

NATURES SUNSHINE PRODUCTS INC  
Form SC 13D/A  
March 11, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 7)\***

**NATURE S SUNSHINE PRODUCTS, INC.**

**(Name of Issuer)**

**Common Stock, no par value**

**(Title of Class of Securities)**

**639027101**

**(CUSIP Number)**

**Red Mountain Capital Partners LLC**

**Attn: Willem Mesdag**

**10100 Santa Monica Boulevard, Suite 925**

**Los Angeles, California 90067**

**Telephone (310) 432-0200**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

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March 7, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1 NAME OF REPORTING PERSONS****I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Red Mountain Capital Partners LLC 73-1726370

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***(a)  (b) **3 SEC USE ONLY****4 SOURCE OF FUNDS\*** AF (See Item 3)**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "****6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER****NUMBER OF****SHARES** 2,346,937 shares (See Item 5)**BENEFICIALLY 8 SHARED VOTING POWER****OWNED BY****EACH** None (See Item 5)  
**9 SOLE DISPOSITIVE POWER****REPORTING****PERSON** 2,346,937 shares (See Item 5)**WITH 10 SHARED DISPOSITIVE POWER**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,346,937 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

14.8% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

OO Limited Liability Company

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

2 Red Mountain Partners, L.P. 20-4117349  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

4 **SOURCE OF FUNDS\*** AF (See Item 3)

5 **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 2,346,937 shares (See Item 5)

**BENEFICIALLY 8 SHARED VOTING POWER**

**OWNED BY**

**EACH** None (See Item 5)  
**9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 2,346,937 shares (See Item 5)  
**WITH 10 SHARED DISPOSITIVE POWER**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,346,937 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

14.8% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

PN Limited Partnership

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

RMCP GP LLC 20-4442412

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\*** AF (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 2,346,937 shares (See Item 5)

**BENEFICIALLY 8 SHARED VOTING POWER**

**OWNED BY**

**EACH** None (See Item 5)  
**9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 2,346,937 shares (See Item 5)  
**WITH 10 SHARED DISPOSITIVE POWER**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,346,937 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

14.8% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

OO Limited Liability Company

\* See Instructions



**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

**2** Red Mountain Capital Management, Inc. 13-4057186  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\*** AF (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 2,346,937 shares (See Item 5)

**BENEFICIALLY 8 SHARED VOTING POWER**

**OWNED BY**

**EACH** None (See Item 5)  
**9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 2,346,937 shares (See Item 5)

**WITH 10 SHARED DISPOSITIVE POWER**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,346,937 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

14.8% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

CO Corporation

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Willem Mesdag

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\*** AF (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

U.S. Citizen

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** 2,375,013 shares (See Item 5)

**BENEFICIALLY 8 SHARED VOTING POWER**

**OWNED BY**

**EACH** None (See Item 5)  
**9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 2,375,013 shares (See Item 5)

**WITH 10 SHARED DISPOSITIVE POWER**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,375,013 shares (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

15.0% (See Item 5)

**14 TYPE OF REPORTING PERSON\***

IN Individual

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

**2** Red Mountain Capital Partners II, L.P. 20-4117535  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\*** WC (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** None (See Item 5)

**BENEFICIALLY 8 SHARED VOTING POWER**

**OWNED BY**

**EACH** None (See Item 5)

**9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** None (See Item 5)

**WITH 10 SHARED DISPOSITIVE POWER**

**11** None (See Item 5)  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

None (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

None (See Item 5)

**14 TYPE OF REPORTING PERSON\***

PN Limited Partnership

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

2 Red Mountain Capital Partners III, L.P. 20-5329858  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

4 **SOURCE OF FUNDS\*** WC (See Item 3)

5 **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)** ..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** None (See Item 5)

**BENEFICIALLY 8 SHARED VOTING POWER**

**OWNED BY**

**EACH** None (See Item 5)

**9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** None (See Item 5)

**WITH 10 SHARED DISPOSITIVE POWER**

11 None (See Item 5)  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

None (See Item 5)

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ..**

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

None (See Item 5)

**14 TYPE OF REPORTING PERSON\***

PN Limited Partnership

\* See Instructions



This Amendment No. 7 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on November 20, 2006, as amended by Amendment No. 1 thereto, filed with the SEC on January 25, 2007, by Amendment No. 2 thereto, filed with the SEC on February 13, 2007, Amendment No. 3 thereto, filed with the SEC on December 10, 2008, Amendment No. 4 thereto, filed with the SEC on May 28, 2009, Amendment No. 5 thereto, filed with the SEC on September 20, 2012, and Amendment No. 6 thereto, filed with the SEC on October 1, 2012 (together, this Schedule 13D), by (i) Red Mountain Capital Partners LLC, a Delaware limited liability company (RMCP LLC), (ii) Red Mountain Capital Partners II, L.P., a Delaware limited partnership (RMCP II), (iii) Red Mountain Capital Partners III, L.P., a Delaware limited partnership (RMCP III), (iv) RMCP GP LLC, a Delaware limited liability company (RMCP GP), (v) Red Mountain Capital Management, Inc., a Delaware corporation (RMCM), and (vi) Willem Mesdag, a natural person and citizen of the United States of America, with respect to the common stock, no par value (the Common Stock), of Nature's Sunshine Products, Inc., a Utah corporation (Nature's Sunshine). Through this Amendment No. 7, Red Mountain Partners, L.P., a Delaware limited partnership (RMP), joins as a filer of this Schedule 13D. In addition, this Amendment No. 7 will constitute an exit filing for RMCP II and RMCP III. The filing of any amendment to this Schedule 13D (including the filing of this Amendment No. 7) shall not be construed to be an admission by the Reporting Persons that a material change has occurred in the facts set forth in this Schedule 13D or that such amendment is required under Rule 13d-2 of the Securities Exchange Act of 1934, as amended (the Exchange Act).

RMCP LLC, RMP, RMCP II, RMCP III and RMCP GP are sometimes collectively referred to herein as Red Mountain. Red Mountain, RMCM and Mr. Mesdag are sometimes collectively referred to herein as the Reporting Persons.

## **ITEM 2. IDENTITY AND BACKGROUND.**

**Item 2 of this Schedule 13D is hereby amended to include the following information:**

Red Mountain Partners, L.P., a Delaware limited partnership (RMP), joins as a filer of this Schedule 13D. RMCP GP is the general partner of RMP and thus may be deemed to control RMP. The principal executive offices of RMP are located at 10100 Santa Monica Boulevard, Suite 925, Los Angeles, California 90067. The principal business of RMP is investment. RMP was not formed for the specific purpose of investing in the securities of Nature's Sunshine.

During the last five years, RMP has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which RMP was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

## **ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

**Item 3 of this Schedule 13D is hereby amended to include the following information:**

RMP owns 100% of the economic interests in RMCP II and RMCP III. RMCP GP serves as the general partner of each of RMP, RMCP II and RMCP III. Previously, 1,417,066 shares of Common Stock were reported as being held by RMCP II, and 562,424 shares of Common Stock were reported as being held by RMCP III. As part of an internal restructuring, RMCP II and RMCP III distributed all Common Stock held by them to RMP in a transaction that resulted in a change in the form of beneficial ownership of such Common Stock but not a change in pecuniary interest in such Common Stock. As a result of such internal restructuring, RMP now directly holds these 1,979,490 shares of Common Stock, and each of RMCP II and RMCP III has ceased to beneficially own any Common Stock.

On March 7, 2013, RMP purchased 284,276 shares of Common Stock on the open market at a price of \$13.999 per share.

On March 11, 2013, RMP purchased 83,171 shares of Common Stock on the open market at a price of \$14.725 per share.

The source of the funds used by RMP to purchase all such shares was working capital of RMP.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.**

**Items 5(a) and 5(b) of this Schedule 13D are hereby amended and restated as follows:**

(a)-(b) Each of RMCP II and RMCP III has ceased to beneficially own any Common Stock and has ceased to have any power to vote or direct the vote, or any power to dispose or direct the disposition, of any shares of any Common Stock. RMP beneficially owns, in the aggregate, 2,346,937 shares of Common Stock, which represent approximately 14.8% of the outstanding Common Stock. <sup>(1)</sup> RMP has the sole power to vote or direct the vote, and the sole power to dispose or direct the disposition, of all such 2,346,937 shares of Common Stock.

Mr. Mesdag also holds fully vested options to purchase 25,000 shares of Common Stock and restricted stock units representing a contingent right to receive 3,076 shares of Common Stock.

Because each of RMCP GP, RMCP LLC, RMCM and Mr. Mesdag may be deemed to control RMP, each of RMCP GP, RMCP LLC, RMCM and Mr. Mesdag may be deemed to beneficially own, and to have the power to vote or direct the vote, or dispose or direct the disposition of, all of the Common Stock beneficially owned by RMP.

Each of RMCP LLC, RMP and RMCP GP affirms membership in a group with each other but disclaims membership in a group with RMCM or Mr. Mesdag. Each of RMCM and Mr. Mesdag disclaims membership in a group with any person.

The filing of this Schedule 13D shall not be construed as an admission that any Reporting Person is the beneficial owner of any of the shares of Common Stock that such Reporting Person may be deemed to beneficially own. Without limiting the foregoing sentence, each of RMCM and Mr. Mesdag disclaims beneficial ownership of all shares of Common Stock reported in this Schedule 13D. In addition, the filing of this Schedule 13D shall not be construed as an admission that any partner, member, director, officer or affiliate of any Reporting Person is the beneficial owner of any of the shares of Common Stock that such partner, member, director, officer or affiliate may be deemed to beneficially own. Without limiting the foregoing sentence, Mr. Teets disclaims beneficial ownership of all shares of Common Stock reported in this Schedule 13D.

**Item 5(c) of this Schedule 13D is hereby amended to include the following information:**

(c) The information set forth above in Item 3 is hereby incorporated by reference in response to this Item 5(c).

**Item 5(e) of this Schedule 13D is hereby amended to include the following information:**

(e) Each of RMCP II and RMCP III ceased to beneficially own any Common Stock as of December 31, 2012.

<sup>(1)</sup> All calculations of percentage ownership in this Schedule 13D are based on 15,812,859 shares of Common Stock outstanding as of February 28, 2013, as reported in the Form 10-K which was filed by Nature's Sunshine with the Securities and Exchange Commission on March 7, 2013.

**ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.**

Item 7 of this Schedule 13D is hereby amended to include the following information:

Exhibit No.	Description of Exhibit
4	Joint Filing Agreement dated as of March 11, 2013, by and among the Reporting Persons.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 11, 2013

**RED MOUNTAIN CAPITAL PARTNERS LLC**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL PARTNERS II, L.P.**

By: RMCP GP LLC, its general partner

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL PARTNERS III, L.P.**

By: RMCP GP LLC, its general partner

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN PARTNERS, L.P.**

By: RMCP GP LLC, its general partner

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RMCP GP LLC**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL MANAGEMENT, INC.**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: President

**WILLEM MESDAG**

/s/ Willem Mesdag

**EXHIBIT INDEX**

Exhibit No.	Description of Exhibit
1	Joint Filing Agreement dated as of November 20, 2006, by and among the Reporting Persons (incorporated by reference to Exhibit 1 to the Schedule 13D filed by certain of the Reporting Persons with the SEC on November 20, 2006).
2	Voting Agreement dated as of May 22, 2009, by and among Nature's Sunshine Products, Inc., Kristine F. Hughes, Eugene L. Hughes, Pauline Hughes Francis and Red Mountain Capital Partners II, L.P. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by Nature's Sunshine with the SEC on May 28, 2009).
3	Voting Agreement dated as of May 22, 2009, by and among Nature's Sunshine Products, Inc., Kristine F. Hughes, Eugene L. Hughes, Pauline Hughes Francis and Red Mountain Capital Partners III, L.P. (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by Nature's Sunshine with the SEC on May 28, 2009).
4	Joint Filing Agreement dated as of March 11, 2013, by and among the Reporting Persons (filed herewith).

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Schedule 13D (including any and all amendments thereto) with respect to the common stock, no par value, of Nature's Sunshine Products, Inc., and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided that no party is responsible for the completeness or accuracy of the information concerning any other filing party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

In evidence thereof the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of March 11, 2013.

**RED MOUNTAIN CAPITAL PARTNERS LLC**

/s/ Willem Mesdag  
By: William Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL PARTNERS II, L.P.**

By: RMCP GP LLC, its general partner

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL PARTNERS III, L.P.**

By: RMCP GP LLC, its general partner

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN PARTNERS, L.P.**

By: RMCP GP LLC, its general partner

/s/ Willem Mesdag

By: Willem Mesdag

Title: Authorized Signatory

**RMCP GP LLC**

/s/ Willem Mesdag

By: William Mesdag

Title: Authorized Signatory

**RED MOUNTAIN CAPITAL MANAGEMENT, INC.**

/s/ Willem Mesdag

By: William Mesdag

Title: President

**WILLEM MESDAG**

/s/ Willem Mesdag