

MESDAG WILLEM

Form 4

September 18, 2012

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MESDAG WILLEM

2. Issuer Name **and** Ticker or Trading
Symbol
NATURES SUNSHINE
PRODUCTS INC [NATR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

10100 SANTA MONICA
BOULEVARD, SUITE 925

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

LOS ANGELES, CA 90067

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ 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 Stock	09/14/2012		P		30,000	A	\$ 15.58 ⁽¹⁾	785,050	I	See footnote 6 and Remarks below. ⁽⁶⁾
Common Stock	09/14/2012		P		121,609	A	\$ 15.3916 ⁽²⁾	906,659	I	See footnote 6 and Remarks below. ⁽⁶⁾
	09/17/2012		P		50,000	A		956.659	I	

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Common Stock					\$ 15.7421 (3)				See footnote 6 and Remarks below. (6)
Common Stock	09/18/2012		P	6,500	A	\$ 15.8958 (4)	963,159	I	See footnote 6 and Remarks below. (6)
Common Stock							562,424	I	See footnote 5 and Remarks below. (5)

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

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SEC 1474
(9-02)

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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 5.35					11/06/2009	09/24/2019	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MESDAG WILLEM

10100 SANTA MONICA BOULEVARD

SUITE 925

LOS ANGELES, CA 90067

X

RED MOUNTAIN CAPITAL PARTNERS LLC

10100 SANTA MONICA BOULEVARD

SUITE 925

LOS ANGELES, CA 90067

Please refer to Remarks below.

RED MOUNTAIN CAPITAL PARTNERS II, L.P.

10100 SANTA MONICA BOULEVARD

SUITE 925

LOS ANGELES, CA 90067

Please refer to Remarks below.

RED MOUNTAIN CAPITAL PARTNERS III, L.P.

10100 SANTA MONICA BOULEVARD

SUITE 925

LOS ANGELES, CA 90067

Please refer to Remarks below.

RMCP GP LLC

10100 SANTA MONICA BOULEVARD

SUITE 925

LOS ANGELES, CA 90067

Please refer to Remarks below.

RED MOUNTAIN CAPITAL MANAGEMENT INC

10100 SANTA MONICA BOULEVARD

SUITE 925

LOS ANGELES, CA 90067

Please refer to Remarks below.

Signatures

/s/ Will Mesdag (on behalf of himself and the other reporting persons
hereunder)

09/18/2012

 Signature of Reporting Person

Date

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) Acquired in a private transaction.
- (2) Weighted average of shares acquired in open-market transactions on September 14, 2012. Red Mountain Capital Partners LLC hereby undertakes to provide full information regarding the number of shares and prices at which those trades were effected upon request by the SEC staff, the issuer, or a securityholder of the issuer.
- (3) Weighted average of shares acquired in open-market transactions on September 17, 2012. Red Mountain Capital Partners LLC hereby undertakes to provide full information regarding the number of shares and prices at which those trades were effected upon request by the SEC staff, the issuer, or a securityholder of the issuer.
- (4) Weighted average of shares acquired in open-market transactions on September 18, 2012. Red Mountain Capital Partners LLC hereby undertakes to provide full information regarding the number of shares and prices at which those trades were effected upon request by the SEC staff, the issuer, or a securityholder of the issuer.
- (5) These shares are held directly by Red Mountain Capital Partners III, L.P. ("RMCP III").
- (6) These shares are held directly by Red Mountain Capital Partners II, L.P. ("RMCP II").

Remarks:

This Form 4 is jointly filed by (i) RMCP II, (ii) RMCP III, (iii) RMCP GP LLC ("RMCP GP"), (iv) Red Mountain Capital Par

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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