

NATURAL HEALTH TRENDS CORP

Form 8-K/A

November 20, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K/A
(Amendment No. 1)
CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

**Date of
Report
(Date of
earliest
event
reported)** **November 13, 2007**

NATURAL HEALTH TRENDS CORP.

(Exact name of Company as specified in its charter)

Delaware

0-26272

59-2705336

(State or other jurisdiction
of incorporation)

(Commission
File Number)

IRS Employer
Identification No.)

2050 Diplomat Drive

Dallas, TX

75234

(Address of principal executive
offices)

(Zip Code)

Company's telephone number, including area code (972) 241-4080

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 13, 2007, Natural Health Trends Corp. (the Company) received a letter from The Nasdaq Stock Market (the Nasdaq Letter) stating that the Company is not in compliance with independent director, audit committee and compensation committee requirements for continued listing on The Nasdaq Stock Market under Marketplace Rules 4350(c)(1), 4350(d)(2) and 4350(c)(3), respectively. As previously disclosed, Anthony B. Martino resigned from the Company's Board of Directors on October 19, 2007. Mr. Martino was the Chairman of the Audit Committee and a member of the Compensation Committee. The Nasdaq Letter provides the Company with a cure period in order to regain compliance until the earlier of the Company's next annual shareholders meeting or October 19, 2008, or, if the Company's next annual shareholders meeting is held before April 16, 2008, then the Company must evidence compliance by April 16, 2008. The Company intends to regain compliance within this cure period.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99. Press Release of the Company dated November 19, 2007.

SIGNATURES

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

NATURAL HEALTH TRENDS CORP.

Date: November 19, 2007

By: /s/ Chris Sharng
Name: Chris Sharng
Title: President