

NU SKIN ENTERPRISES INC

Form 4/A

August 13, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOD RITCH N

(Last) (First) (Middle)

**C/O NU SKIN ENTERPRISES,
INC., 75 WEST CENTER STREET**

(Street)

PROVO 84601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**NU SKIN ENTERPRISES INC
[NUS]**

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/12/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
				(A) or (D)			
				Code V Amount	Price		

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. P
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Sec (In	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 77.65	05/12/2014	A		0 <u>(1)</u>		05/12/2014	07/15/2020	Class A Common Stock	0 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
WOOD RITCH N C/O NU SKIN ENTERPRISES, INC. 75 WEST CENTER STREET PROVO 84601	Director 10% Owner Officer Other Chief Financial Officer

Signatures

/s/ Clayton Jones as Attorney-in-Fact for Ritch N.
Wood 08/13/2014

__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).
- On July 15, 2013, the reporting person was granted a performance-vesting stock option to purchase 75,000 shares of Class A Common Stock, which vests in four equal tranches based on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On May 12, 2014 (and as inadvertently refiled in duplicate on August 13, 2014), the reporting person reported the vesting of 18,750 performance-vesting stock options based on the determination of the Issuer's Compensation Committee that the relevant performance criteria had been satisfied. However, due to the August 12, 2014 restatement of the Issuer's consolidated financial statements for the quarter ended March 31, 2014, the Issuer's Compensation Committee determined that the relevant performance criteria had not been satisfied and that the 18,750 performance-vesting stock options remain unvested and are not currently reportable. Accordingly, this amendment is being filed to eliminate the previously reported vesting.

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.