

NATURES SUNSHINE PRODUCTS INC
Form 8-K
August 09, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **August 9, 2011**

NATURE S SUNSHINE PRODUCTS, INC.

(Exact Name of Registrant as Specified in its Charter)

Utah
(State or Other Jurisdiction of
Incorporation)

0-8707
(Commission File Number)

87-0327982
(I.R.S. Employer Identification No.)

75 East 1700 South, Provo, Utah
(Address of Principal Executive Offices)

84606
(Zip Code)

Registrant's telephone number, including area code: **(801) 342-4300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Cautionary Statement Regarding Forward-Looking Statements

In addition to historical information, this report contains forward-looking statements. Nature's Sunshine may, from time to time, make written or oral forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements encompass Nature's Sunshine's beliefs, expectations, hopes, or intentions regarding future events. Words such as expects, intends, believes, anticipates, should, likely, and similar expressions identify forward-looking statements. All forward-looking statements included in this report are made as of the date hereof and are based on information available to the Company as of such date. Nature's Sunshine assumes no obligation to update any forward-looking statement. Actual results will vary, and may vary materially, from those anticipated, estimated, projected or expected for a number of reasons, including, among others: further reviews of the Company's financial statements by the Company and its Audit Committee; modification of the Company's accounting practices; the outcome of the various inquiries, requests for documents and proceedings by government agencies; foreign business risks; industry cyclicalities; fluctuations in customer demand and order pattern; changes in pricing and general economic conditions; as well as other risks detailed in the Company's previous filings with the SEC.

Item 2.02 Results of Operations and Financial Condition

On August 3, 2011, Nature's Sunshine Products, Inc. (the Company) issued a press release announcing, among other things, its financial results for the three and six month periods ending June 30, 2011. A copy of the Company's press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

On August 3, 2011, the Company held its annual general meeting of shareholders, at which the following items were voted upon:

(1) Election of Directors. The Company's shareholders elected for three-year terms all persons nominated for election as directors as set forth in the Proxy Statement. The following table sets forth the vote of the shareholders at the meeting with respect to the election of directors:

| Nominee | For | Withheld |
|--------------------|-----------|----------|
| Michael D. Dean | 9,343,281 | 149,644 |
| Robert B. Mercer | 9,424,736 | 68,189 |
| Gregory L. Probert | 9,400,941 | 91,984 |

There were no abstentions or broker non-votes in the election of directors.

(2) Ratification of Independent Accountants. The Company's shareholders voted upon and ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accountants for fiscal 2011. The following table sets forth the vote of

the shareholders at the meeting with respect to the appointment of Deloitte & Touche LLP:

| For | Against | Abstain |
|------------|---------|---------|
| 10,849,416 | 177,079 | 1,446 |

There were no broker non-votes in the ratification of appointment of Deloitte & Touche LLP as the Company's independent registered public accountants for fiscal 2011.

(3) Advisory Resolution on Executive Officer Compensation. The Company's shareholders, on an advisory basis, voted to approve an advisory resolution to approve the compensation of the Company's named executive officers:

| For | Against | Abstain | Broker Non-Vote |
|-----------|---------|---------|-----------------|
| 9,368,192 | 114,422 | 10,310 | 1,535,017 |

(4) Advisory Vote on Frequency of Shareholder Vote on Executive Compensation. The Company's shareholders, on an advisory basis, voted for a frequency of one year for a shareholder vote on the compensation of the Company's named executives:

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Vote |
|-----------|---------|---------|---------|-----------------|
| 9,313,089 | 32,453 | 145,461 | 1,921 | 1,535,017 |

Based on the advisory vote of the Company's shareholders, the Board of Directors determined to submit its executive compensation to an advisory vote of the shareholders each year.

Item 9.01 Financial Statements and Exhibits

(d) The following documents are filed as exhibits to this report:

| Item No. | Exhibit |
|----------|--|
| 99.1 | Press Release issued by Nature's Sunshine Products, Inc., dated August 3, 2011 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 9, 2011

NATURE S SUNSHINE PRODUCTS, INC.

By:

/s/ Stephen M. Bunker

Stephen M. Bunker

Vice President, Chief Financial Officer, and Treasurer