SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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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 A Comstock	Sta	Date of Event R atement (Month/		3. Issuer Name and Ticker or Trading Symbol NATURES SUNSHINE PRODUCTS INC [ NATR ]					
(Last)	(First) T BLUEGRASS I UT (State)	(Middle)			4. Relationship of Reporting Person( (Check all applicable) Director X Officer (give title below) VP, Human Res	10% Owner Other (speci below)	(Mo 6. Ir App	<ul> <li>5. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person Form filed by More than One Reporting Person</li> </ul>	
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct Indirect (I) (In	D) or 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Shares					43,430	D	D		
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Derivative Security (Instr. 4)	Underlying	4. Conversion or Exercise	(D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)	
Performance	Units		(1)	03/26/2024	4 Performance Units	7,300	(1)	D	
Performance	Units		(2)	12/31/2020	6 Performance Units	7,100	(2)	D	

## Explanation of Responses:

1. These shares are in the form of performance-based restricted stock units (PRSUs). Each PRSU represents the right to receive one share of NATR common stock. The vesting of the PRSUs is contingent upon the achievement of the following share price milestones, which must be achieved within three years: \$20.46; \$22.68; \$24.89; \$27.11; \$29.32; and \$31.54. Such milestones must be achieved as evidenced by the Volume-weighted average price (VWAP) over a period of 30-trading days. One-twelfth of the PRSUs vest upon the achievement of each milestone and an additional one-twelfth vests on the date that is one-year following the achievement of such milestone subject to the recipient's continued employment.

2. These shares are in the form of performance-based restricted stock units (PRSUs). Each PRSU represents the right to receive one share of NATR common stock. The vesting of the PRSUs is contingent upon the achievement of the following share price milestones, which must be achieved within three years: \$21.65 and \$24.65. Such milestones must be achieved as evidenced by the Volume-weighted average price (VWAP) over a period of 30-trading days. One-fourth of the PRSUs vest upon the achievement of each milestone and an additional one-fourth vests on the date that is one-year following the achievement of such milestone subject to the recipient's continued employment.

## Remarks:

/s/ Nathan G. Brower as attorney-04/21/2023 in-fact for Tracee Comstock \*\* 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 5 (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.

OMB APPROVAL