

NATURES SUNSHINE PRODUCTS INC
Form SC 13D/A
October 01, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

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

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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)

September 27, 2012

(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)

2 Red Mountain Capital Partners LLC 73-1726370
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) x

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 8 1,979,490 shares (See Item 5)
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 9 None (See Item 5)
SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 1,979,490 shares (See Item 5)
SHARED DISPOSITIVE POWER

WITH

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

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12 1,979,490 shares (See Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES*

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

14. 12.7% (See Item 5)
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 Partners II, L.P. 20-4117535
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) x

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

8 SHARES 1,417,066 shares (See Item 5)
SHARED VOTING POWER

BENEFICIALLY

9 OWNED BY EACH None (See Item 5)
SOLE DISPOSITIVE POWER

REPORTING

10 PERSON 1,417,066 shares (See Item 5)
SHARED DISPOSITIVE POWER

WITH

None (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 1,417,066 shares (See Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES ..

CERTAIN SHARES*

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

14. 9.1% (See Item 5)
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

8 SHARES 562,424 shares (See Item 5)
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 9 None (See Item 5)
SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 562,424 shares (See Item 5)
SHARED DISPOSITIVE POWER

WITH

None (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 562,424 shares (See Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES*

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

14. 3.6% (See Item 5)
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 RMCP GP LLC 20-4442412
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) x

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 8 1,979,490 shares (See Item 5)
SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 9 None (See Item 5)
SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 1,979,490 shares (See Item 5)
SHARED DISPOSITIVE POWER

WITH

None (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,979,490 shares (See Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES ..

CERTAIN SHARES*

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

14. 12.7% (See Item 5)
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) x(b) x

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

8 SHARES 1,979,490 shares (See Item 5)
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 9 None (See Item 5)
SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 1,979,490 shares (See Item 5)
SHARED DISPOSITIVE POWER

WITH

None (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,979,490 shares (See Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES ..

CERTAIN SHARES*

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

14. 12.7% (See Item 5)
TYPE OF REPORTING PERSON*

CO Corporation

* See Instructions

1 NAME OF REPORTING PERSONS

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

2 Willem Mesdag
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) x

(b) x

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 8 2,004,490 shares (See Item 5)
SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 9 None (See Item 5)
SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 2,004,490 shares (See Item 5)
SHARED DISPOSITIVE POWER

WITH

None (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 2,004,490 shares (See Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES*

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

14. 12.8% (See Item 5)
TYPE OF REPORTING PERSON*

IN Individual

* See Instructions

CUSIP No. 639027101

SCHEDULE 13D/A

PAGE 8 OF 13 PAGES

This Amendment No. 6 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, and Amendment No. 5 thereto, filed with the SEC on September 20, 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). RMCP LLC, 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. The filing of any amendment to this Schedule 13D (including the filing of this Amendment No. 6) 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).

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**Item 3 of this Schedule 13D is hereby amended to include the following information:**

On September 21, 2012, RMCP II purchased 117,007 shares of Common Stock on the open market at a price of \$15.954 per share.

On September 27, 2012, RMCP II purchased 233,700 shares of Common Stock on the open market at a price of \$16.294 per share.

On September 28, 2012, RMCP II purchased 18,200 shares of Common Stock on the open market at a weighted average price of \$16.259 per share.

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

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) RMCP II beneficially owns, in the aggregate, 1,417,066 shares of Common Stock, which represent approximately 9.1% of the outstanding Common Stock.⁽¹⁾ RMCP II has the sole power to vote or direct the vote, and the sole power to dispose or direct the disposition, of all such 1,417,066 shares of Common Stock.

RMCP III beneficially owns, in the aggregate, 562,424 shares of Common Stock, which represent approximately 3.6% of the outstanding Common Stock. RMCP III has the sole power to vote or direct the vote, and the sole power to dispose or direct the disposition, of all such 562,424 shares of Common Stock.

⁽¹⁾ All calculations of percentage ownership in this Schedule 13D are based on 15,609,676 shares of Common Stock outstanding as of July 27, 2012, as reported in the Form 10-Q which was filed by Nature's Sunshine with the Securities and Exchange Commission on August 3, 2012.

The shares of Common Stock beneficially owned by RMCP II and RMCP III, when aggregated together, total 1,979,490 shares, which represent approximately 12.7% of the outstanding Common Stock.

Mr. Mesdag also holds fully vested options to purchase 25,000 shares of Common Stock.

Because each of RMCP GP, RMCP LLC, RMCM and Mr. Mesdag may be deemed to control RMCP II and RMCP III, 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 RMCP II and RMCP III.

Each of RMCP LLC, RMCP II 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, each of Mr. Teets and Mr. Genender 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).

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: October 1, 2012

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

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 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 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). |