollar amounts in thousands):

Year Ended December 31,	2017	2016	2015
<b>Net sales:</b>			
NSP Americas	\$ 166,017	\$ 175,922	\$ 179,151
NSP Russia, Central and Eastern Europe	32,190	29,998	31,469
Synergy WorldWide	123,833	124,793	114,081
NSP China	19,989	10,446	4
Total net sales	342,029	341,159	324,705
<b>Contribution margin (1):</b>			
NSP Americas	69,408	75,005	74,953
NSP Russia, Central and Eastern Europe	10,930	10,525	11,340
Synergy WorldWide	35,377	38,034	35,277
NSP China	15,307	6,748	4
Total contribution margin	131,022	130,312	121,574
Selling, general and administrative (2)	129,635	120,273	107,702
Operating income	1,387	10,039	13,872
Other income (loss), net	1,835	(773 )	(592 )
Income from continuing operations before provision for income taxes	\$ 3,222	\$ 9,266	\$ 13,280

(1) Contribution margin consists of net sales less cost of sales and volume incentives expense.

(2) Service fees in the NSP China segment related to sales in China, occurring after the Company's receipt of its direct selling license and pre-opening sales through Hong Kong, totaled \$7.2 million, \$4.3 million, and \$0 for the years ended December 31, 2017, 2016, and 2015, respectively. These service fees are included in the Company's selling, general and administrative expenses.

Year Ended December 31,	2017	2016	2015
Capital expenditures:			
NSP Americas	\$ 3,965	\$ 8,999	\$ 21,437
NSP Russia, Central and Eastern Europe	55	131	—
Synergy WorldWide	763	564	302
NSP China	603	430	487
Total capital expenditures	<u>\$ 5,386</u>	<u>\$ 10,124</u>	<u>\$ 22,226</u>
Depreciation and amortization:			
NSP Americas	\$ 7,884	\$ 3,997	\$ 3,603
NSP Russia, Central and Eastern Europe	60	42	26
Synergy WorldWide	621	713	885
NSP China	69	56	11
Total depreciation and amortization	<u>\$ 8,634</u>	<u>\$ 4,808</u>	<u>\$ 4,525</u>
As of December 31,	2017	2016	
Assets:			
NSP Americas	\$ 127,246	\$ 146,761	
NSP Russia, Central and Eastern Europe	6,664	6,106	
Synergy WorldWide	44,047	39,083	
NSP China	17,238	13,620	
Total assets	<u>\$ 195,195</u>	<u>\$ 205,570</u>	

From an individual country perspective, only the United States and South Korea comprises approximately 10 percent or more of consolidated net sales for any of the years ended December 31, 2017, 2016, and 2015 as follows (dollar amounts in thousands):

Year Ended December 31,	2017	2016	2015
Net sales:			
United States	\$ 140,860	\$ 148,060	\$ 147,553
South Korea	52,020	57,637	48,476
Other	149,149	135,462	128,676
Total net sales	<u>\$ 342,029</u>	<u>\$ 341,159</u>	<u>\$ 324,705</u>

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Revenue generated by each of the Company's product lines is set forth below (dollars in thousands):

Year Ended December 31,	2017	2016	2015
<b>NSP Americas:</b>			
General health	\$ 74,492	\$ 78,187	\$ 80,315
Immunity	20,451	19,185	22,042
Cardiovascular	11,454	12,677	12,331
Digestive	45,231	47,659	49,239
Personal care	7,260	7,537	3,575
Weight management	7,129	10,677	11,649
	<u>166,017</u>	<u>175,922</u>	<u>179,151</u>
<b>NSP Russia, Central and Eastern Europe:</b>			
General health	\$ 14,813	\$ 12,907	\$ 13,332
Immunity	3,530	3,349	3,853
Cardiovascular	2,166	2,212	2,006
Digestive	8,261	8,009	8,178
Personal care	2,330	2,370	2,809
Weight management	1,090	1,151	1,291
	<u>32,190</u>	<u>29,998</u>	<u>31,469</u>
<b>Synergy WorldWide:</b>			
General health	\$ 31,973	\$ 35,283	\$ 43,829
Immunity	508	620	752
Cardiovascular	50,702	51,684	34,191
Digestive	16,121	12,536	17,746
Personal care	8,532	8,981	5,697
Weight management	15,997	15,689	11,866
	<u>123,833</u>	<u>124,793</u>	<u>114,081</u>
<b>NSP China:</b>			
General health	\$ 3,738	\$ 1,551	\$ 4
Immunity	468	370	—
Cardiovascular	3,886	2,617	—
Digestive	8,361	4,323	—
Personal care	350	629	—
Weight management	3,186	956	—
	<u>19,989</u>	<u>10,446</u>	<u>4</u>
<b>Total net sales</b>	<b>\$ 342,029</b>	<b>\$ 341,159</b>	<b>\$ 324,705</b>

From an individual country perspective, only the United States comprise 10 percent or more of consolidated property, plant and equipment as follows (dollar amounts in thousands):

As of December 31	2017	2016
<b>Property, plant and equipment</b>		
United States	\$ 65,928	\$ 70,770
Other	3,178	2,502
<b>Total property, plant and equipment</b>	<b>\$ 69,106</b>	<b>\$ 73,272</b>

#### NOTE 16: RELATED PARTY TRANSACTIONS

The Company maintains split-dollar life insurance policies on certain executives. The cash surrender value of \$15,000 related to such policies is recorded in other assets as of December 31, 2017 and 2016, respectively.

The Company's joint venture in China borrowed \$2.0 million from the Company and \$0.5 million from the Company's joint venture partner, during the year ended December 31, 2017. These notes are payable in one year and bear interest of 3.0 percent. The note between the joint venture and the Company eliminates in consolidation.

Subsequent to the year ended December 31, 2017, the Company's joint venture in China borrowed an additional \$2.0 million from the Company and \$0.5 million from the Company's joint venture partner. These notes are payable in one year and bear interest of 3.0 percent.

Eugene L. Hughes, a former member of the Company's Board of Directors, and the spouse of Kristine F. Hughes, Vice Chair of the Board of Directors, retired as an employee of the Company effective as of December 22, 2008. The Company and Mr. Hughes entered into a Retirement and Consulting Agreement, dated as of December 9, 2008, pursuant to which Mr. Hughes provided consulting services to the Company for an initial term of eight years following his retirement. In exchange for such consulting services, Mr. Hughes received an annual compensation of approximately \$0.2 million for the first two years of service, and an annual compensation of \$0.1 million for the remainder of the initial term. The term of the Retirement and Consulting Agreement with Mr. Hughes expired on December 22, 2016, and was not renewed.

## NOTE 17: FAIR VALUE

The fair value of a financial instrument is the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial assets are marked to bid prices and financial liabilities are marked to offer prices. Fair value measurements do not include transaction costs. A fair value hierarchy is used to prioritize the quality and reliability of the information used to determine fair values of each financial instrument. Categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is defined into the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The following table presents the Company's hierarchy for its asset measured at fair value on a recurring basis as of December 31, 2017 (dollar amounts in thousands):

	Level 1 Quoted Prices in Active Markets for Identical Assets	Level 2 Significant Other Observable Inputs	Level 3 Significant Unobservable Inputs	Total
Investment securities - trading	\$ 1,980	—	—	\$ 1,980
Total assets measured at fair value on a recurring basis	\$ 1,980	\$ —	\$ —	\$ 1,980

The following table presents the Company's hierarchy for its asset measured at fair value on a recurring basis as of December 31, 2016:

	Level 1 Quoted Prices in Active Markets for Identical Assets	Level 2 Significant Other Observable Inputs	Level 3 Significant Unobservable Inputs	Total
Investments available-for-sale				
U.S. government security funds	\$ 1,776	—	—	\$ 1,776
Investment securities - trading	1,391	—	—	1,391
Total assets measured at fair value on a recurring basis	\$ 3,167	\$ —	\$ —	\$ 3,167

*Investments available-for-sale* - The majority of the Company's investment portfolio consists of U.S. government security funds. The Level 1 securities are valued using quoted prices for identical assets in active markets including equity securities and U.S. government treasuries.

*Trading Investment securities* - The Company's trading portfolio consists of various marketable securities that are valued using quoted prices in active markets.



For the years ended December 31, 2017 and 2016, there were no fair value measurements using significant other observable inputs (Level 2) or significant unobservable inputs (Level 3).

The carrying amounts reflected on the consolidated balance sheet for cash and cash equivalents, accounts receivable, and accounts payable approximate fair value due to their short-term nature. The carrying amount reflected on the consolidated balance sheet for the revolving credit facility approximate fair value due to it being variable-rate debt. During the years ended December 31, 2017 and 2016, the Company did not have any re-measurements of non-financial assets at fair value on a nonrecurring basis subsequent to their initial recognition.

#### NOTE 18: SUMMARY OF QUARTERLY OPERATIONS — UNAUDITED

The following tables presents the Company's unaudited summary of quarterly operations during 2017 and 2016 for each of three month periods ended March 31, June 30, September 30, and December 31 (dollar amounts in thousands, except per share information).

	For the Quarter Ended			
	March 31, 2017	June 30, 2017	September 30, 2017	December 31, 2017
Net sales	\$ 83,098	\$ 81,344	\$ 89,301	\$ 88,286
Cost of sales	(21,728 )	(21,197 )	(23,505 )	(24,607 )
Gross profit	61,370	60,147	65,796	63,679
Volume incentives	28,983	28,288	30,716	31,983
Selling, general and administrative	30,336	31,836	32,926	34,537
Operating income (loss)	2,051	23	2,154	(2,841 )
Other income (expense)	1,275	441	193	(74 )
Income (loss) before income taxes	3,326	464	2,347	(2,915 )
Provision (benefit) for income taxes	1,463	884	(1 )	14,693
Net income (loss)	1,863	(420 )	2,348	(17,608 )
Net loss attributable to noncontrolling interests	(297 )	(233 )	(95 )	(250 )
Net income (loss) attributable to common shareholders	\$ 2,160	\$ (187 )	\$ 2,443	\$ (17,358 )

#### Basic and diluted net income (loss) per common share:

Basic earnings (loss) per share attributable to common shareholders:	\$ 0.11	\$ (0.01)	\$ 0.13	\$ (0.92)
Diluted earnings (loss) per share attributable to common shareholders:	\$ 0.11	\$ (0.01)	\$ 0.13	\$ (0.92)
Dividends declared per common share	\$ 0.10	\$ —	\$ —	\$ —

Basic and diluted income (loss) per share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly net income (loss) per share may not equal the total computed for the year.

During the fourth quarter of 2017, the Company's provision for income taxes was affected by an addition of valuation allowances on U.S. foreign tax credits as a result of the Tax Reform Act, re-measurement of deferred tax assets and liabilities from 35 percent to 21 percent, and the impact of current year foreign losses that will not provide tax benefit. The Company's provision for income taxes is discussed in further detail in Note 11.

	For the Quarter Ended			
	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016
Net sales	\$ 82,402	\$ 89,366	\$ 85,441	\$ 83,950
Cost of sales	(22,020)	(23,078)	(21,512)	(24,327)
Gross profit	60,382	66,288	63,929	59,623
Volume incentives	29,877	30,791	29,684	29,558
Selling, general and administrative	28,385	31,249	29,187	31,452
Operating income (loss)	2,120	4,248	5,058	(1,387)
Other income (expense), net	1,559	(622)	20	(1,730)
Income (loss) before income taxes	3,679	3,626	5,078	(3,117)
Provision for income taxes	1,890	1,260	1,136	4,305
Net income (loss)	1,789	2,366	3,942	(7,422)
Net loss attributable to noncontrolling interests	(280)	(202)	(213)	(769)
Net income (loss) attributable to common shareholders	<u>\$ 2,069</u>	<u>\$ 2,568</u>	<u>\$ 4,155</u>	<u>\$ (6,653)</u>
Basic and diluted net income (loss) per common share:				
Basic earnings (loss) per share attributable to common shareholders:	\$ 0.11	\$ 0.14	\$ 0.22	\$ (0.35)
Diluted earnings (loss) per share attributable to common shareholders:	\$ 0.11	\$ 0.14	\$ 0.22	\$ (0.35)
Dividends declared per common share	\$ 0.10	\$ 0.10	\$ 0.10	\$ 0.10

Basic and diluted income (loss) per share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly net income (loss) per share may not equal the total computed for the year.

During the fourth quarter of 2016, the Company's provision for income taxes was affected by an addition of valuation allowances on U.S. foreign tax credits, in addition to the impact of current year foreign losses that will not provide tax benefit. The Company's provision for income taxes is discussed in further detail in Note 11.

## **Item 9. Change In and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

This report includes the certifications of the Company's Chief Executive Officer and Chief Financial Officer required by Rule 13a-14 of the Securities Exchange Act of 1934 (the "Exchange Act"). See Exhibits 31.1 and 31.2. This Item 9A includes information concerning the controls and control evaluations referred to in those certifications.

#### **Overview**

Management is responsible for establishing and maintaining adequate internal controls over financial reporting for the Company.

The following discussion sets forth a summary of management's evaluation of the Company's disclosure controls and procedures as of December 31, 2017. In addition, this item provides a discussion of management's evaluation of internal control over financial reporting.

The Company's independent registered public accountants have also issued an audit report on the Company's internal control over financial reporting. This report appears below.

#### **Evaluation of Disclosure Controls and Procedures**

The Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in rules and forms adopted by the SEC, and that such information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures.

In connection with the preparation of the Company's Annual Report as of December 31, 2017, the Company's management, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2017. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of December 31, 2017.

#### **Management's Report on Internal Control over Financial Reporting**

Management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the framework set forth in "*Internal Control—Integrated Framework (2013)*" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on management's assessment under this framework, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2017. The Company's internal control over financial reporting as of December 31, 2017 has been assessed by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is included herein.

#### **Changes in Internal Control over Financial Reporting**

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) under the Exchange Act) that occurred during the fourth quarter ended December 31, 2017, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of Nature's Sunshine Products, Inc.:

**Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Nature's Sunshine Products, Inc. and subsidiaries (the "Company") as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2017, of the Company and our report dated March 16, 2018, expressed an unqualified opinion on those financial statements.

**Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

**Definition and Limitations of Internal Control over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Salt Lake City, Utah  
March 16, 2018

**Item 9B. Other Information**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this Item is incorporated herein by reference to the Company's definitive proxy statement to be filed with the SEC no later than 120 days after the close of the Company's year ended December 31, 2017.

**Item 11. Executive Compensation**

The information required by this Item is incorporated herein by reference to the Company's definitive proxy statement to be filed with the SEC no later than 120 days after the close of the Company's year ended December 31, 2017.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The information required by this Item is incorporated herein by reference to the Company's definitive proxy statement to be filed with the SEC no later than 120 days after the close of the Company's year ended December 31, 2017.

**Item 13. Certain Relationships and Related Transactions and Director Independence**

The information required by this Item is incorporated herein by reference to the Company's definitive proxy statement to be filed with the SEC no later than 120 days after the close of the Company's year ended December 31, 2017.

**Item 14. Principal Accounting Fees and Services.**

The information required by this Item is incorporated herein by reference to the Company's definitive proxy statement to be filed with the SEC no later than 120 days after the close of the Company's year ended December 31, 2017.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

**(a)(1) List of Financial Statements**

The following are filed as part of this report:

Report of Independent Registered Public Accounting Firm

Consolidated balance sheets as of December 31, 2017 and 2016

Consolidated statements of operations for the years ended December 31, 2017, 2016, and 2015

Consolidated statements of comprehensive income (loss) for the years ended December 31, 2017, 2016, and 2015

Consolidated statements of changes in shareholders' equity for the years ended December 31, 2017, 2016, and 2015

Consolidated statements of cash flows for the years ended December 31, 2017, 2016, and 2015

Notes to consolidated financial statements

**(a)(2) List of Financial Statement Schedules**

Schedule II - Valuation and Qualifying Accounts.

Financial statement schedules other than the one listed are omitted for the reason that they are not required or are not applicable, or the required information is shown in the financial statements or notes thereto, or contained elsewhere in this report.

**(a)(3) List of Exhibits**

Exhibit Index as seen below

**Item 15. Form 10-K Summary.**

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Nature's Sunshine Products, Inc.**Date: **March 16, 2018**By: /s/ Gregory L. Probert

Gregory L. Probert,  
Chief Executive Officer and Chairman of the Board

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gregory L. Probert</u> Gregory L. Probert	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	March 16, 2018
<u>/s/ Kristine F. Hughes</u> Kristine F. Hughes	Vice Chair of the Board	March 16, 2018
<u>/s/ Joseph W. Baty</u> Joseph W. Baty	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 16, 2018
<u>/s/ Albert R. Dowden</u> Albert R. Dowden	Director	March 16, 2018
<u>/s/ Jia Hongfei</u> Jia Hongfei	Director	March 16, 2018
<u>/s/ Robert B. Mercer</u> Robert B. Mercer	Director	March 16, 2018
<u>/s/ J. Christopher Teets</u> J. Christopher Teets	Director	March 16, 2018
<u>/s/ Mary Beth Springer</u> Mary Beth Springer	Director	March 16, 2018
<u>/s/ Rebecca Lee Steinfert</u> Rebecca Lee Steinfert	Director	March 16, 2018
<u>/s/ Robert D. Straus</u> Robert D. Straus	Director	March 16, 2018
<u>/s/ Jeffrey D. Watkins</u> Jeffrey D. Watkins	Director	March 16, 2018

NATURE'S SUNSHINE PRODUCTS, INC.  
SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS  
FOR THE YEARS ENDED DECEMBER 31, 2017, 2016, AND 2015  
*(Amounts in thousands)*

Description	Balance at Beginning of Year	Provisions	Amounts Written Off	Amounts Recovered	Effect of Currency Translation	Balance at End of Year
<b>Year Ended December 31, 2017</b>						
Allowance for doubtful accounts receivable	\$ 205	\$ 556	\$ (366)	\$ —	\$ —	\$ 395
Allowance for sales returns	156	1,746	(1,644)	—	12	270
Tax valuation allowance	11,250	13,786	—	(865)	(147)	24,024
<b>Year Ended December 31, 2016</b>						
Allowance for doubtful accounts receivable	\$ 190	\$ 305	\$ (290)	\$ —	\$ —	\$ 205
Allowance for sales returns	94	1,435	(1,368)	—	(5)	156
Tax valuation allowance	6,565	5,638	(493)	—	(460)	11,250
<b>Year Ended December 31, 2015</b>						
Allowance for doubtful accounts receivable	\$ 849	\$ 83	\$ (714)	\$ —	\$ (28)	\$ 190
Allowance for sales returns	129	1,126	(1,155)	—	(6)	94
Tax valuation allowance	13,169	(6,088)	—	—	(516)	6,565



## LIST OF EXHIBITS

Item No.	Exhibit
3.1(1)	<a href="#">Amended and Restated Articles of Incorporation, as amended.</a>
3.2(1)	<a href="#">Amended and Restated Bylaws.</a>
10.1(2)*	<a href="#">Tax Deferred Retirement Plan, Restated January 1, 2012.</a>
10.2(3)*	<a href="#">Supplemental Elective Deferral Plan, as Amended effective as of January 1, 2008.</a>
10.3(4)	<a href="#">2009 Stock Incentive Plan.</a>
10.4(4)*	<a href="#">Form of Award Agreement (2009 Stock Incentive Plan).</a>
10.5(5)*	<a href="#">Employment Agreement, dated January 1, 2015, by and between the Company and Gregory L. Probert.</a>
10.6(6)*	<a href="#">Stock Option Agreement, dated June 16, 2011, by and between the Company and Gregory L. Probert.</a>
10.7(7)	<a href="#">2012 Stock Incentive Plan and Amendment No. 1 to 2012 Stock Incentive Plan.</a>
10.8(7)*	<a href="#">Form of Award Agreement (2012 Stock Incentive Plan).</a>
10.9(8)*	<a href="#">Employment Agreement, dated April 16, 2013, by and between the Company and Matthew L. Tripp.</a>
10.10(8)*	<a href="#">Stock Option Agreement, dated May 6, 2013, by and between the Company and Matthew L. Tripp.</a>
10.11(2)*	<a href="#">Employment Agreement, dated March 4, 2013, by and between the Company and Susan M. Armstrong.</a>
10.12(2)*	<a href="#">Stock Option Agreement, dated February 11, 2014, by and between the Company and Susan M. Armstrong.</a>
10.13(9)*	<a href="#">Employment Agreement, dated October 31, 2016, by and between the Company and Joseph W. Baty.</a>
10.14(1)	<a href="#">Employment Agreement, dated December 21, 2007, by and between the Company and Bryant J. Yates.</a>
21(1)	<a href="#">List of Subsidiaries of Registrant.</a>
23.1(1)	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
31.1(1)	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2(1)	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32.1(1)	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. § 1350.</a>
32.2(1)	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. § 1350.</a>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

- (1) Filed herewith.
- (2) Previously filed with the SEC on March 13, 2015, as an exhibit to the Annual Report on Form 10-K and is incorporated herein by reference.
- (3) Previously filed with the SEC on March 14, 2016, as an exhibit to the Annual Report on Form 10-K and is incorporated herein by reference.
- (4) Previously filed with the SEC on October 19, 2009 as Appendix C, an exhibit to the Registrant's Proxy Statement and is incorporated herein by reference.
- (5) Filed with the SEC on February 19, 2015, as an exhibit to the Current Report on Form 8-K and is incorporated herein by reference.
- (6) Filed with the SEC on June 22, 2011, as an exhibit to the Current Report on Form 8-K and is incorporated herein by reference.
- (7) Filed with the SEC on January 15, 2015, as an exhibit to the Current Report on Form 8-K and is incorporated herein by reference.
- (8) Filed with the SEC on March 17, 2014, as an exhibit to the Annual Report on Form 10-K and is incorporated herein by reference.
- (9) Filed with the SEC on November 3, 2016, as an exhibit to the Current Report on Form 8-K and is incorporated herein by reference.
- \* Management contract or compensatory plan.

**ARTICLES OF AMENDMENT TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
NATURE'S SUNSHINE PRODUCTS, INC.**

**May 10, 2013**

In accordance with Section 16-10a-1006 of the Utah Revised Business Corporation Act (the "*Utah Act*"), Nature's Sunshine Products, Inc., a Utah corporation (the "*Corporation*"), hereby declares and certifies as follows:

1. The name of the Corporation is Nature's Sunshine Products, Inc.
2. The text of the amendments (collectively, the "*Amendments*") to the Amended and Restated Articles of Incorporation of the Corporation are set forth below.

The second paragraph of Article VI of the Amended and Restated Articles of Incorporation is hereby amended and restated in its entirety as follows:

All directors elected by shareholders at and after the 2013 annual meeting of shareholders shall hold office until the next annual meeting of shareholders. Directors whose terms do not expire at the 2013 annual meeting of shareholders shall hold office until the annual meeting for the year in which the director's term expires. When a vacancy on the Board of Directors is filled, the director chosen to fill that vacancy shall serve until the next annual meeting of shareholders. Notwithstanding the foregoing, each director shall hold office until his or her successor shall have been elected and qualified or until such director's earlier death, resignation or removal. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

The third paragraph of Article VI of the Amended and Restated Articles of Incorporation is hereby amended and restated in its entirety as follows:

The shareholders may remove one or more directors at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. Notwithstanding the preceding sentence, directors may only be removed for cause and for the affirmative vote of at least a majority of the shares then entitled to vote at an election of directors.

The sole paragraph of Article IX of the Amended and Restated Articles of Incorporation is hereby amended and restated in its entirety as follows:

The Corporation reserves the right to amend these Restated Articles in any manner provided herein or permitted by the Revised Act, and all rights and powers, if any, conferred herein on shareholders, directors and officers are subject to the reserved power. Notwithstanding the foregoing, without the affirmative vote of the holders of record of a majority of the Corporation's shares then outstanding and entitled to vote on the amendment, the Corporation shall not alter, amend or repeal Article VI, Article VII, Article VIII or Article IX.

3. The Amendments were adopted by the Corporation's shareholders at an annual meeting of shareholders held on May 8, 2013 (the "*Shareholders' Meeting*"), in accordance with the requirements of the Utah Act.
4. The Corporation has 15,853,760 shares of Common Stock outstanding and eligible to vote on the Amendments. The number of Common Stock votes indisputably represented at the Shareholders' Meeting was 13,803,430. At the Shareholders' Meeting, votes represented by the Common Stock were cast in favor of the Amendments as set forth below. The number of votes cast in favor of the Amendments was sufficient for approval of the Amendments.(1)

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(1) In accordance with Article IX of the prior Amended and Restated Articles of Incorporation, the approval of these amendments required the vote of at least 75% of the shares outstanding and entitled to vote on the amendments.

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Amendment	Voting		
	For	Against	Abstain
Amendments to Articles of Incorporation to phase out the classified Board of Directors.	12,303,103	27,966	11,893
Amendments to Articles of Incorporation to eliminate the supermajority voting requirement with respect to the removal of directors.	For	Against	Abstain
	12,308,080	26,191	8,690
Amendments to Articles of Incorporation to eliminate the supermajority voting requirement with respect to amendments to Article VI of the prior articles.	For	Against	Abstain
	12,303,808	30,261	8,893

[Signature page follows]

IN WITNESS WHEREOF, these Articles of Amendment to the Amended and Restated Articles of Incorporation have been executed by the Corporation as of the date first written above.

**NATURE'S SUNSHINE, INC.**

By: /s/ Jamon A. Jarvis  
Name: Jamon A. Jarvis  
Its: General Counsel, Chief Compliance Officer & Secretary

*[Signature Page to Amendment to Amended and Restated Articles of Incorporation]*

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**ARTICLES OF AMENDMENT AND RESTATEMENT  
TO THE ARTICLES OF INCORPORATION OF  
NATURE’S SUNSHINE PRODUCTS, INC.**

November 9, 2009

In accordance with Sections 16-10a-1006 and 16-10a-1007 of the Utah Revised Business Corporation Act (the ‘*Utah Act*’), Nature’s Sunshine Products, Inc., a Utah corporation (the ‘*Corporation*’), hereby declares and certifies as follows:

1. The name of the Corporation is Nature’s Sunshine Products, Inc.
  2. The text of the Amended and Restated Articles of Incorporation (the ‘*Restated Articles*’) is attached hereto as Exhibit A and is incorporated herein by this reference. The Restated Articles supersede the original Articles of Incorporation of the Corporation and all prior amendments and restatements thereto.
  3. The Restated Articles were adopted by the Corporation’s shareholders at an annual meeting of shareholders held on November 6, 2009 (the ‘*Shareholders’ Meeting*’), in accordance with the requirements of the Utah Act.
  4. The Corporation has 15,510,159 shares of Common Stock outstanding and eligible to vote on the Restated Articles. The number of Common Stock votes indisputably represented at the Shareholders’ Meeting was 12,943,408. At the Shareholders’ Meeting, votes represented by the Common Stock were cast in favor of each provision of the Restated Articles as set forth below. The number of votes cast in favor of each provision of the Restated Articles was sufficient for approval of such provision.
-

Amendment	Voting		
	For	Against	Abstain
Amendments to Articles of Incorporation to modify or remove certain provisions and to make other technical changes.	12,908,912	28,140	6,357
	For	Against	Abstain
	12,915,501	18,870	9,037
	For	Against	Abstain
Amendments to Articles of Incorporation to authorize the Board of Directors to adopt, amend, alter and repeal the Bylaws.	12,608,955	328,085	6,367
	For	Against	Abstain
Amendment to Articles of Incorporation to modify certain provisions relating to the terms of directors.	12,889,954	47,344	6,109
	For	Against	Abstain
Amendments to Articles of Incorporation to eliminate personal liability, to the extent permitted by law, of the Company's directors and officers and provide indemnification of its directors, officers, employees, fiduciaries and agents.	12,883,703	56,246	3,458
	For	Against	Abstain
Amendment to Articles of Incorporation to increase authorized shares of common stock from 20,000,000 to 50,000,000 and to clarify certain rights and preferences of common stock.	12,578,252	359,096	6,059
	For	Against	Abstain
Amendments to Articles of Incorporation to create a new class of stock designated as preferred stock and to authorize the issuance of up to 10,000,000 shares of preferred stock.	12,502,357	434,033	7,017
	For	Against	Abstain
Amendment to Articles of Incorporation to require a showing of cause for shareholders to remove directors.	12,566,256	372,952	4,200
	For	Against	Abstain
Amendment to Articles of Incorporation to require shareholders to act by shareholder meeting and not by written consent.	12,579,866	354,378	9,164
	For	Against	Abstain
Amendment to Articles of Incorporation to enhance shareholder voting requirements to adopt, amend or repeal bylaws.	12,584,231	352,584	6,592
	For	Against	Abstain
Amendments to Articles of Incorporation to authorize the Board of Directors to fix the number of directors and to fill vacancies on the Board.	12,580,776	357,813	4,820
	For	Against	Abstain
Amendment to Articles of Incorporation and the Bylaws to enhance shareholder voting requirements to alter, amend or repeal certain provisions of the Articles of Incorporation and the Bylaws.	12,577,179	359,984	6,245

[Signature page follows]

IN WITNESS WHEREOF, these Articles of Amendment and Restatement have been executed by the Corporation as of the date first written above.

**NATURE'S SUNSHINE PRODUCTS, INC.**

By: /s/ Jamon A. Jarvis

Name: Jamon A. Jarvis

Title: General Counsel, Chief Compliance Officer & Secretary

[Signature Page to Articles of Amendment and Restatement]

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NATURE’S SUNSHINE PRODUCTS, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is Nature’s Sunshine Products, Inc. (the “Corporation”).

**ARTICLE II  
REGISTERED OFFICE**

The address of the Corporation’s registered office in the State of Utah is 75 East 1700 South, Provo, Utah 84606. The Corporation’s registered agent at that address is the Corporation’s General Counsel.

**ARTICLE III  
PURPOSES**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Utah Revised Business Corporation Act (the “*Revised Act*”).

**ARTICLES IV  
CAPITALIZATION**

The Corporation is authorized to issue two classes of shares to be designated, respectively, “Common Shares” and “Preferred Shares.” The total number of Common Shares authorized to be issued is fifty million (50,000,000), no par value per share, and the total number of Preferred Shares authorized to be issued is ten million (10,000,000), no par value per share.

The preferences, limitations and relative rights of each class of shares (to the extent established hereby), and the express grant of authority to the Board of Directors to amend these Articles of Incorporation to divide the Preferred Shares into series, to establish and modify the preferences, limitations and relative rights of each Preferred Share, and to otherwise impact the capitalization of the Corporation, subject to certain limitations and procedures and as permitted by Section 602 of the Revised Act, are as follows:

A. Common Shares.

1. Voting Rights. Except as otherwise expressly provided by law or in this Article IV, each outstanding Common Share shall be entitled to one (1) vote on each matter to be voted on by the shareholders of the Corporation.

2. Liquidation Rights. Subject to any prior or superior rights of liquidation as may be conferred upon any Preferred Shares, and after payment or provision for payment of the debts and other liabilities of the Corporation, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Shares then outstanding shall be entitled to receive all of the assets and funds of the Corporation remaining and available for distribution. Such assets and funds shall be divided among and paid to the holders of Common Shares, on a pro-rata basis, according to the number of shares of Common Shares held by them.

3. Dividends. Dividends may be paid on the outstanding shares of Common Shares as and when declared by the Board of Directors, out of funds legally available therefor; provided, however, that no dividends shall be made with respect to the Common Shares until any preferential dividends required to be paid or set apart for any shares of Preferred Shares have been paid or set apart.

4. Residual Rights. All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary herein or in any amendment hereto or thereto shall be vested in the Common Shares.

B. Preferred Shares.

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The Board of Directors, without shareholder action, may amend the Corporation's Articles of Incorporation, pursuant to the authority granted to the Board of Directors by Subsection 1002(1)(e) and within the limits set forth in Section 16-10a-602 of the Revised Act, to do any of the following:

1. designate and determine, in whole or in part, the preferences, limitations and relative rights of the Preferred Shares before the issuance of any shares of Preferred Shares;
2. create one or more series of Preferred Shares, fix the number of shares of each such series (within the total number of authorized shares of Preferred Shares available for designation as a part of such series), and designate and determine, in whole or in part, the preferences, limitations and relative rights of each series of Preferred Shares all before the issuance of any shares of such series;
3. alter or revoke the preferences, limitations and relative rights granted to or imposed upon the Preferred Shares (before the issuance of any shares of Preferred Shares, or upon any wholly-unissued series of Preferred Shares); or
4. increase or decrease the number of shares constituting any series of Preferred Shares, the number of shares of which was originally fixed by the Board of Directors, either before or after the issuance of shares of the series, provided that the number may not be decreased below the number of shares of such series then outstanding, or increased above the total number of authorized shares of Preferred Shares available for designation as a part of such series.

#### **ARTICLE V PRE-EMPTIVE RIGHTS**

No holder of shares of the Corporation of any class now or hereafter authorized, shall have any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares or any securities convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the Corporation. The Board of Directors of the Corporation shall have the right to issue the authorized and treasury shares of this Corporation at such time and upon such terms and conditions and for such consideration as the Board of Directors shall determine.

#### **ARTICLE VI DIRECTORS**

The number of directors to constitute the whole Board of Directors shall be such number as shall be fixed from time to time exclusively by a resolution adopted by a majority of the Board of Directors. Any vacancy in the Board of Directors, whether because of death, resignation, disqualification, an increase in the authorized number of directors, removal, or any other cause, may be filled exclusively by a vote of the majority of the remaining directors, although less than a quorum, or by a sole remaining director.

The Board of Directors shall be divided into three classes as nearly equal in number as may be feasible, hereby designated as Class I, Class II and Class III, with the term of office of one class expiring at each annual meeting. Each director shall be elected to serve a term ending at the third annual meeting of shareholders following the annual meeting of shareholders at which such director was elected, or until his or her earlier death, resignation or removal; provided, however, that (i) the directors in Class I at the time of the effectiveness of these Restated Articles shall serve for a term ending on the Corporation's first annual meeting of shareholders following the effectiveness of these Restated Articles, (ii) the directors in Class II at the time of the effectiveness of these Restated Articles shall serve for a term ending on the Corporation's second annual meeting of shareholders following the effectiveness of these Restated Articles and (iii) the directors in Class III at the time of the effectiveness of these Restated Articles shall serve for a term ending on the Corporation's third annual meeting of shareholders following the effectiveness of these Restated Articles. When a vacancy on the Board of Directors is filled, the director chosen to fill that vacancy shall complete the term of the director he or she succeeds (or shall complete the term of the class of directors in which the new directorship was created). Notwithstanding the foregoing, each director shall hold office until his or her successor shall have been elected and qualified or until such director's earlier death, resignation or removal. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office. When the number of directors is changed, each director then serving as such shall nevertheless continue as a director of the class of which he or she is a member until the expiration of his or her current term, and any newly created directorships or any decrease in directorships shall be so assigned among the classes by a majority of the directors then in office, though less than a quorum, as to make all classes as nearly equal in number as may be feasible.

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The shareholders may remove one or more directors at a meeting called for that purpose if notice has been given that a purpose of the meeting is such removal. Notwithstanding the preceding sentence, directors may only be removed for cause and upon the affirmative vote of at least three-fourths (75%) of the shares then entitled to vote at an election of directors.

## **ARTICLE VII SHAREHOLDER ACTION**

The shareholders of the Corporation are not permitted to take action without a meeting of shareholders held and noticed in accordance with the bylaws of the Corporation. Any action taken by shareholders by written consent without a meeting shall be null and void. Nothing in this Article VII shall affect the validity of any shareholder action taken prior to the adoption of these Restated Articles.

## **ARTICLE VIII AMENDMENT OF BYLAWS**

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to adopt, amend, alter and repeal from time to time the bylaws of the Corporation by majority vote of all directors except that any provision of the bylaws requiring, for board action, a vote of greater than a majority of the Board of Directors shall not be amended, altered or repealed except by such supermajority vote. The shareholders of the Corporation may only adopt, amend or repeal bylaws with the affirmative vote of the holders of at least a majority of the Corporation's shares then outstanding and entitled to vote on the amendment, or such greater percentage as may otherwise be set forth in the bylaws.

## **ARTICLE IX AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend these Restated Articles in any manner provided herein or permitted by the Revised Act, and all rights and powers, if any, conferred herein on shareholders, directors and officers are subject to the reserved power. Notwithstanding the foregoing, without the affirmative vote of the holders of record of a majority of the Corporation's shares then outstanding and entitled to vote on the amendment, the Corporation shall not alter, amend or repeal Article VII, Article VIII or Article IX. Notwithstanding anything to the contrary in these Restated Articles, Article VI shall not be subject to amendment or repeal, either directly or through or by amendment of this Article IX, without the affirmative vote of the holders of record of at least three-fourths (75%) of the Corporation's shares then issued and outstanding and entitled to vote on the amendment.

## **ARTICLE X EXCULPATION; INDEMNIFICATION**

To the fullest extent permitted by the Revised Act or any other applicable law as now in effect or as it may hereafter be amended, a director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action, as a director or officer. The Corporation is authorized to indemnify and advance expenses to its directors, officers, employees, fiduciaries, or agents to the fullest extent permitted by law. Neither the amendment, modification or repeal of this Article nor the adoption of any provision in these Restated Articles, as amended from time to time, inconsistent with this Article X shall adversely affect any right or protection of a director, officer, employee, fiduciary, or agent of the Corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.

**AMENDED AND RESTATED BYLAWS  
OF  
NATURE'S SUNSHINE PRODUCTS, INC.**

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**March 9, 2018**

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**AMENDED AND RESTATED BYLAWS**  
**OF**  
**NATURE’S SUNSHINE PRODUCTS, INC.**

**ARTICLE 1**  
**OFFICES**

1.1 Business Offices. The principal office of the corporation shall be located at such place either within or outside the State of Utah, as may be determined by the Board of Directors. The corporation may have such other offices, either within or without the State of Utah as the Board of Directors may designate or as the business of the corporation may require from time to time.

1.2 Registered Office. The registered office of the corporation shall be located within the State of Utah and may be, but need not be, identical with the principal office (if located within the State of Utah). The address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE 2**  
**SHAREHOLDERS**

2.1 Annual Meeting. The annual meeting of shareholders shall be held each year on a date and at a time designated by the Board of Directors. At the meeting, directors shall be elected and any other proper business may be transacted.

2.2 Business at an Annual Meeting of Shareholders. The business to be transacted at any annual meeting of shareholders shall be limited to business that is properly brought before the meeting. For the purposes of this Section 2.2, “properly brought before the meeting” shall mean the business that is (i) specified in the notice of the meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (ii) otherwise brought before an annual meeting by or at the direction of the Board of Directors, or (iii) a proper matter for shareholder action under the Utah Revised Business Corporation Act (the “Revised Act”) that has been otherwise properly brought before an annual meeting by a shareholder who (A) is a shareholder of record both on the date of the giving of the notice provided for in this Section 2.2 and at the time of the meeting, (B) is entitled to vote at the meeting and, (C) has complied with the notice procedures set forth in this Section 2.2. Except for proposals properly made in accordance with Rule 14a-8 under the Securities and Exchange Act of 1934, as amended, and the rules and regulations thereunder (as amended and inclusive of such rules and regulations, the “*Exchange Act*”) and included in the notice of meeting given by or at the direction of the Board of Directors, the foregoing clause (iii) shall be the exclusive means for a shareholder to propose business to be brought before an annual meeting of shareholders. In order for business to be properly brought before an annual meeting by a shareholder, the shareholder must, in addition to any other applicable requirements, give written notice in proper form of such shareholder’s intent to bring a matter before the annual meeting, which notice must be received by the Secretary of the corporation at the corporation’s principal executive offices no later than the close of business on the sixtieth (60th) day, nor earlier than the close of business on the ninetieth (90th) day, prior to the anniversary date of the immediately preceding annual meeting; provided, however, that in the event that no annual meeting was held in the previous year or the annual meeting is called for a date that is not within thirty (30) days before or after such anniversary date, notice by the shareholder to be timely must

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be so received not earlier than the close of business on the ninetieth (90th) day prior to such annual meeting and not later than the close of business on the later of either (i) the sixtieth (60th) day prior to such annual meeting or (ii) the close of business on the 10th day following the day on which notice of the date of the meeting was mailed or public disclosure of the date of the meeting was made by the corporation, whichever occurs first. In no event shall the public announcement of a postponement or adjournment of an annual meeting to a later date or time commence a new time period for the giving of a shareholder's notice as described above. Except with respect to nominations for the election of directors, which shall be governed by Section 3.2 hereof, to be in proper form, each such notice shall set forth: (a) the name and address of the Proposing Person (as defined below); (b) the class or series and number of shares of capital shares of the corporation entitled to vote at such meeting which are owned beneficially or of record by the Proposing Person; (c) a description of any derivative, swap or other transaction or series of transactions engaged in, directly or indirectly, by such Proposing Person, the purpose or effect of which is to give such Proposing Person economic risk similar to ownership of shares of any class or series of the corporation, including due to the fact that the value of such derivative, swap or other transactions are determined by reference to the price, value or volatility of any shares of any class or series of the corporation, or which derivative, swap or other transactions provide, directly or indirectly, the opportunity to profit from any increase in the price or value of shares of any class or series of the corporation ("*Synthetic Equity Interests*"), which Synthetic Equity Interests shall be disclosed without regard to whether (x) the derivative, swap or other transactions convey any voting rights in such shares to such Proposing Person, (y) the derivative, swap or other transactions are required to be, or are capable of being, settled through delivery of such shares or (z) such Proposing Person may have entered into other transactions that hedge or mitigate the economic effect of such derivative, swap or other transactions; (d) any proxy (other than a revocable proxy or consent given in response to a solicitation made pursuant to, and in accordance with, Section 14(a) of the Exchange Act by way of a solicitation statement filed on Schedule 14A), agreement, arrangement, understanding or relationship pursuant to which such Proposing Person has or shares a right to vote any shares of any class or series of the corporation, (e) any agreement, arrangement, understanding or relationship, including any repurchase or similar so-called "stock borrowing" agreement or arrangement, engaged in, directly or indirectly, by such Proposing Person, the purpose or effect of which is to mitigate loss to, reduce the economic risk (of ownership or otherwise) of shares of any class or series of the corporation held by, manage the risk of share price changes for, or increase or decrease the voting power of, such Proposing Person with respect to the shares of any class or series of the corporation, or which provides, directly or indirectly, the opportunity to profit from any decrease in the price or value of the shares of any class or series of the corporation ("*Short Interests*"), (f) any rights to dividends on the shares of any class or series of the corporation owned beneficially by such Proposing Person that are separated or separable from the underlying shares of the corporation, (g) any performance related fees (other than an asset based fee) that such Proposing Person is entitled to receive based on any increase or decrease in the price or value of shares of any class or series of the corporation, or any Synthetic Equity Interests or Short Interests, if any; (h) a representation that the Proposing Person is a holder of record of shares of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to bring such matter before the meeting; (i) a description of the business desired to be brought before the meeting and the reasons therefor; (j) such other information regarding the Proposing Person and the business proposed by such shareholder as would be required to be included in a proxy statement pursuant to the rules and regulations of the Securities and Exchange Commission; and (k) a representation as to the Proposing Person's material interest in the business being proposed (the disclosures made pursuant to the forgoing clauses (a) through (k) are referred to as "*Disclosable Interests*"); *provided, however*, that Disclosable Interests shall not include any such disclosures with respect to the ordinary course business activities of any broker, dealer, commercial bank, trust company or other nominee who is a Proposing Person solely as a result of being the shareholder directed to prepare and submit the notice required by these Bylaws on behalf of a beneficial owner. In addition, the

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Proposing Shareholder shall promptly provide any other information reasonably requested by the corporation. Notwithstanding the foregoing, in order to include information with respect to a shareholder proposal in the proxy statement and form of proxy for a shareholder's meeting, shareholders must provide notice as required by, and otherwise comply with the requirements of, the Exchange Act. The Chair of the meeting shall refuse to acknowledge any business proposed to be brought before an annual meeting not made in compliance with the foregoing procedures.

A Proposing Person shall further update and supplement such notice, if necessary, so that the information provided or required to be provided in such notice pursuant to this Section 2.2 shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the corporation not later than five (5) business days after the record date for the meeting (in the case of the update and supplement required to be made as of the record date), and not later than eight (8) business days prior to the date of the meeting, or any adjournment or postponement thereof, if practicable, or if not practicable, on the first practicable date prior to the meeting, or any adjournment or postponement thereof (in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting or any adjournment or postponement thereof).

For purposes of this Section 2.2, the term "*Proposing Person*" shall mean (i) the shareholder providing the notice of business proposed to be brought before an annual meeting, (ii) the beneficial owner or beneficial owners, if different, on whose behalf the notice of the business proposed to be brought before the annual meeting is made and (iii) any affiliate or associate (each within the meaning of Rule 12b-2 under the Exchange Act) of such shareholder or beneficial owner.

**2.3 Special Meetings.** Except as otherwise required by the Revised Act, special meetings of shareholders may be called only by the Chairman, or Vice Chairman of the Board of Directors, the Chief Executive Officer, the Board of Directors acting pursuant to a resolution adopted by a majority of the Board of Directors or by the Secretary, following his or her receipt of one or more written demands to call a special meeting of the shareholders in accordance with, and subject to, this Section 2.3 from shareholders of record as of the record date fixed in accordance with this Section 2.3 who hold, in the aggregate, at least ten percent (10%) of the voting power of the outstanding shares of the corporation. The notice of a special meeting shall state the purpose or purposes of the special meeting, and the business to be conducted at the special meeting shall be limited to the purpose or purposes stated in the notice. Except in accordance with this Section 2.3, shareholders shall not be permitted to propose business to be brought before a special meeting of the shareholders.

No shareholder may demand that the Secretary of the corporation call a special meeting of the shareholders unless a shareholder of record has first submitted a request in writing that the Board of Directors fix a record date for the purpose of determining the shareholders entitled to demand that the Secretary of the corporation call such special meeting, which request shall be in proper form and delivered to, or mailed and received by, the Secretary of the corporation at the principal executive offices of the corporation.

To be in proper form for purposes of this Section 2.3, a request by a shareholder for the Board of Directors to fix a record date shall set forth (i), as to each Requesting Person (as defined below), the Requesting Person's Disclosable Interests (as defined in Section 2.2, except that for purposes of this Section 2.3 the term "Requesting Person" shall be substituted for the term "Proposing Person" in all places it appears in clauses (a) through (k) of Section 2.2 and the disclosure in clause (k) of Section 2.2

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shall be made with respect to the business proposed to be conducted at the special meeting) and (ii), as to the purpose or purposes of the special meeting, (A) a reasonably brief description of the purpose or purposes of the special meeting and the business proposed to be conducted at the special meeting, the reasons for conducting such business at the special meeting and any material interest in such business of each Requesting Person, and (B) a reasonably detailed description of all agreements, arrangements and understandings (x) between or among any of the Requesting Persons or (y) between or among any Requesting Person and any other record or beneficial holder of the shares of any class or series of the corporation (including their names) in connection with the request for the special meeting or the business proposed to be conducted at the special meeting.

For purposes of this Section 2.3, the term “*Requesting Person*” shall mean (i) the shareholder making the request to fix a record date for the purpose of determining the shareholders entitled to demand that the Secretary call a special meeting, (ii) the beneficial owner or beneficial owners, if different, on whose behalf such request is made and (iii) any affiliate or associate of such shareholder or beneficial owner.

Within ten (10) days after receipt of a request to fix a record date in proper form and otherwise in compliance with this Section 2.3 from any shareholder of record, the Board of Directors may adopt a resolution fixing a record date for the purpose of determining the shareholders entitled to demand that the Secretary of the corporation call a special meeting, which date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no resolution fixing a record date has been adopted by the Board of Directors within the ten (10) day period after the date on which such a request to fix a record date was received, the record date in respect thereof shall be deemed to be the twentieth (20th) day after the date on which such a request is received.

Without qualification, a special meeting of the shareholders shall not be called by the shareholders unless shareholders of record as of the record date fixed in accordance with this Section 2.3 who hold, in the aggregate, more than ten percent (10%) of the voting power of the outstanding shares of the corporation (the “*Requisite Percentage*”) timely provide one or more demands to call such special meeting in writing and in proper form to the Secretary of the corporation at the principal executive offices of the corporation. Only shareholders of record on the record date shall be entitled to demand that the Secretary of the corporation call a special meeting of the shareholders pursuant to this Section 2.3. To be timely, a shareholder’s demand to call a special meeting must be delivered to, or mailed and received at, the principal executive offices of the corporation not later than the sixtieth (60th) day following the record date fixed in accordance with this Section 2.3. To be in proper form for purposes of this Section 2.3, a demand to call a special meeting shall set forth (i) the business proposed to be conducted at the special meeting, (ii) the text of the proposal or business (including the text of any resolutions proposed for consideration), and (iii) with respect to any shareholder or shareholders submitting a demand to call a special meeting (except for any shareholder that has provided such demand in response to a solicitation made pursuant to, and in accordance with, Section 14(a) of the Exchange Act by way of a solicitation statement filed on Schedule 14A) (a “*Solicited Shareholder*”), the information required to be provided pursuant to this Section 2.3 by a Requesting Person.

After receipt of demands in proper form and in accordance with this Section 2.3 from a shareholder or shareholders holding the Requisite Percentage, the Board of Directors shall duly call, and determine the place, date and time of, a special meeting of shareholders for the purpose or purposes and to conduct the business specified in the demands received by the corporation. Notwithstanding anything in these Bylaws to the contrary, the Board of Directors may submit its own proposal or proposals for consideration at such a special meeting. The record date for such a special meeting shall be fixed in

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accordance with Section 2.6 of these Bylaws. The Board of Directors shall provide written notice of such special meeting to the shareholders in accordance with Section 2.5 of these Bylaws.

In connection with a special meeting called in accordance with this Section 2.3, the shareholder or shareholders (except for any Solicited Shareholder) who requested that the Board of Directors fix a record date in accordance with this Section 2.3 or who delivered a demand to call a special meeting to the Secretary shall further update and supplement the information previously provided to the corporation in connection with such request or demand, if necessary, so that the information provided or required to be provided in such request or demand pursuant to this Section 2.3 shall be true and correct as of the record date for the special meeting and as of the date that is ten (10) business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the corporation not later than five (5) business days after the record date for the special meeting (in the case of the update and supplement required to be made as of the record date), and not later than eight (8) business days prior to the date of the meeting, or any adjournment or postponement thereof, if practicable, or if not practicable, on the first practicable date prior to the meeting, or any adjournment or postponement thereof (in the case of the update and supplement required to be made as of ten (10) business days prior to the special meeting or any adjournment or postponement thereof).

Notwithstanding anything in these Bylaws to the contrary, the Secretary shall not be required to call a special meeting except in accordance with this Section 2.3. If the Board of Directors shall determine that any request to fix a record date or demand to call and hold a special meeting was not properly made in accordance with this Section 2.3, or shall determine that the shareholder or shareholders requesting that the Board of Directors fix such record date or submitting a demand to call the special meeting has or have not otherwise complied with this Section 2.3, then the Board of Directors shall not be required to fix a record date or to call and hold the special meeting. In addition to the requirements of this Section 2.3, each Requesting Person shall comply with all requirements of applicable law, including all requirements of the Exchange Act, with respect to any request to fix a record date or demand to call a special meeting.

2.4 Place of Meetings. Meetings of shareholders may be held at any place within or outside the State of Utah as designated by the Board of Directors. In the absence of any such designation, meetings shall be held at the principal office of the corporation.

2.5 Notice of Meetings. Written or printed notice stating the place, date, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by any form of electronic transmission, or by mail or express courier, by or at the direction of the Chairman or Vice Chairman of the Board of Directors or the Chief Executive Officer, calling the meeting, to each shareholder of record entitled to vote at such meeting or to any other shareholder entitled by the Revised Act, or the corporation's Articles of Incorporation, to receive notice of the meeting.

2.6 Fixing of Record Date. For the purpose of determining shareholders of any voting group entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any distribution or dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date. Such record date shall not be more than seventy (70) days prior to the date on which the particular action requiring such determination of the shareholders is to be taken. If no record date is so fixed by the Board of Directors,

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the record date for the determination of such shareholders shall be determined in accordance with the Revised Act.

2.7 Voting List. The Secretary of the corporation, or such other officer as directed by the Board of Directors, shall prepare a list of the names of all of the shareholders who are entitled to be given notice of the meeting. The list shall be arranged by voting group and within each voting group by class or series of shares. The list shall be alphabetical within each class or series and must show the address of, and the number of shares held by each shareholder. The shareholder list must be made available for inspection by any shareholder in accordance with the Revised Act.

2.8 Meetings by Telecommunication. Any or all of the shareholders may participate in an annual or special meeting of the shareholders by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting can hear each other during the meeting.

2.9 Shareholder Quorum and Voting Requirements. If the corporation's Articles of Incorporation or the Revised Act provide for voting by a single voting group on a matter, action on that matter is taken when voted upon by that voting group.

If the Articles of Incorporation or the Revised Act provide for voting by two or more voting groups on a matter, action on that matter is taken only when voted upon by each of those voting groups counted separately. Action may be taken by one voting group on a matter even though no action is taken by another voting group entitled to vote on the matter.

Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. Unless the Articles of Incorporation, these Bylaws or the Revised Act provide otherwise, a majority of the votes entitled to be cast on the matter by the voting group constitutes a quorum of that voting group for action on that matter.

Once a share is represented for any purpose at a meeting, including the purpose of determining that a quorum exists, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for the adjourned meeting pursuant to the Revised Act or these Bylaws.

If a quorum exists, action on a matter, other than the election of directors, by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the Articles of Incorporation, these Bylaws, or the Revised Act require a greater number of affirmative votes.

2.10 Conduct of Meetings of Shareholders. The Chairman of the Board of Directors or, if there shall be none or in his or her absence, the Vice Chairman of the Board of Directors, or if there shall be none or in his or her absence, the Chief Executive Officer or if there shall be none or in his or her absence, the President, who is present at the meeting, or in all of their absences an individual designated by the Board of Directors, shall call to order and act as the Chair of any meeting of the shareholders of the corporation. The Secretary of the corporation shall serve as the Secretary of the meeting or, if there shall be none or in his or her absence, the Secretary of the meeting shall be such person as the Chair of the meeting appoints. The Board of Directors may, to the extent not prohibited by law, adopt by resolution such rules, regulations and procedures for the conduct of the meeting of shareholders as it shall deem appropriate. Except to the extent inconsistent with such rules, regulations and procedures as adopted by the Board of Directors, the Chair of the meeting shall have the right and authority to prescribe such rules,

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regulations and procedures and to take or refrain from taking such actions as, in the judgment of the Chair of the meeting, are appropriate for the conduct of the meeting. To the extent not prohibited by applicable law or these Bylaws, such rules, regulations and procedures, whether adopted by the Board of Directors or prescribed by the Chair of the meeting, may include, without limitation, establishment of (i) an agenda or order of business for the meeting, (ii) the method by which business may be proposed and procedures for determining whether business has been properly (or not properly) introduced before the meeting, (iii) procedures for casting and the form of ballots to be used by shareholders in attendance at the meeting and the procedures to be followed for counting shareholder votes, (iv) rules, regulations and procedures for maintaining order at the meeting and the safety of those present, (v) limitations on attendance at or participation in the meeting to shareholders of record of the corporation, their duly authorized proxies or such other persons as the Chair of the meeting shall determine, (vi) restrictions on entry to the meeting after the time fixed for commencement thereof and (vii) limitations on the time allotted to questions or comments by participants. Unless and to the extent otherwise determined by the Board of Directors or the Chair of the meeting, it shall not be necessary to follow Roberts' Rules of Order or any other rules of parliamentary procedure at the meeting of shareholders. Following completion of the business of the meeting as determined by the Chair of the meeting, the Chair of the meeting shall have the exclusive authority to adjourn the meeting.

No business shall be conducted at an annual or special meeting of shareholders of the corporation except business brought before the meeting in accordance with the procedures set forth in these Bylaws. If the introduction of any business at an annual or special meeting of shareholders does not comply with the procedures specified in these Bylaws, the Chair of the meeting may declare that such business is not properly before the meeting and shall not be considered at the meeting.

2.11 Adjournment and Notice of Adjourned Meetings. Any meeting of shareholders, whether annual or special, may be adjourned from time to time exclusively by the Chair of the meeting. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting which the adjournment is taken unless the adjournment is for more than thirty (30) days or if after the adjournment a new record date is fixed for the adjourned meeting. At the adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting.

2.12 No Shareholder Action Without a Meeting. As provided in and subject to the corporations Articles of Incorporation, the shareholders of the corporation are not permitted to take action without a meeting of shareholders held and noticed in accordance with these Bylaws. Any action taken by shareholders by written consent or without a meeting shall be null and void. Notwithstanding the foregoing, this Section 2.12 shall not affect the validity of shareholder action taken prior to the adoption of these Bylaws.

2.13 Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy. Each shareholder entitled to vote at any meeting of the shareholders, or such shareholder's duly authorized agent or attorney-in-fact, may appoint a proxy to vote or otherwise act for the shareholder by signing an appointment form or by an electronic transmission containing or accompanied by information that indicates that such shareholder, such shareholder's agent, or such shareholder's attorney-in-fact, authorized such electronic transmission. Such proxy shall be filed with the inspector of election or the officer or agent of the corporation authorized to tabulate votes before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless a longer period is expressly provided in the proxy appointment form.

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2.14 Voting Shares. Each outstanding share, regardless of class, shall be entitled to one (1) vote, and each fractional share is entitled to a corresponding fractional vote, on each matter submitted to a vote at a meeting of the shareholders, except as otherwise required by the Revised Act and to the extent that the voting rights of the shares of any class or classes are limited or denied by the Articles of Incorporation of the corporation. Unless the Articles of Incorporation of the corporation provide otherwise, at each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, all of the votes to which the shareholder's shares are entitled for as many persons as there are directors to be elected and for whose election such shareholder has a right to vote.

2.15 Waiver. A shareholder may waive any required notice in accordance with the Revised Act.

2.16 Litigation Costs. To the fullest extent permitted by law, in the event that (i) any current Company shareholder or anyone on its behalf ("Claiming Party") initiates or asserts any claim or counterclaim ("Claim"), or joins, offers substantial assistance to or has a direct financial interest in any Claim against the Company or any of its directors, officers employees or affiliates (the "Company Parties") and (ii) the Claiming Party (or the third party that received substantial assistance from the Claiming Party or in whose Claim the Claiming Party had a direct financial interest) does not obtain a judgment on the merits that substantially achieves, in substance and amount, the full remedy sought, then each Claiming Party shall be obligated jointly and severally to reimburse the Company Parties for all reasonable fees, costs and expenses of every kind and description (including, but not limited to, all reasonable attorneys' fees and other litigation expenses) that the Company Parties may incur in connection with such Claim.

### **ARTICLE 3**

#### **BOARD OF DIRECTORS**

3.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors, subject to any limitation set forth in the corporation's Articles of Incorporation or in a shareholder's agreement authorized under the Revised Act.

3.2 Nomination of Directors. Subject to the corporation's Articles of Incorporation, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors, except as may be otherwise provided in the corporation's Articles of Incorporation with respect to the right, if any, of holders of a class of preferred shares of the corporation to nominate and elect a specified number of directors. To be properly brought before an annual meeting of the shareholders, or any special meeting of the shareholders called for the purpose of electing directors, nominations for the election of a director must be (i) made by or at the direction of the Board of Directors or any duly authorized committee thereof and specified in the notice of annual or special meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (ii) made by or at the direction of the Board of Directors or any duly authorized committee thereof to be brought before the annual meeting, or (iii) made by a shareholder of the corporation who (A) is a shareholder of record on the date of the giving of the notice provided for in this Section 3.2 and at the time of such meeting, (B) is entitled to vote at the meeting and (C) has complied with this Section 3.2 as to such nomination. The foregoing clause (iii) shall be the exclusive means for a shareholder to make any nomination of a person or persons for election to the Board of Directors at an annual or special meeting.

In addition to any other applicable requirements, for a nomination to be made by a shareholder, such shareholder must have given timely notice thereof in proper written form to the Secretary of the

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corporation. To be timely, such shareholder's notice must be received by the Secretary of the corporation at the corporation's principal executive offices, (i) in the case of an annual meeting, in accordance with the time provisions set forth in Section 2.2, and, (ii) in the case of a special meeting of the shareholders called for the purpose of electing directors, not earlier than the one hundred twentieth (120th) day prior to such special meeting and not later than the ninetieth (90th) day prior to such special meeting or, if later, the tenth (10th) day following the day on which public disclosure of the date of such special meeting was first made. To be in proper form for purposes of this Section 3.2, a shareholder's notice to the Secretary shall set forth: (i), as to each Nominating Person (as defined below), any Disclosable Interests (as defined in Section 2.2, except that for purposes of this Section 3.2 the term "Nominating Person" shall be substituted for the term "Proposing Person" and the disclosure in clause (k) of Section 2.2 shall be made with respect to the election of directors at the meeting) and (ii), as to each person whom a Nominating Person proposes to nominate for election as a director, (A) all information with respect to such proposed nominee that would be required to be set forth in a shareholder's notice pursuant to this Section 3.2 if such proposed nominee were a Nominating Person, (B) all information relating to such proposed nominee that is required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14(a) under the Exchange Act (including such proposed nominee's written consent to being named in the proxy statement as a nominee and to serving as a director if elected) and (C) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among any Nominating Person, on the one hand, and each proposed nominee, his or her respective affiliates and associates, on the other hand, including, without limitation, all information that would be required to be disclosed pursuant to Item 404 under Regulation S-K if such Nominating Person were the "registrant" for purposes of such rule and the proposed nominee were a director or executive officer of such registrant. The corporation may require any proposed nominee to furnish such other information that could be material to a reasonable shareholder's understanding of the independence or lack of independence of such proposed nominee.

For purposes of this Section 3.2, the term "*Nominating Person*" shall mean (i) the shareholder providing the notice of the nomination proposed to be made at the meeting, (ii) the beneficial owner or beneficial owners, if different, on whose behalf the notice of the nomination proposed to be made at the meeting is made, and (iii) any affiliate or associate of such shareholder or beneficial owner.

A shareholder providing notice of any nomination proposed to be made at a meeting shall further update and supplement such notice, if necessary, so that the information provided or required to be provided in such notice pursuant to this Section 3.2 shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the corporation not later than five (5) business days after the record date for the meeting (in the case of the update and supplement required to be made as of the record date), and not later than eight (8) business days prior to the date for the meeting, if practicable (or, if not practicable, on the first practicable date prior to) any adjournment or postponement thereof (in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting or any adjournment or postponement thereof).

**3.3 Number of Directors, Tenure and Qualification** The number of directors to constitute the whole Board of Directors shall be such number (not less than three nor more than ten) as shall be fixed from time to time exclusively by resolution adopted by a majority of the entire Board of Directors. Directors need not be shareholders or residents of the State of Utah. All directors elected by shareholders at and after the 2013 annual meeting of shareholders shall hold office until the next annual meeting of

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shareholders. Directors whose terms do not expire at the 2013 annual meeting of shareholders shall hold office until the annual meeting for the year in which the director's term expires. Notwithstanding the foregoing, each director shall hold office until his or her successor shall have been elected and qualified or until such director's earlier death, resignation or removal. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office. When the number of directors is changed, each director then serving as such shall nevertheless continue as a director until the expiration of his or her current term.

3.4 Election of Directors. At each election of directors, unless otherwise provided in the Articles of Incorporation or the Revised Act, every shareholder entitled to vote at the election has the right to cast, in person or by proxy, all of the votes to which the shareholder's shares are entitled for as many persons as there are directors to be elected and for whose election the shareholder has the right to vote. Directors are to be elected by a plurality of the votes cast by the shares entitled to vote in the election, at a meeting of shareholders at which a quorum is present. However, to the extent permitted by the Revised Act, an election of directors shall be governed by the terms of Section 16-10a-1023 of the Revised Act.

3.5 Removal of Directors. The shareholders may remove one or more directors at a meeting called for that purpose only if notice has been given in accordance with these Bylaws that a purpose of the meeting is such removal. Notwithstanding the preceding sentence, directors may only be removed in accordance with the Articles of Incorporation. If a director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove such director.

3.6 Chairman of the Board of Directors. The Board of Directors may elect a Chairman of the Board of Directors, which person shall at all times be a director. The Chairman of the Board of Directors, if such a person is elected, shall, if present, preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board of Directors or as may be prescribed by these Bylaws. The period(s) of service by the Chairman of the Board of Directors shall be determined by the Board of Directors. In the absence of the Chairman of the Board of Directors, if elected, the Board of Directors may appoint another member of the Board of Directors to conduct the meeting(s) of the Board of Directors.

3.7 Vice Chairman of the Board of Directors. The Board of Directors may elect a Vice Chairman of the Board of Directors, which person shall at all times be a director. The Vice Chairman of the Board of Directors, if such a person is elected, shall, if present, preside at meetings of the Board of Directors when the Chairman is absent or otherwise unable to preside and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board of Directors or as may be prescribed by these Bylaws. The period(s) of service by the Vice Chairman of the Board of Directors shall be determined by the Board of Directors. In the absence of the Vice Chairman of the Board of Directors, if elected, the Board of Directors may appoint another member of the Board of Directors to conduct the meeting(s) of the Board of Directors under the circumstances provided for in this Section 3.7.

3.8 Regular Meetings. The Board of Directors may provide by resolution the time and place, either within or without the State of Utah, for the holding of regular meetings without notice other than such resolution.

3.9 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by or at the request of the Chairman or Vice Chairman of the Board of Directors, the Chief Executive Officer, or a majority of the directors. The person or persons authorized to

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call special meetings of the Board of Directors may fix any place, either within or without the State of Utah, as the place for holding any special meeting of the Board of Directors.

3.10 Notice. Notice of the date, time, and place of any special meeting of the Board of Directors shall be delivered personally or by telephone to each director, sent by electronic transmission to each director or sent by mail or express courier, charges prepaid, addressed to each director at that director's address as it is shown on the records of the corporation. If the notice is mailed, it shall be effective if deposited in the United States mail at least two (2) days before the time of the holding of the meeting. If the notice is delivered personally, by express courier, or by telephone or electronic transmission, it shall be effective if delivered at least twenty-four (24) hours before the meeting begins. The method of notice need not be the same to each director. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving notice has reason to believe will promptly communicate it to the director. Any director may waive notice of any meeting by delivering a written waiver to the corporation to file in its corporate records, and attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not thereafter vote for or consent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting unless required by the Articles of Incorporation of the corporation, these Bylaws or the Revised Act.

3.11 Quorum. A majority of the directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum shall be present.

3.12 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall, unless the act of a greater number of directors is required by the Articles of Incorporation of the corporation, these Bylaws or the Revised Act, be the act of the Board of Directors.

3.13 Vacancies and Newly-Created Directorships. Subject to the corporation's Articles of Incorporation and the provisions of these Bylaws, any vacancy occurring in the Board of Directors may be filled only by the affirmative vote of a majority of the remaining directors, although less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected until the next annual meeting of shareholders and until his or her successor shall have been elected and qualified or until such director's earlier death, resignation or removal. The term "vacancy" includes any directorship authorized under Section 3.3, but not filled by the shareholders at the annual meeting, whether or not such directorship had previously been filled.

3.14 Fees and Compensation. Directors and members of committees designated by the Board of Directors may receive such compensation, if any, for their services and such reimbursement of expenses as may be fixed or determined by resolution of the Board of Directors. This Section 3.14 shall not be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation for those services.

3.15 Presumption of Assent. A director who is present at a meeting of the Board of Directors when any corporate action is taken is presumed to have consented to the action taken at the meeting unless the director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or

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transacting business at the meeting and does not thereafter vote for or consent to any action taken at the meeting, or the director contemporaneously requests his or her dissent or abstention as to any specific action to be entered into the minutes of the meeting, or the director causes written notice of a dissent or abstention as to a specific action to be received by the presiding officer of the meeting before adjournment of the meeting or by the corporation promptly after adjournment of the meeting.

3.16 Resignations. A director may resign at any time by giving a written notice of resignation to either the Chairman or Vice Chairman of the Board of Directors, the Chief Executive Officer, or the Secretary. Unless otherwise provided in the resignation, the resignation shall become effective when the notice is received by the Chairman, Vice Chairman, Chief Executive Officer or the Secretary. If the resignation is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

3.17 Action by Written Consent. Any action required to be taken at a meeting of the Board of Directors of the corporation or any other action that may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same legal effect as a unanimous vote of all the directors or members of the committee, as the case may be, and may be described as such in any document or instrument. Action taken pursuant to this Section is effective when the last director signs a writing describing the action taken, unless the Board of Directors establishes a different effective date.

3.18 Meetings by Telephone Conference Call. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee, as the case may be, by means of conference telephone call or similar communications equipment by which all persons participating in the meeting can hear each other throughout the meeting. Participation in such a meeting shall constitute presence in person at such meeting.

#### **ARTICLE 4** **COMMITTEES**

4.1 Committees. The Board of Directors may from time to time by resolution adopted by a majority of the Board of Directors designate from among its members one or more committees, which may include, but is not limited to, a Compensation Committee, an Audit Committee, a Governance Committee, and such other committees as the Board of Directors shall deem appropriate, each of which shall have such authority of the Board of Directors as may be specified in the resolution of the Board of Directors designating such committee; provided, however, that any such committee so designated shall not have any powers not allowed under the Revised Act. The Chairman of any such committee shall be designated by the Board of Directors. The Board of Directors may also designate a Vice Chairman of any such committee. Each committee must have at least two (2) directors as members. The Board of Directors shall have power at any time to change the members of any such committee, designate alternate members of any such committee, and fill all vacancies therein. The members of any such committee shall serve at the pleasure of the Board of Directors.

4.2 Procedures, Meetings and Quorum. Unless the Board of Directors provides otherwise and subject to these Bylaws, each committee of the Board of Directors may make, alter and repeal rules for the conduct of its business. Meetings of any committee designated by the Board of Directors may be called and held at such times and places as the Chairman of such committee shall from time to time determine. A meeting of any committee designated by the Board of Directors may also be called by the Vice

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Chairman of such committee, a majority of the directors assigned to such committee, the Chairman of the Board, or by a majority of the Board of Directors. Notice of such meetings shall be given within the same times and by the same means as set forth in these Bylaws for meetings of the Board of Directors. At every meeting of any such committee, the presence of a majority of all of the members of such committee shall be necessary for the transaction of business, and the action of any such committee must be authorized by the affirmative vote of a majority of the members present at such meeting at which a quorum is present. Any such committee shall keep minutes of its proceedings, and all action by such committee shall be reported to the Board of Directors at its meeting next succeeding such action. Any action by a committee shall be subject to review by the Board of Directors, provided, no rights of third parties shall be affected by such review.

## **ARTICLE 5**

### **OFFICERS**

5.1 **Officers.** Except as provided otherwise by a resolution of the Board of Directors, the officers of the corporation shall include a Chief Executive Officer, a President, a Chief Financial Officer, one or more Vice Presidents and Assistant Vice Presidents, a Secretary and one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers and such other officers as determined by resolution of the Board of Directors in its sole and absolute discretion. Except with respect to the offices of Chief Executive Officer and Chief Financial Officer, any two (2) or more offices may be held by the same person at the same time.

5.2 **Appointment, Term of Office and Qualification.** The officers of the corporation shall be appointed by, and serve at the pleasure of, the Board of Directors, subject to any rights of an officer under any contract of employment. Appointment of the Chief Executive Officer, the President, the Chief Financial Officer, Vice Presidents, the Secretary and the Treasurer shall take place annually or at such other intervals as the Board of Directors may determine, subject to any rights of an officer under any contract of employment, and may be made at regular or special meetings of the Board of Directors or by the written consent of the directors. Subject to the foregoing, the Chief Executive Officer shall appoint all Assistant or Divisional Vice Presidents, Assistant Secretaries and Assistant Treasurers from time to time in his or her discretion. Each officer shall hold office until his or her successor shall have been duly appointed and qualified or until such officer's death, resignation, or removal in the manner provided in these Bylaws. No officer provided for in this Article 5 need be a director of the corporation nor shall any such officer be a director unless elected a director in accordance with these Bylaws.

5.3 **Resignations.** Any officer may resign at any time by delivering a written resignation to the Board of Directors, the Chief Executive Officer or the Secretary. Unless otherwise specified therein, such resignation shall take effect upon such delivery of the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

5.4 **Removal.** Any officer may be removed by the Board of Directors or by a committee thereof, if so authorized by the Board of Directors, whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice and subject to the contract rights, if any, of the person so removed.

5.5 **Vacancies and Newly-Created Offices.** A vacancy in any office may be filled by the Board of Directors at any regular or special meeting or by the unanimous written consent of the directors.

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5.6 Chief Executive Officer. The Chief Executive Officer shall, subject to the direction and control of the Board of Directors, have general control and management of the business, affairs and policies of the corporation and over its officers and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chief Executive Officer shall have the power to sign all certificates, contracts and other instruments on behalf of the corporation.

5.7 President. The President shall be subject to the direction and control of the Chief Executive Officer and the Board of Directors and shall, subject to such direction and control, have general active management of the business, affairs and policies of the corporation. The President shall have the power to sign all certificates, contracts and other instruments on behalf of the corporation. If the Board of Directors has not elected a Chief Executive Officer, the President shall be the Chief Executive Officer. If the Board of Directors has elected a Chief Executive Officer and that officer is absent, disqualified from acting, unable to act or refuses to act, then the President shall have the powers of, and shall perform the duties, of the Chief Executive Officer.

5.8 Vice Presidents. In the absence or disability of the Chief Executive Officer and the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as may from time to time be prescribed for them by the Board of Directors, these Bylaws, the Chief Executive Officer, the President, or the Chairman or Vice Chairman of the Board of Directors, if any, and, unless otherwise so prescribed, the powers and duties customarily vested in the office of Vice President of a corporation.

5.9 Chief Financial Officer. The Chief Financial Officer shall be subject to the direction and control of the Board of Directors and the Chief Executive Officer, shall have primary responsibility for the financial affairs of the corporation and shall (i) keep accurate financial records for the corporation; (ii) deposit all moneys, drafts and checks in the name of, and to the credit of, the corporation in such banks and depositories as the Board of Directors shall, from time to time, designate or otherwise authorize; (iii) have the power to endorse, for deposit, all notes, checks and drafts received by the corporation; (iv) disburse the funds of the corporation in accordance with the corporation's policies and procedures as adopted by resolution of the Board of Directors, making or causing to be made proper vouchers therefor; (v) render to the Chief Executive Officer and the Board of Directors, whenever requested, an account of all of his or her transactions as Chief Financial Officer and of the financial condition of the corporation, and (vi) shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws or by the Chief Executive Officer.

5.10 Secretary. The Secretary shall keep or cause to be kept, at the principal executive office of the corporation or such other place as the Board of Directors may direct, a book of minutes of the proceedings of all meetings of, and a record of all actions taken by, the Board of Directors or any committees of the Board of Directors. The Secretary shall cause all notices of meetings to be duly given in accordance with the provisions of these Bylaws and as required by the Revised Act.

The Secretary shall be the custodian of the corporate records and of the seal, if any, of the corporation. Unless otherwise required by applicable law or by the Board of Directors, the adoption or use of a corporate seal is not required. The Secretary shall see that the books, reports, statements, certificates, and other documents and records required by the Revised Act are properly kept and filed.

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The Secretary shall have charge of the share books of the corporation and cause the share and transfer books to be kept in such manner as to show at any time the amount of the shares of the corporation of each class issued and outstanding, the manner in which and the time when such shares were paid for, the alphabetically arranged names and addresses of the holders of record thereof, the number of shares held by each holder, and the time when each became a holder of record. The Secretary may discharge this responsibility through a transfer agent or transfer agents approved by the Chief Executive Officer or the Board of Directors. The Secretary shall exhibit at all reasonable times to any director, upon application, the original or duplicate share register. The Secretary shall cause the share ledger to be kept and exhibited at the principal office of the corporation or the office of the corporation's transfer agent in the manner and for the purposes provided by these Bylaws and the Revised Act.

The Secretary shall perform all duties incident to the office of Secretary and such other duties as are given to him or her by applicable law or these Bylaws or as from time to time may be assigned by the Board of Directors.

5.11 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and the Board of Directors, whenever they request it, an account of all transactions taken as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

5.12 Assistant Secretaries and Treasurers. Any Assistant Secretaries or Assistant Treasurers shall perform such of the duties of the Secretary or the Treasurer, respectively, as may be assigned to them by the officers they are elected to assist, or as may otherwise be prescribed for them by the Board of Directors or the Chief Executive Officer.

5.13 Salaries. The compensation of the Chairman of the Board of Directors and the Chief Executive Officer shall be fixed from time to time by the Board of Directors or any duly authorized committee thereof. Subject to compliance with applicable law and the requirements of any listing agreement with any exchange upon which the Company's shares trade, the compensation of the other officers shall be fixed from time to time based on the recommendation of the Chief Executive Officer and after review by the Board of Directors or any duly authorized committee thereof.

5.14 Surety Bonds. In the event the Board of Directors shall so require, any officer or agent of the corporation shall provide the corporation with a bond, in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his or her duties to the corporation, including responsibility for negligence and for the accounting of all property, monies, or securities of the corporation that may come under his or her responsibility.

5.15 Delegation of Authority. The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

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**ARTICLE 6**  
**CAPITAL SHARES**

6.1 Share Certificates. The shares of the corporation may, but need not be, represented by certificates. If the shares are represented by certificates, the certificates shall be signed by any two (2) of the following officers: the Chief Executive Officer, the President, any Vice President, the Secretary, or any Assistant Secretary of the corporation. The signatures of the designated officers upon a certificate may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he or she were such officer at the date of its issue.

If the corporation is authorized to issue different classes of shares or a different series within a class, the designations, preferences, limitations, and relative rights applicable to each class, the variations in preferences, limitations, and relative rights determined for each series, and the authority of the Board of Directors to determine variations for any existing or future class or series, must be summarized on the front or back of each share certificate. Alternatively, each certificate may state conspicuously on its front or back that the corporation will furnish the shareholder this information upon written request, without charge.

Each certificate representing shares shall also state upon the face thereof:

- (a) The name of the corporation and that it is organized under the laws of the State of Utah.
- (b) The name of the person to whom the certificate is issued.
- (c) The number and class of shares, and the designation of the series, if any, which such certificate represents.

There shall be entered upon the share transfer books of the corporation at the time of issuance of each share, the number of the certificate issued, the name and address of the person owning the shares represented thereby, the number and kind, class, or series of such shares, and the date of issuance thereof. Every certificate exchanged or returned to the corporation shall be marked "Canceled" with the date of cancellation. Unless otherwise required by the Revised Act, or by the Board of Directors in accordance with applicable law, the foregoing with respect to shares does not affect shares already represented by certificates.

6.2 Shares Without Certificates. The Board of Directors may authorize the issuance of some or all of the shares of any or all of the classes or series of the corporation's shares without certificates or as book-entry shares. The authorization does not affect shares already represented by certificates until they are surrendered to the corporation. Within a reasonable time after the issuance or transfer of shares without certificates, the corporation shall send the shareholder a written statement of the information required to be on certificates by Section 6.1 of these Bylaws or the Revised Act.

6.3 Transfer of Shares. Shares shall be transferred on the books of the corporation by the holder thereof in person or by his attorney, (i) with regard to certificated shares, upon surrender to the corporation or to a transfer agent for cancellation of certificates for the same number of shares, with an assignment and power of transfer endorsed thereon or attached thereto, duly executed, and with such proof of the authenticity of the signature as the corporation or its agents may reasonably require, and (ii) with regard to uncertificated shares, upon delivery of an instruction duly executed, and with such proof of the

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authenticity of the signature as the corporation or its agents may reasonably require. Whenever any transfer of shares shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of transfer if, when the certificates are presented to the corporation for transfer or uncertificated shares are requested to be transferred, both the transferor and transferee request the corporation to do so. Except as may be otherwise required by the Revised Act, the Articles of Incorporation or these Bylaws, the corporation shall be entitled to treat the record holder of shares as shown on its books as the owner of such shares for all purposes, including the payment of dividends and the right to vote with respect to such shares, regardless of any transfer, pledge or other disposition of such shares until the shares have been transferred on the books of the corporation in accordance with the requirements of these Bylaws.

6.4 Restrictions on Transfer or Registration of Shares. Subject to the Articles of Incorporation or the provisions of these Bylaws, the Board of Directors may, as they may deem expedient, impose restrictions on the transfer or registration of transfer of shares of the corporation. Such restrictions do not affect shares issued before the restriction was adopted unless the holders of the shares are parties to the restriction agreement or voted in favor of the restriction or otherwise consented to the restriction.

The restriction on the transfer or registration of transfer of shares is valid and enforceable against the holder or a transferee of the holder, if the restriction is authorized by the Revised Act and its existence is noted conspicuously on the front or back of the certificate, or if the restriction is contained in the information statement that is sent to shareholders whose shares are not represented by certificates pursuant to Section 6.2 of these Bylaws.

6.5 Regulations. Subject to the provisions of these Bylaws and of the Articles of Incorporation, the Board of Directors may make such rules and regulations as it may deem expedient concerning the issuance, transfer, redemption, and registration of certificates for shares of the corporation.

6.6 Transfer Agent(s) and Registrar(s). The Board of Directors may appoint one or more transfer agent(s) and one or more registrar(s) with respect to the certificates representing shares of the corporation, and may require all such certificates to bear the signature of either or both. The Board of Directors may from time to time define the respective duties of such transfer agent(s) and registrar(s).

6.7 Lost or Destroyed Certificates. The corporation may issue (i) a new stock certificate or (ii) uncertificated shares in place of any certificates previously issued by the corporation alleged to have been lost, stolen or destroyed, upon such terms and conditions as the Board of Directors may prescribe, including the presentation of reasonable evidence of such loss, theft or destruction and the giving of such indemnity as the Board of Directors may require for the protection of the corporation or any transfer agent or registrar.

## **ARTICLE 7**

### **INDEMNIFICATION**

7.1 Indemnification. Except as provided in Section 7.2 of these Bylaws, the corporation may, to the maximum extent and in the manner permitted by the Revised Act, indemnify an individual made a party to a proceeding because he or she is or was a director, officer, employee, fiduciary, or agent of the corporation, against liability incurred in the proceeding if his or her conduct was in good faith, he or she reasonably believed that his or her conduct was in, or not opposed to, the corporation's best interests, and in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Termination of the proceeding by judgment, order, settlement, conviction, upon a plea of

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*nolo contendere* or its equivalent, is not, of itself, determinative that the director, officer, employee, fiduciary, or agent of the corporation, did not meet the standard of conduct described in this Section 7.1.

7.2 Certain Restrictions on Indemnification. The corporation may not indemnify a director, officer, employee, fiduciary, or agent of the corporation under Section 7.1 of these Bylaws, in connection with a proceeding by or in the right of a corporation in which such party was adjudged liable to the corporation, or in connection with any other proceeding charging that such party derived an improper personal benefit, whether or not involving action in his or her official capacity, in which proceeding he or she was adjudged liable on the basis that he or she derived an improper personal benefit.

7.3 Mandatory Indemnification. The corporation shall indemnify a director or officer of the corporation who was successful, on the merits or otherwise, in the defense of any proceeding, or in the defense of any claim, issue, or matter in the proceeding, to which he or she was a party because he or she is or was a director or officer of the corporation, against reasonable expenses incurred by him or her in connection with the proceeding or claim with respect to which he or she has been successful.

7.4 Determination. The corporation may not indemnify a director, officer, employee, fiduciary, or agent of the corporation under Section 7.1 of these Bylaws unless authorized and a determination has been made in a specific case that indemnification of such party is permissible in the circumstances because such party has met the applicable standard of conduct set forth in Section 7.1 of these Bylaws. Such determination shall be made either (a) by the Board of Directors by majority vote of those present at a meeting at which a quorum is present, and only those directors not parties to the proceedings shall be counted in satisfying the quorum requirement, (b) if a quorum cannot be obtained, by majority vote of a committee of the Board of Directors designated by the Board of Directors, which committee shall consist of two (2) or more directors not parties to the proceeding, except that the directors who are not parties to the proceeding may participate in the designation of directors for the committee, (c) by special legal counsel selected by the Board of Directors or a committee of the Board of Directors in the manner prescribed by the Revised Act, or (d) by the shareholders, by a majority of the votes entitled to be cast by holders of qualified shares present in person or by proxy at a meeting. The majority of the votes entitled to be cast by the holders of all qualified shares constitutes a quorum for purposes of action that complies with this Section 7.4. Shareholders' action that otherwise complies with this Section 7.4 is not affected by the presence of holders, or the voting, of shares that are not qualified shares as determined under the Revised Act.

7.5 General Indemnification. The indemnification and advancement of expenses provided by this Article 7 shall not be construed to be exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, these Bylaws, any agreement, any vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

7.6 Advances. The corporation in accordance with the Revised Act may pay for or reimburse the reasonable expenses incurred by any director, officer, employee, fiduciary, or agent of the corporation who is a party to a proceeding in advance of final disposition of the proceeding if (a) such party furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct described in Section 7.1 of these Bylaws, (b) such party furnishes to the corporation a written undertaking in the form required by the Revised Act, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the applicable standard of conduct, and (c) a determination is made that the facts then known to those making a determination would not preclude indemnification under this Article 7.

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7.7 Scope of Indemnification. Except as otherwise provided in these Bylaws, the indemnification and advancement of expenses authorized by this Article 7 are intended to permit the corporation to indemnify to the fullest extent permitted by the laws of the State of Utah, any and all persons whom it shall have power to indemnify under such laws from and against any and all of the expenses, liabilities, or other matters referred to in or covered by such laws. Any indemnification or advancement of expenses hereunder shall, unless otherwise provided when the indemnification or advancement of expenses is authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, fiduciary, or agent of the corporation and shall inure to the benefit of such person's heirs, executors, and administrators.

7.8 Insurance. The corporation may purchase and maintain liability insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the corporation, or who, while serving as a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of another foreign or domestic corporation, or other person, or of an employee benefit plan, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status in any such capacity, whether or not the corporation would have the power to indemnify him or her against the liability under the provisions of this Article 7 or the laws of the State of Utah, as the same may hereafter be amended or modified.

7.9 Effect of Repeal or Modification of Article 7. Any repeal or modification to this Article 7 by the shareholders of the corporation shall not adversely affect any right or protection of any person existing at the time of such repeal, modification or amendment.

## **ARTICLE 8**

### **FISCAL YEAR**

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

## **ARTICLE 9**

### **AMENDMENTS**

These Bylaws may be altered, amended or repealed, or new bylaws adopted, as set forth in the Articles of Incorporation.

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**SECRETARY'S CERTIFICATE**

I, the undersigned and duly elected Secretary of Nature's Sunshine Products, Inc., a Utah corporation (the "*Corporation*"), do hereby certify that the foregoing Amended and Restated Bylaws were adopted by the Board of Directors of the Corporation as the Bylaws of the Corporation as of the 9th day of March, 2018, which amend and restate in their entirety the prior Amended and Restated Bylaws previously adopted on May 26, 2017, and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name as the Secretary of the Corporation as of the 9th day of March, 2018.

/s/ Nathan G. Brower  
Nathan G. Brower

*[Secretary's Certificate to Nature's Sunshine Products, Inc. Amended and Restated Bylaws]*

## EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT (the "Agreement"), is made on this 21 day of December, 2007, by and between Nature's Sunshine Products, Inc., a Utah Corporation, having its principal place of business in Provo, Utah ("the Company" or "NSP") and **Bryant J. Yates** ("Executive").

The Company desires to engage Executive to provide services for NSP and Executive desires to provide such services on the terms and conditions below.

1. Employment.

1. Positions and Duties. Executive will serve as **President - International** of the Company, reporting directly to the Chief Executive Officer ("CEO") of the Company. In addition, without additional compensation, if requested by the Company, Executive will serve in other officer positions of the Company and its subsidiaries. Executive shall devote his best efforts and substantially all of his business time and services to the Company to perform such duties as may be customarily incident to such position of an enterprise of the size and nature of the Company and as may reasonably be assigned from time to time by the CEO of the Company. or the Company, as the case may be. Executive will render his services hereunder to the Company, shall use his best efforts, judgment and energy in the performance of the duties assigned to him, and shall abide by the Company's Code of Conduct and any other applicable Company policies, and shall comply with any and all applicable laws, including but not limited to insider trading/reporting requirements and the policies and procedures as may be set forth in the employee handbook, manuals and other materials provided by the Company.
2. Place of Performance. Executive shall perform his services hereunder at the Company's executive offices in Provo, Utah; *provided, however*, that Executive will be required to travel from time to time as reasonably required for business purposes.

2. Compensation and Benefits.

1. Base Salary. Executive shall receive an annual salary of **\$160,360.00** paid in accordance with the Company's payroll practices, as in effect from time to time. Base salary shall be subject to review on at least an annual basis by the CEO. Executive understands that no further compensation will be given for his/her name being used as an officer or shareholder on any corporation, subsidiary or branch.
2. Discretionary Bonus. Executive shall also be eligible to participate in the executive bonus program or any successor program (the "EBP"). Payment of any bonus under the EBP is in NSP's sole discretion and such payments will be made in accordance with section 409A.
3. Employee Benefits. Executive will be eligible to participate in retirement/savings, health insurance, term life insurance, long term disability insurance and other employee benefit plans, policies or arrangements maintained by the Company for its employees generally and, at the discretion of the Board, in incentive plans, stock option plans and change in control severance plans maintained by the Company for its executives. if any, subject to the terms and conditions of such plans, policies or arrangements. including but not limited to those benefits outlined in the Employee Handbook.
4. Stock Options. The Company may from time to time grant to Executive options (the "Options") to purchase shares of NSP common stock pursuant to the price, terms and conditions set forth in the then applicable Stock Option Plan, as amended from time to time, or as otherwise set forth in a Stock Option Agreement.

3. Indemnification; D&O

Insurance.

The Company will indemnify Executive for and hold Executive harmless from and against any and all losses, costs, damages or expenses (including attorneys' fees) arising out of any claim or legal proceeding brought against Executive, relating in any way to services performed by Executive for the Company. This indemnification provision is intended to be broadly interpreted and to provide for indemnification to the full extent permitted by law. The Company will maintain directors' and officers' liability insurance in amounts and on terms reasonable and customary for similarly situated companies.

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4. Expenses. In accordance with the Company's normal policies for expense reimbursement, the Company shall reimburse Executive for all reasonable travel, entertainment and other expenses incurred or paid by Executive in connection with, or related to, the performance of Executive's duties, responsibilities or services under this Agreement, upon presentation of documentation, including expense statements, vouchers and/or such other supporting information as the Company may request.
  5. Termination. Upon cessation of his employment with the Company, Executive will be entitled only to such compensation and benefits as described in this Section 5.
    1. Termination without Cause. If Executive's employment by the Company is terminated by the Company without Cause (as defined below), Executive will be entitled to:
      1. payment of all accrued and unpaid base salary through the date of such termination;
      2. monthly severance payments equal to one-twelfth of Executive's base salary as of the date of such termination for a period equal to twelve (12) months (the "Severance Period").
      3. payment of the cost for continuation of Executive's health insurance coverage under COBRA (and for his or her family members if Executive provided for their coverage during his or her employment) during the Severance Period and in accord with the NSP plan applicable to NSP employees currently in effect.
    2. Release. Notwithstanding any provision of this Agreement, the payments and benefits described above are conditioned on Executive's execution and delivery to the Company of a release substantially identical to that attached hereto as Exhibit A in a manner consistent with the requirements of the Older Workers Benefit Protection Act, if applicable, and any applicable state law (the "Release"). The severance benefits described in Section 5.1.2 will be paid after the Release becomes irrevocable.
    3. Termination for Cause. If Executive's employment with the Company is terminated by the Company for Cause then the Company's obligation to Executive will be limited solely to the payment of accrued and unpaid base salary through the date of such termination. To terminate Executive's employment for Cause, the CEO, in consultation with the Board of Directors, must determine in good faith that Cause has occurred.
      1. "Cause" means:
        - a) continuing performance by Executive deemed unsatisfactory to NSP acting reasonably and in good faith or conduct by Executive deemed unacceptable by NSP acting reasonably and in good faith;
        - b) conviction of, or the entry of a plea of guilty or no contest to, a felony or any crime that may materially adversely affect the business, standing or reputation of the Company;
        - c) dishonesty, fraud, embezzlement or other misappropriation of funds;
        - d) material breach of this Agreement;
        - e) willful refusal to perform the lawful and reasonable directives of the CEO or the Board.
    4. Resignation by Executive. Executive may resign his/her employment by giving the Company four weeks' notice of said resignation; NSP may elect to pay Executive's base salary in lieu of notice. If Executive resigns, then the Company's obligation to Executive will be limited solely to the payment of accrued and unpaid base salary through the date of such termination.
    5. Termination upon Death or Incapacity of Executive. Executive's employment with the Company shall terminate upon the death or incapacity of Executive. In the event of termination of Executive's employment by reason of Executive's death or incapacity, the provisions governing termination without cause, above, shall apply. "Incapacity" shall mean that Executive is, for a period of 90 days or more, unable to perform Executive's duties effectively, for reasons such as emotional, mental or physical illness, deficiency, or disability.
    6. Foreign Entities. Without regard to the circumstances of Executive's termination from employment, Executive hereby also covenants that upon termination, if she/he is listed as an officer, director, partner, secretary or shareholder on any corporation, subsidiary or branch on behalf of Nature's Sunshine Products, Inc. or any related entity, he/she will sign over any and all rights to stock and/or resign as an officer or
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director prior to departure from the Company as required by the law applicable to the entity or by that entity's procedural requirements.

6. Restrictive Covenants. In recognition of the compensation and other benefits provided to Executive pursuant to this Agreement, Executive agrees to be bound by the provisions of this Section (the "Restrictive Covenants"). These Restrictive Covenants will apply without regard to whether any termination or cessation of Executive's employment is initiated by the Company or Executive, and without regard to the reason for that termination or cessation.
    1. Covenant Not To Compete. Executive covenants that, during his employment by the Company and for a period of twelve (12) months following immediately thereafter, (the "Restricted Period"), Executive will not do any of the following, directly or indirectly:
      1. engage, be employed by, participate in, plan for or organize any Competing Business of the Company or any subsidiary or joint venture of the Company; "Competing Business" means any business enterprise that distributes through a multilevel marketing program or that engages in any activity that competes anywhere in the world with any activity in which the Company is then engaged, including sales or distribution of herbs, vitamins or nutritional supplements or any product, which the Company sells or distributes at the time of Executive's termination;
      2. become interested in (as owner, stockholder, lender, partner, coventurer, director, officer, employee, agent or consultant) any person, firm, corporation, association or other entity engaged in a Competing Business. Notwithstanding the foregoing, Executive may hold up to 2% of the outstanding securities of any class of any publicly-traded securities of any company;
      3. influence or attempt to influence any employee, sales leader, manager, coordinator, consultant, supplier, licensor, licensee, contractor, agent, strategic partner, distributor, customer or other person to terminate his or her employment with the Company or modify any written or oral agreement, relationship, arrangement or course of dealing the Company; or
      4. solicit for employment or employ or retain (or arrange to have any other person or entity employ or retain) any person who has been employed or retained by any member of the Company within the preceding twelve (12) months. For this purpose, advertisements for employment placed in newspapers of general circulation will not be considered solicitation.
    5. Extension of Restrictive Covenants. The Company may elect to extend the twelve (12) month post-termination non-compete and non-solicitation period by up to twelve (12) additional months by delivering written notice of such extension to Executive at least thirty (30) days prior to the end of that twelve (12) month period and by making monthly payments to Executive for the number of months equal to the length of the extension specified by the Company in its notice to the Executive. The amount of each such additional monthly payment will be equal to one-twelfth of the base salary in effect at the time of Executive's termination of employment.
  2. Confidentiality. Executive recognizes and acknowledges that the Proprietary Information (as defined below) is a valuable, special and unique asset of the business of the Company. As a result, both during the Term and thereafter, Executive will not, without the prior written consent of the Company, for any reason divulge to any third-party or use for his/her own benefit, or for any purpose other than the exclusive benefit of the Company, any Proprietary Information. Notwithstanding the foregoing, if Executive is compelled to disclose Proprietary Information by court order or other legal process, to the extent permitted by applicable law, he shall promptly so notify the Company so that it may seek a protective order or other assurance that confidential treatment of such Proprietary Information shall be afforded, and Executive shall reasonably cooperate with the Company in connection therewith. If Executive is so obligated by court order or other legal process to disclose Proprietary Information, Executive will disclose only the minimum amount of such Proprietary Information as is necessary for Executive to comply with such court order or other legal process.
  3. Property of the Company.
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1. Proprietary Information. All right, title and interest in and to Proprietary Information will be and remain the sole and exclusive property of the Company. Executive will not remove from the Company's offices or premises any documents, records, notebooks, files, correspondence, reports, memoranda or similar materials of or containing Proprietary Information, or other materials or property of any kind belonging to the Company unless necessary or appropriate in the performance of his duties to the Company. If Executive removes such materials or property in the performance of his duties, he will return such materials or property promptly after the removal has served its purpose. Executive will not make, retain, remove and/or distribute any copies of any such materials or property, or divulge to any third person the nature of and/or contents of such materials' or property, except to the extent necessary to perform his/her duties on behalf of the Company. Upon termination of Executive's employment with the Company, s/he will leave with the Company or promptly return to the Company all originals and copies of such materials or property then in his/her possession.
    - a) "Proprietary Information" means any and all proprietary information developed or acquired by the Company that has not been specifically authorized to be disclosed. Such Proprietary Information shall include, but shall not be limited to, the following items and information relating to the following items: (a) all trade secrets (including research and development, know-how, formulas, compositions, manufacturing and production processes and techniques, methodologies, technical data, designs, drawings and specifications) as well as all inventions (whether patentable or unpatentable and whether or not reduced to practice) and all improvements thereto, (b) computer codes and instructions, processing systems and techniques, inputs, and outputs (regardless of the media on which stored or located) and hardware and software configurations, designs, architecture and interfaces, (c) business research, studies, procedures and costs, (d) financial data, (e) distributor network information, the identities of actual and prospective distributors and distribution methods, (f) marketing data, methods, plans and efforts, (g) the identities of actual and prospective suppliers, (h) the terms of contracts and agreements with, the needs and requirements of and the Company's course of dealing with, actual or prospective suppliers, (i) personnel information, (j) customer and vendor credit information, and (k) information received from third parties subject to obligations of nondisclosure or non-use. Failure by the Company to mark any of the Proprietary Information as confidential or proprietary shall not affect its status as Proprietary Information.
  2. Intellectual Property. Executive agrees that all the Intellectual Property (as defined below) will be considered "works made for hire" as that term is defined in Section 101 of the Copyright Act (17 U.S.C. § 101) and that all right, title and interest in such Intellectual Property will be the sole and exclusive property of the Company. To the extent that any of the Intellectual Property may not by law be considered a work made for hire, or to the extent that, notwithstanding the foregoing, Executive retains any interest in the Intellectual Property, Executive hereby irrevocably assigns and transfers to the Company any and all right, title, or interest that Executive may now or in the future have in the Intellectual Property under patent, copyright, trade secret, trademark or other law, in perpetuity or for the longest period otherwise permitted by law, without the necessity of further consideration. The Company will be entitled to obtain and hold in its own name all copyrights, patents, trade secrets, trademarks and other similar registrations with respect to such Intellectual Property. Executive further agrees to execute any and all documents and provide any further cooperation or assistance reasonably required by the Company to perfect, maintain or otherwise protect its rights in the Intellectual Property, at no cost to Executive. If the Company is unable after reasonable efforts to secure Executive's signature, cooperation or assistance in accordance with the preceding sentence, whether because of Executive's incapacity or any other reason whatsoever, Executive hereby designates and appoints the Company or its designee as Executive's agent and attorney-in-fact to act on his behalf solely for the purpose of executing and filing documents and doing all other lawfully permitted acts necessary or desirable to perfect, maintain or otherwise protect the Company's rights in the Intellectual Property. Executive acknowledges and agrees that such appointment is coupled with an interest and is therefore irrevocable.
    - a) "Intellectual Property" means (a) all inventions (whether patentable or unpatentable and whether or not reduced to practice), all improvements thereto, and all patents and patent applications
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claiming such inventions, (b) all trademarks, service marks, trade dress, logos, trade names, fictitious names, brand names, brand marks and corporate names, together with all translations, adaptations, derivations, and combinations thereof and including all goodwill associated therewith, and all applications, registrations, and renewals in connection therewith, (c) all copyrightable works, all copyrights, and all applications, registrations, and renewals in connection therewith, (d) all mask works and all applications, registrations, and renewals in connection therewith, (e) all trade secrets (including research and development, know-how, formulas, compositions, manufacturing and production processes and techniques, methodologies, technical data, designs, drawings and specifications), (f) all computer software (including data, source and object codes and related documentation), (g) all other proprietary rights or (h) all copies and tangible embodiments thereof (in whatever form or medium) which, in the case of any or all of the foregoing, have been or are developed or created in whole or in part by Executive at any time and at any place while Executive is employed by the Company and have been or are created for the purpose of performing Executive's duties on behalf of the Company.

4. Acknowledgements. Executive acknowledges that the Restrictive Covenants are reasonable and necessary to protect the legitimate interests of the Company, that the duration and geographic scope of the Restrictive Covenants are reasonable given the nature of this Agreement and the position Executive holds within the Company, and that the Company would not enter into this Agreement or otherwise employ or continue to employ Executive unless Executive agrees to be bound by the Restrictive Covenants set forth in this Section 6.

5. Remedies and Enforcement Upon Breach.

1. Intention. It is the intention of the parties that the foregoing restrictive covenant be enforced as written, and, in any other event, enforced to the greatest extent (but to no greater extent) in time, territory and degree of participation as permitted by applicable law. Accordingly, in the event that any court to which a dispute over these restrictions may be referred shall find any of these restrictions overly broad or unreasonable in any way, that court must enforce the restrictions to the greatest extent deemed reasonable.
2. Specific Enforcement. Executive acknowledges that any breach by him, willfully or otherwise, of the Restrictive Covenants will cause continuing and irreparable injury to the Company for which monetary damages would not be an adequate remedy. In the event of any such breach or threatened breach by Executive of any of the Restrictive Covenants, the Company shall be entitled to injunctive or other similar equitable relief in any court, without any requirement that a bond or other security be posted, and this Agreement shall not in any way limit remedies of law or in equity otherwise available to the Company.
3. Enforceability. If any court holds the Restrictive Covenants unenforceable by reason of their breadth or scope or otherwise, it is the intention of the parties hereto that such determination not bar or in any way affect the right of the Company to the relief provided above in the courts of any other jurisdiction within the geographic scope of such Restrictive Covenants.
4. Disclosure of Restrictive Covenants. Executive agrees to disclose the existence and terms of the Restrictive Covenants to any employer that Executive may work for during the Restricted Period.
5. Extension of Restricted Period. If the Executive breaches Section 6.1 in any respect, the restrictions contained in that section will be extended for a period equal to the period that the Executive was in breach.

7. Miscellaneous.

1. Other Agreements. Executive represents and warrants to the Company that there are no restrictions, agreements or understandings whatsoever to which Executive is a party that would prevent or make unlawful his/her execution of this Agreement, that would be inconsistent or in conflict with this Agreement or Executive's obligations hereunder, or that would otherwise prevent, limit or impair the performance of Executive's duties under this Agreement.
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2. Successors and Assigns. This Agreement shall be binding upon any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business and/or assets of the Company, and the Company shall require any such successor to expressly assume and agree in writing to perform this Agreement in the same manner and to the same extent that the Company would be required to perform it if no such succession had taken place, or, in the event the Company remains in existence, the Company shall continue to employ Executive under the terms hereof. As used in this Agreement, the "Company" shall mean the Company and any successor to its business and/or assets, which assumes or is obligated to perform this Agreement by contract, operation of law or otherwise. This Agreement shall inure to the benefit of and be enforceable by Executive and his personal or legal representatives, executors, estate, trustee, administrators, successors, heirs, distributees, devisees and legatees. The duties of Executive hereunder are personal to Executive and may not be assigned by him. If Executive dies and any amounts become payable under this Agreement, the Company will pay those amounts to his estate.
  3. Governing Law and Enforcement: Disputes. This Agreement shall be governed by and construed in accordance with the laws of the State of Utah, without regard to the principles of conflicts of laws. Any legal proceeding arising out of or relating to this Agreement will be instituted in a state or federal court in the State of Utah, and Executive and the Company hereby consent to the personal and exclusive jurisdiction of such court(s) and hereby waive any objection(s) that they may have to personal jurisdiction, the laying of venue of any such proceeding and any claim or defense of inconvenient forum.
  4. Waivers. The waiver by either party of any right hereunder or of any breach by the other party will not be deemed a waiver of any other right hereunder or of any other breach by the other party. No waiver will be deemed to have occurred unless set forth in writing. No waiver will constitute a continuing waiver unless specifically stated, and any waiver will operate only as to the specific term or condition waived.
  5. Severability. Whenever possible, each provision of this Agreement will be interpreted in such manner as to be effective and valid under applicable law. However, if any provision of this Agreement is held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability will not affect any other provision, and this Agreement will be reformed, construed and enforced as though the invalid, illegal or unenforceable provision had never been herein contained.
  6. Survival. Section 6 of this Agreement will survive termination of this Agreement and/or the cessation of Executive's employment by the Company.
  7. Notices. Any notice or communication required or permitted under this Agreement shall be made in writing and shall be sufficient if personally delivered or sent by registered or certified mail and addressed, if to Employee, to Employee's address set forth in NSP's records, or if to NSP, to its principal office, to the attention of the CEO. Such notice shall be deemed given when delivered if delivered personally, or, if sent by registered or certified mail, at the earlier of actual receipt or three days after mailing in United States mail, addressed as aforesaid with postage prepaid.
  8. Entire Agreement: Amendments. This Agreement, the attached exhibits, the Plan, and the Award Agreement contain the entire agreement and understanding of the parties hereto relating to the subject matter hereof; and merge and supersede all prior and contemporaneous discussions, agreements and understandings of every nature relating to Executive's employment or engagement with, or compensation by, the Company and any of its affiliates or subsidiaries or any of their predecessors, including, without limitation, the Existing Agreement. This Agreement may not be changed or modified, except by an agreement in writing signed by each of the parties hereto.
  9. Withholding. All payments to Executive will be subject to tax withholding in accordance with applicable law.
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10. Section Headings. The headings of sections and paragraphs of this Agreement are inserted for convenience only and shall not in any way affect the meaning or construction of any provision of this Agreement.
11. Counterparts: Facsimile. This Agreement may be executed in multiple counterparts (including by facsimile signature), each of which will be deemed to be an original, but all of which together will constitute one and the same instrument.
12. Third Party Beneficiaries. Subject to Section 7.2 this Agreement will be binding on, inure to the benefit of and be enforceable by the parties and their respective heirs, personal representatives, successors and assigns. This Agreement does not confer any rights, remedies, obligations or liabilities to any entity or person other than Executive and the Company and Executive's and the Company's permitted successors and assigns, although this Agreement will inure to the benefit of the Company.

*[This space left blank intentionally; signature page follows]*

Employee:Employer:

**BRYANTNATURE'S SUNSHINE PRODUCTS, INC.**

**J.**

**YATES**

/s/ Bryant Yates  
Signature

By /s/ Douglas Faggioli

Name Douglas Faggioli

Title CEO/President

## **EXHIBIT A**

### **RELEASE AGREEMENT**

THIS RELEASE AGREEMENT (this "Release") is made as of the day of \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ by and between(the "Executive") and Nature Sunshine Products, Inc. (the "Company").

WHEREAS, Executive's employment as an executive of the Company has terminated; and

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WHEREAS, pursuant to Section 5 of the Employment Agreement by and between the Company and Executive dated \_\_\_\_\_ (the "Agreement"), the Company has agreed to pay Executive certain amounts and to provide him with certain rights and benefits, subject to the execution of this Release.

NOW THEREFORE, in consideration of these premises and the mutual promises contained herein, and intending to be legally bound hereby, the parties agree as follows:

8. Consideration. Executive acknowledges that: (i) the payments, rights and benefits set forth in Section 5 of the Agreement constitute full settlement of all his/her rights under the Agreement, and (ii) except as otherwise provided specifically in this Release, the Company does not and will not have any other liability or obligation to Executive under the Agreement. Executive further acknowledges that, in the absence of his execution of this Release, the benefits and payments specified in the Agreement (other than those specified) would not otherwise be due to him/her.
9. Release and Covenant Not to Sue.
  1. Executive and the Company each hereby fully and forever releases and discharges the other, and all of their respective predecessors and successors, assigns, stockholders, subsidiaries, parents, affiliates, officers, directors, trustees, employees, agents and attorneys, past and present and in their respective capacities as such (the Company and Executive and each such respective person or entity is each referred to as a "**Released Person**") from any and all claims, demands, liens, agreements, contracts, covenants, actions, suits, causes of action, obligations, controversies, debts, costs, expenses, damages, judgments, orders and liabilities, of whatever kind or nature, direct or indirect, in law, equity or otherwise, whether known or unknown, arising through the date of this Release, including those arising out of Executive's employment by the Company or the termination thereof, including, but not limited to, any claims for relief or causes of action under the Age Discrimination in Employment Act, 29 U.S.C. § 621 et seq., or any other federal, state or local statute, ordinance or regulation regarding discrimination in employment and any claims, demands or actions based upon alleged wrongful or retaliatory discharge or breach of contract under any state or federal law.
  2. Executive and the Company expressly represent that they have not filed a lawsuit or initiated any other administrative proceeding against a Released Person and that neither has assigned any claim against a Released Person. Executive and the Company each further promise not to initiate a lawsuit or to bring any other claim against the other or any Released Person arising out of or in any way related to Executive's employment by the Company or the termination of that employment. This Release will not prevent Executive from filing a charge with the Equal Employment Opportunity Commission (or similar state agency) or participating in any investigation conducted by the Equal Employment Opportunity Commission (or similar state agency); *provided, however*, that any claims by Executive for personal relief in connection with such a charge or investigation (such as reinstatement or monetary damages) would be barred. This Release shall not affect Executive's rights under the Age Discrimination in Employment Act or the Older Workers Benefit Protection Act to have a judicial determination of the validity of this release and waiver.
10. Restrictive Covenants. Executive acknowledges that the restrictive covenants contained in Section 6 of the Agreement will survive the termination of his employment. Executive affirms that those restrictive covenants are reasonable and necessary to protect the legitimate interests of the Company, that he received adequate consideration in exchange for agreeing to those restrictions and that he will abide by those restrictions.
11. Non-Disparagement. Neither Executive nor the Company will disparage the other or any of their respective Released Persons or otherwise take any action which could reasonably be expected to adversely affect the personal or professional reputation of the other or their respective Released Persons.
12. \_\_\_\_\_
13. \_\_\_\_\_
14. \_\_\_\_\_

15. \_\_\_\_\_
  16. \_\_\_\_\_
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  21. \_\_\_\_\_
  22. \_\_\_\_\_
  23. \_\_\_\_\_
  24. \_\_\_\_\_
  25. Cooperation. Executive further agrees that, subject to reimbursement of his reasonable expenses, he will cooperate fully with the Company and its counsel with respect to any matter (including litigation, investigations, or governmental proceedings) in which Executive was in anyway involved during his employment with the Company. Executive shall render such cooperation in a timely manner on reasonable notice from the Company.
  26. Rescission Right. Executive expressly acknowledges and recites that (a) he has read and understands the terms of this Release in its entirety, (b) he has entered into this Release knowingly and voluntarily, without any duress or coercion; (c) he has been advised orally and is hereby advised in writing to consult with an attorney with respect to this Release before signing it; (d) he was provided twenty-one (21) calendar days after receipt of the Release to consider its terms before signing it; (e) should he nevertheless elect to execute this Agreement sooner than 21 days after he has received it, he specifically and voluntarily waives the right to claim or allege that he has not been allowed by the Company or by any circumstances beyond his control to consider this Agreement for a full 21 days; and (t) he is provided seven (7) calendar days from the date of signing to terminate and revoke this Release. in which case this Release shall be unenforceable, null and void. Executive may revoke this Release during those seven (7) days by providing written notice of revocation to the Company at the address specified in Section 7.8 of the Agreement.
  27. Challenge. If Executive violates or challenges the enforceability of any provisions of the Restrictive Covenants or this Release, no further payments, rights or benefits under Section 5 of the Agreement will be due to Executive (except where such provision would be prohibited by applicable law, rule or regulation).
  28. Miscellaneous.
    1. No Admission of Liability. This Release is not to be construed as an admission of any violation of any federal, state or local statute, ordinance or regulation or of any duty owed by the Company to Executive. There have been no such violations, and the Company specifically denies any such violations.
    2. No Reinstatement. Executive agrees that he will not without the consent of the Company apply for reinstatement with the Company or seek in any way to be reinstated, reemployed or hired by the Company in the future,
-

3. Successors and Assigns. This Release shall inure to the benefit of and be binding upon the Company and Executive and their respective successors, permitted assigns executors, administrators and heirs. Executive shall not may make any assignment of this Release or any interest herein, by operation of law or otherwise. The Company may assign this Release to any successor to all or substantially all of its assets and business by means of liquidation, dissolution, merger, consolidation, transfer of assets, or otherwise.
- 4.
5. Severability. Whenever possible, each provision of this Release will be interpreted in such manner as to be effective and valid under applicable law. However, if any provision of this Release is held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability will not affect any other provision, and this Release will be reformed, construed and enforced as though the invalid, illegal or unenforceable provision had never been herein contained.
6. Entire Agreement: Amendments. Except as otherwise provided herein, this Release contains the entire agreement and understanding of the parties hereto relating to the subject matter hereof, and merges and supersedes all prior and contemporaneous discussions, agreements and understandings of every nature relating to the subject matter hereof This Release may not be changed or modified, except by an agreement in writing signed by each of the parties hereto.
7. Governing Law. This Release shall be governed by, and enforced in accordance with, the laws of the State of Utah, without regard to the application of the principles of conflicts of laws.
8. Counterparts and Facsimiles. This Release may be executed, including execution by facsimile signature, in multiple counterparts, each of which shall be deemed an original, and all of which together shall be deemed to be one and the same instrument.

*[SIGNATURE PAGE FOLLOWS]*

Employee:Employer:

**BRYANTNATURE'S SUNSHINE PRODUCTS, INC.**

**J.**

**YATES**

By

Name

Title \_\_\_\_\_

Signature

## EMPLOYMENT AGREEMENT AMENDMENT

THIS EMPLOYMENT AGREEMENT AMENDMENT (the "**Amendment**"), is made on this 30<sup>th</sup> day of December, 2008, by and between Nature's Sunshine Products, Inc., a Utah Corporation, having its principal place of business in Provo, Utah ("the Company" or "NSP") and Bryant J. Yates ("Executive").

The Company and Executive have entered into an Employment Agreement dated December 21, 2007.

In order to ensure that such Employment Agreement complies with Internal Revenue Code Section 409A, the Company and Executive agree to amend the Employment Agreement as follows:

29. Section 4 shall be amended by adding the following at the end thereof:

Each reimbursement must be made no later than the end of the Company's fiscal year following the fiscal year in which the expense was incurred. All such reimbursements shall be made no later than the end of the calendar year in which the Executive separates from service with the Company, or if later, the following March 15th. The amount of reimbursements in any calendar year shall not affect the expenses eligible for reimbursement in any other taxable year.

30. Section 5.1.3 shall be amended by adding the following at the end thereof:

In the event that Executive is required to include benefits received from the health plan in his or her taxable income, the Company will reimburse Executive for up to \$6,000 of the tax liability. Such reimbursement will be made no later than the end of the calendar year following the year in which the amount is includible in the Executive's income.

31. The last sentence of Section 5.5 shall be replaced with the following:

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"Incapacity" shall mean that the Executive is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or that the Executive has been determined to be totally disabled by the Social Security Administration.

In addition, the parties agree that any other provisions of the Employment Agreement shall be interpreted, if possible, so as to avoid a violation of Internal Revenue Code Section 409A.

Except to the extent modified by this Amendment, the terms and conditions of the Employment Agreement shall remain in full force and effect.

NATURE'S SUNSHINE PRODUCTS, INC

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By: /s/ Douglas Faggioli

Title: President and CEO

BRYANT

J. YATES

/s/ Bryant Yates  
Executive

## SUBSIDIARIES

Set forth below is a list of all active subsidiaries of the Registrant and the state or other jurisdiction of incorporation or organization of each. Each subsidiary listed below is doing business under its corporate name.

Subsidiary	Jurisdiction
Nature's Sunshine Products of Canada, Ltd.	Canada
Nature's Sunshine Products de Mexico, S.A. de C.V.	Mexico
Nature's Sunshine Products de Colombia, S.A.	Colombia
Nature's Sunshine Produtos Naturais Ltda.	Brazil
Nature's Sunshine Marketing Ltda.	Brazil
Nature's Sunshine Products de Venezuela, C.A.	Venezuela
NSP de Centroamérica, S.A	Costa Rica
Nature's Sunshine Products de Panamá, S.A.	Panama
NSP de Guatemala, S.A.	Guatemala
Nature's Sunshine Products de El Salvador, S.A. de C.V.	El Salvador
Nature's Sunshine Products del Ecuador, S.A.	Ecuador
Nature's Sunshine Products de Honduras, S.A. de C.V.	Honduras
Nature's Sunshine Products de Nicaragua, S.A.	Nicaragua
Nature's Sunshine Products (Israel) Ltd.	Israel
Nature's Sunshine Products of Russia, Inc.	Utah
Nature's Sunshine Products Poland sp. z.o.o.	Poland
Nature's Sunshine Products Dominicana, S. R.L.	Dominican Republic
Nature's Sunshine Products International Distribution B.V.	Netherlands
NSP International Holdings C.V.	Netherlands
Quality Nutrition International, Inc.	Utah
Synergy Taiwan, Inc.	Utah
Synergy Worldwide Inc.	Utah
Synergy Worldwide Marketing (Thailand) Ltd.	Thailand
Synergy Worldwide Australia PTY Ltd.	Australia
Synergy Worldwide Canada B.V.	Netherlands
Synergy Worldwide Distribution Canada, ULC	Canada
Synergy Worldwide Italy S.R.L.	Italy
Synergy Worldwide Korea Ltd.	Korea
Synergy Worldwide Japan G.K.	Japan
Synergy Worldwide (S) PTE Ltd.	Singapore
Synergy Worldwide Nutrition Israel Ltd.	Israel
Synergy Worldwide (HK) Ltd.	Hong Kong
PT Nature's Sunshine Products Indonesia	Indonesia
NATR Distribution (M) SDN. BHD.	Malaysia
Synergy WorldWide Europe B.V.	Netherlands
Synergy Worldwide Europe Management Services B.V.	Netherlands
Synergy WorldWide New Zealand B.V.	Netherlands
Synergy Worldwide New Zealand	New Zealand
Synergy WorldWide Philippines Distribution, Inc.	Philippines
Synergy Vietnam Co., Ltd.	Vietnam
Synergy WorldWide Marketing (M) SDN BHD.	Malaysia
Nature's Sunshine (Far East) Limited	Hong Kong
Shanghai Nature's Sunshine Health Products Trading Co. Ltd.	China

Nature's Sunshine Hong Kong Limited	Hong Kong
Synergy WorldWide Nutrition Products (Hong Kong)	Hong Kong
Synergy WorldWide, Inc. (Philippines)	Philippines
PT Synergy WorldWide Indonesia	Indonesia
Synergy Worldwide Europe Management Services Spain S.L.U.	Spain
Synergy Worldwide Switzerland GmbH	Switzerland



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 033-59497, 333-08139, 333-117916, 333-126166, 333-164054, and 333-189116 on Forms S-8 of our reports dated March 16, 2018, relating to the consolidated financial statements and consolidated financial statement schedule of Nature's Sunshine Products, Inc. and subsidiaries and the effectiveness of Nature's Sunshine Products, Inc. and subsidiaries' internal control over financial reporting appearing in this Annual Report on Form 10-K of Nature's Sunshine Products, Inc. and subsidiaries for the year ended December 31, 2017.

/s/ Deloitte & Touche LLP

Salt Lake City, Utah

March 16, 2018

## CERTIFICATIONS

I, Gregory L. Probert, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2017 of Nature's Sunshine Products, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Gregory L. Probert

Chief Executive Officer and Chairman of the Board

March 16, 2018

## CERTIFICATIONS

I, Joseph W. Baty, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2017 of Nature's Sunshine Products, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Joseph W. Baty

Executive Vice President, Chief Financial Officer and Treasurer

March 16, 2018

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER OF  
NATURE'S SUNSHINE PRODUCTS, INC.  
PURSUANT TO 18 U.S.C. § 1350**

In connection with the Annual Report on Form 10-K of Nature's Sunshine Products, Inc. (the "Company") for the year ended December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gregory L. Probert, Chief Executive Officer of the Company, hereby certify that, pursuant to the 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;  
and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods presented in the Report.

/s/ Gregory L. Probert

\_\_\_\_\_  
Gregory L. Probert

Chief Executive Officer and Chairman of the Board

March 16, 2018

**CERTIFICATION OF CHIEF FINANCIAL OFFICER OF  
NATURE'S SUNSHINE PRODUCTS, INC.  
PURSUANT TO 18 U.S.C. § 1350**

In connection with the Annual Report on Form 10-K of Nature's Sunshine Products, Inc. (the "Company") for the year ended December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph W. Baty, Executive Vice President, Chief Financial Officer and Treasurer of Nature's Sunshine Products, Inc. (the "Company"), hereby certify that, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;  
and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods presented in the Report.

/s/ Joseph W. Baty

\_\_\_\_\_  
Joseph W. Baty

Executive Vice President, Chief Financial Officer and Treasurer

March 16, 2018