SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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

1. Name and Address of Reporting Person [*] <u>WYNNEFIELD PARTNERS SMALL CAP</u> <u>VALUE LP</u>				<u>N</u> A	2. Issuer Name and Ticker or Trading Symbol NATURES SUNSHINE PRODUCTS INC NATR 3. Data of Exclanat Transaction (Manth/Day/Yoar)						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title below) below)										
(Last) (First) (Middle) 450 SEVENTH AVENUE SUITE 509				09/	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2022 4. If Amendment, Date of 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										
(Street) NEW YORK NY 10123			-														,	g			
(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/				if any	cution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquir Disposed Of (D) (Ins				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								C	ode	v	Amount	(A) or (D)	Price		(Instr. 3 and 4)						
Common Stock "Common Stoc		ue per share (the	e	09/15/2	2022				Р		1,569	Α	\$8.934	49 (1)	774,547			D ⁽²⁾			
Common Stock	I.			09/15/2	2022				Р		3,431	А	\$8.93	49 ⁽¹⁾		1,699,139		I		See Footr	notes ⁽³⁾⁽⁴⁾⁽⁵⁾
	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)	if any	emed ion Date, /Day/Year)	4. Transa Code (I 8)			tive ties	Ex (Mo	piratio	kercisable and n Date ay/Year)	Securit Derivat	and Amo ies Unde ive Secu 3 and 4)	curity		Derivative der Security Sec (Instr. 5) Bei Ow Fol Rej		Aumber of 10. ivative Owne surities Form. neficially Direct ned or Ind lowing (I) (Ins ported nsaction(s)		: Beneficial t (D) Ownership lirect (Instr. 4)	
					Code	v	(A)	(D)	Da Exc	te ercisat	Expiration Date	Title	or Ni	nount umber Share	t (Ins		(Inst				
1. Name and Add		ting Person [*]	ALL	CAPVA	LUF																
LP																					
(Last) 450 SEVENTH SUITE 509	(Fir: H AVENUE		(Mid	ldle)																	
(Street) NEW YORK	NY	,	101	23																	
(City)	(Sta	ite)	(Zip)																	
1. Name and Addi <u>WYNNEFII</u> <u>LP I</u>		ting Person [*] RTNERS SM	<u>ALL (</u>	CAP VA	ALUE																
(Last) 450 SEVENTH SUITE 509	(Fir H AVENUE		(Mid	ldle)																	
(Street) NEW YORK	NY		101	23																	
(City)	(Sta	te)	(Zin																		

<u>FUND LTD</u>	D SMALL CAI	VALUE OFFSHOR
(Last) 450 SEVENTH A	(First)	(Middle)
SUITE 509		
(Street) NEW YORK	NY	10123
(City)	(State) s of Reporting Person *	(Zip)
		ANAGEMENT LLC
(Last)	(First)	(Middle)
450 SEVENTH A	VENUE	
SUITE 509		
(Street) NEW YORK	NY	10123
(City)	(State)	(Zip)
1. Name and Addres	s of Reporting Person *	
	D CAPITAL IN	<u>C</u>
(Last)	(First)	(Middle)
450 SEVENTH A SUITE 509	AVENUE	
(Street)		
NEW YORK	NY	10123
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(City)	(State)	(Zip)
1. Name and Addres	(State) s of Reporting Person * apital, Inc. Profi	
1. Name and Addres	s of Reporting Person*	
1. Name and Address Wynnefield C	s of Reporting Person [*] apital, Inc. Profi (First)	t Sharing Plan
1. Name and Address Wynnefield C (Last) 450 SEVENTH 4 SUITE 509 (Street)	s of Reporting Person [*] apital, Inc. Profi (First) AVENUE	t <u>Sharing Plan</u> (Middle)
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1. Name and Address Wynnefield C (Last) 450 SEVENTH / SUITE 509 (Street) NEW YORK (City) 1. Name and Address OBUS NELS((Last) 450 SEVENTH / SUITE 509 (Street)	s of Reporting Person * apital, Inc. Profi (First) VENUE NY (State) s of Reporting Person * ON (First) VENUE	t Sharing Plan (Middle) 10123 (Zip) (Middle)

1. Name and Address of Reporting Person * LANDES JOSHUA							
(Last) 450 SEVENTH A SUITE 509	(First) .VENUE	(Middle)					
(Street) NEW YORK	NY	10123					
(City)	(State)	(Zip)					

Explanation of Responses:

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, full information regarding the number of shares of Common Stock sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.

2. The Reporting Person directly beneficially owns 774,547 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. 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 the Reporting Person directly beneficially owns.

3. The Reporting Person has an indirect beneficial ownership interest in 1,277,536 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I, as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P. I, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value, L.P. I, as members of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value, L.P. I, directly beneficially owns.

4. The Reporting Person has an indirect beneficial ownership interest in 366,490 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., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock that 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. Value Offshore Fund, Ltd. directly beneficially owns.

5. 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, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus and Mr. Landes, as co-trustees, has the power to vote and dispose of Wynnefield Capital, Inc. Profit Sharing Plan's investments in securities and has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan's investments in securities and has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan's investments in securities and has an indirect beneficial ownership interest in the shares of Common Stock that 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 shall not be deemed an admission that any of the Reporting Owners identified in this statement are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement other than those directly beneficially owned by them.

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. By: Wynnefield Capital Management, LLC General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member	<u>09/19/2022</u>
WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.I By: Wynnefield Capital Management, LLC General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member	<u>09/19/2022</u>
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD. By: Wynnefield Capital, Inc. By: /s/ Nelson Obus Nelson Obus, President	<u>09/19/2022</u>
WYNNEFIELD CAPITAL MANAGEMENT, LLC By: /s/ Nelson Obus Nelson Obus, Managing Member	<u>09/19/2022</u>
WYNNEFIELD CAPITAL, INC. By: /s/ Nelson Obus Nelson Obus, President	<u>09/19/2022</u>
WYNNEFIELD CAPITAL, INC. <u>PROFIT SHARING PLAN By: /s/</u> <u>Nelson Obus Nelson Obus, Co-</u> Trustee	<u>09/19/2022</u>
<u>/s/ Nelson Obus Nelson Obus, individually</u>	09/19/2022
/s/ Joshua Landes Joshua Landes, individually	09/19/2022
** Signature of Reporting Person	Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.