

FORM 4

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
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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 * Moorehead Terrence | | 2. Issuer Name and Ticker or Trading Symbol NATURES SUNSHINE PRODUCTS INC [NATR] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) (First) (Middle) C/O NATURE'S SUNSHINE PRODUCTS, INC., 2901 W. BLUEGRASS BLVD., SUITE 100 | | 3. Date of Earliest Transaction (Month/Day/Year) 05/03/2021 | | CEO | |
| (Street) LEHI, UT 84043 | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | 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 Shares | 05/03/2021 | | M | | 13,077 (1) | A | (1) | 340,916 | D | |
| Common Shares | 05/03/2021 | | F | | 5,147 (2) | D | \$ 20.6 | 335,769 | D | |
| Common Shares | 05/03/2021 | | M | | 9,591 (3) | A | (3) | 345,360 | D | |
| Common Shares | 05/03/2021 | | F | | 3,775 (4) | D | \$ 20.6 | 341,585 | D | |
| Common Shares | 05/03/2021 | | M | | 10,424 (5) | A | (5) | 352,009 | D | |
| Common Shares | 05/03/2021 | | F | | 4,103 (6) | D | \$ 20.6 | 347,906 | D | |

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

SEC 1474 (9-02)

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 control number.

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 | | | | |
| Performance Units | (1) | 05/03/2021 | | M | | 13,077 | | (7) | 09/14/2021 | Common Shares | 13,077.00 | \$ 0 | 104,616 | D | |
| Performance Units | (3) | 05/03/2021 | | M | | 9,591 | | (8) | 03/29/2022 | Common Shares | 9,591.00 | \$ 0 | 50,456 | D | |
| Performance Units | (6) | 05/03/2021 | | M | | 10,424 | | (8) | 03/29/2022 | Common Shares | 10,424.00 | \$ 0 | 40,032 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Moorehead Terrence C/O NATURE'S SUNSHINE PRODUCTS, INC. 2901 W. BLUEGRASS BLVD., SUITE 100 LEHI, UT 84043 | X | | CEO | |

Signatures

Explanation of Responses:

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

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

- (1) These shares are vested shares resulting from the achievement of a share price milestone pursuant to a September 14, 2018 performance-based restricted stock unit grant (PRSU). The shares vested upon achievement of the \$18.91 share price milestone, as adjusted for a special dividend, over a period of 45-trading days. One-twelfth of the PRSU grant vests 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) Represents shares of NATR common stock withheld to pay taxes upon vesting of performance-based restricted stock units originally granted to the Reporting Person on September 14, 2018. The number of shares withheld was determined on May 3, 2021, based on the closing price of NATR common stock on that date.
- (3) These shares are vested shares resulting from the achievement of a share price milestone pursuant to a March 29, 2019 performance-based restricted stock unit grant (PRSU). The shares vested upon achievement of the \$18.91 share price milestone, as adjusted for a special dividend, over a period of 45-trading days. One-sixth of the PRSU grant vests upon the achievement of each milestone.
- (4) Represents shares of NATR common stock withheld to pay taxes upon vesting of performance-based restricted stock units originally granted to the Reporting Person on March 29, 2019. The number of shares withheld was determined on May 3, 2021, based on the closing price of NATR common stock on that date.
- (5) These shares are vested shares resulting from the achievement of a share price milestone pursuant to an April 1, 2020 performance-based restricted stock unit grant (PRSU). The shares vested upon achievement of the \$18.91 share price milestone, as adjusted for a special dividend, over a period of 45-trading days. One-sixth of the PRSU grant vests upon the achievement of each milestone.
- (6) Represents shares of NATR common stock withheld to pay taxes upon vesting of performance-based restricted stock units originally granted to the Reporting Person on April 1, 2020. The number of shares withheld was determined on May 3, 2021, based on the closing price of NATR common stock on that date.
- (7) 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 six growth rate milestones related to NATR's closing stock price that may be attained within a three-year performance period ending September 14, 2021. Remaining PRSUs vest in connection with achievement of the following stock price milestones: \$21.63 and \$24.34, as adjusted for a special dividend.
- (8) 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 six growth rate milestones related to NATR's closing stock price that may be attained within a three-year performance period ending March 29, 2022. Remaining PRSUs vest in connection with achievement of the following stock price milestones: \$21.63 and \$24.34, as adjusted for a special dividend.

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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