

FORM 4

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | |
|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person WYNNEFIELD PARTNERS SMALL CAP VALUE LP | | | 2. Issuer Name and Ticker or Trading Symbol NATURES SUNSHINE PRODUCTS INC [NATR] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ X 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ | | |
| (Last) (First) (Middle) 450 SEVENTH AVENUE, SUITE 509 | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/01/2022 | | | | | |
| (Street) NEW YORK, NY 10123 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ X Form filed by More than One Reporting Person _____ | | |
| (City) (State) (Zip) | | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|---------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, no par value per share (the "Common Stock") | 09/01/2022 | | P | | 874 | A | \$ 9.5271 (1) | 769,640 | D (3) | |
| Common Stock | 09/01/2022 | | P | | 1,911 | A | \$ 9.5271 (1) | 1,688,632 | I | See Footnotes (4) (5) (6) |
| Common Stock | 09/02/2022 | | P | | 1,824 | A | \$ 9.5072 (2) | 771,646 | D (3) | |
| Common Stock | 09/02/2022 | | P | | 3,990 | A | \$ 9.5072 (2) | 1,692,622 | I | See Footnotes (4) (5) (6) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | | X | | |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | | X | | |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | | X | | |
| WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | | X | | |
| WYNNEFIELD CAPITAL INC 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | | X | | |
| Wynnefield Capital, Inc. Profit Sharing Plan 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | | X | | |
| OBUS NELSON 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | | X | | |
| LANDES JOSHUA 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | | X | | |

Signatures

| | |
|--|-----------------------------------|
| WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. By: Wynnefield Capital Management, LLC General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member <small>Signature of Reporting Person</small> | 09/06/2022 <small>Date</small> |
| WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P I By: Wynnefield Capital Management, LLC General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member <small>Signature of Reporting Person</small> | 09/06/2022 <small>Date</small> |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD. By: Wynnefield Capital, Inc. By: /s/ Nelson Obus Nelson Obus, President <small>Signature of Reporting Person</small> | 09/06/2022 <small>Date</small> |
| WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN By: /s/ Nelson Obus Nelson Obus, Co-Trustee <small>Signature of Reporting Person</small> | 09/06/2022 <small>Date</small> |
| WYNNEFIELD CAPITAL MANAGEMENT, LLC By: /s/ Nelson Obus Nelson Obus, Managing Member | 09/06/2022 |

| | |
|---|------------|
| --Signature of Reporting Person | Date |
| WYNNEFIELD CAPITAL, INC. By: /s/ Nelson Obus Nelson Obus, President | 09/06/2022 |
| --Signature of Reporting Person | Date |
| /s/ Nelson Obus Nelson Obus, individually | 09/06/2022 |
| --Signature of Reporting Person | Date |
| /s/ Joshua Landes Joshua Landes, individually | 09/06/2022 |
| --Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The price reported in Column 4 is a weighted average price. These shares of Common Stock were sold in multiple transactions at prices ranging from \$9.51-\$9.53. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, a copy of the information required to be reported in Column 4.
- (2) The price reported in Column 4 is a weighted average price. These shares of Common Stock were sold in multiple transactions at prices ranging from \$9.47 to \$9.53. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, a copy of the information required to be reported in Column 4.
- (3) The Reporting Person directly beneficially owns 771,646 shares of Common Stock of the Issuer. Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.
- (4) The Reporting Person has an indirect beneficial ownership interest in 1,272,852 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. 1, as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended, in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. 1 directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. 1 directly beneficially owns.
- (5) The Reporting Person has an indirect beneficial ownership interest in 364,657 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns. Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.
- (6) The Reporting Person has an indirect beneficial ownership interest in 55,113 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

Remarks:

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the securities described in this statement, except to the extent of their individual respective pecuniary interest in such securities. The filing of this statement does not constitute an admission of ownership of the securities described in this statement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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