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NATURES SUNSHINE PRODUCTS INC

Form 3 May 31, 2017

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Title of Derivative Security

(Instr. 4)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement NATURES SUNSHINE PRODUCTS INC [NATR] **PRESCOTT GROUP** (Month/Day/Year) CAPITAL MANAGEMENT. 05/23/2017 L.L.C. (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1924 SOUTH UTICA, SUITE (Check all applicable) 1120 (Street) 6. Individual or Joint/Group _X__ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting Person TULSA, OKÂ 74104 _X_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) Ι Common Stock, no par value 1,997,836 (1) See Footnote (2) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Title and Amount of

Securities Underlying

Derivative Security

currently valid OMB control number.

2. Date Exercisable and

Expiration Date

(Month/Day/Year)

6. Nature of Indirect

Beneficial Ownership

(Instr. 5)

Ownership

Form of

Conversion

or Exercise

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		(Instr. 4)		Price of	Derivative
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address		Relationships			
		10% Owner	Officer	Other	
PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C. 1924 SOUTH UTICA, SUITE 1120 TULSA, OK 74104		ÂX	Â	Â	
FROHLICH PHIL 1924 SOUTH UTICA, SUITE 1120 TULSA, OK 74014		ÂX	Â	Â	
Signatures					
/s/ Phil Frohlich, manager of Prescott Group Capital Manage L.L.C.	ement,	05/31/2017			
**Signature of Reporting Person		Date			
/s/ Phil Frohlich	05/31/2017			7	
**Signature of Reporting Person		Date			

Pursuant to Rule 16a-1, both Prescott Capital and Mr. Frohlich disclaim such beneficial ownership.

Explanation of Responses:

- * 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).
 - The filing of this Form 3 shall not be construed as an admission that Prescott Group Capital Management, L.L.C. ("Prescott Capital") or Phil Frohlich, the manager of Prescott Capital, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Common Stock, no par value (the "Common Stock"), of Nature's Sunshine Products, Inc. (the "Issuer") purchased by Prescott Group Aggressive Small Cap Master Fund, G.P. (the "Master Fund") for the accounts of Prescott Group Aggressive Small Cap II, L.P. (together, the "Small Cap Funds").
- Prescott Capital holds indirectly 1,997,836 shares of Common Stock of the Issuer through the account of the Master Fund, for which
 Prescott Capital is the investment manager. Prescott Capital receives a portion of the profits in the form of a capital allocation from, and owns a partnership interest in, the Small Cap Funds. Phil Frohlich reports the Common Stock held indirectly by Prescott Capital because, as the manager of Prescott Capital at the time of purchase, he controlled the disposition and voting of the securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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