

NU SKIN ENTERPRISES INC
Form 3
August 10, 2016

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. Name and Address of Reporting Person *
Ping An ZQ China Growth Opportunity Ltd
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
07/31/2016

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

4. Relationship of Reporting Person(s) to Issuer

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

20/F, ONE INTERNATIONAL FINANCE CENTRE, ONE HARBOUR VIEW STREET
(Street)

(Check all applicable)

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

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

CENTRAL, HONG KONG, K3
(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
4.75% Convertible Senior Notes due 2020 <u>(1)</u> <u>(2)</u>	Â <u>(3)(4)(5)</u> Â <u>(6)</u>	Class A Common Stock	4,516,134 <u>(7)</u> <u>(8)</u>	\$ 46.5 <u>(9)</u>	D <u>(10)</u> Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ping An ZQ China Growth Opportunity Ltd 20/F, ONE INTERNATIONAL FINANCE CENTRE ONE HARBOUR VIEW STREET CENTRAL, HONG KONG, Â K3Â	Â X	Â	Â	Â
Shen Zheqing 20/F, ONE INTERNATIONAL FINANCE CENTRE ONE HARBOUR VIEW STREET CENTRAL, HONG KONG, Â K3Â	Â X	Â	Â	Â

Signatures

/s/ Zheqing Shen, Director, Ping An ZQ China Growth Opportunity Limited 08/10/2016

**Signature of Reporting Person

Date

/s/ Zheqing Shen 08/10/2016

**Signature of Reporting Person

Date

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).
- (1) This Form 3 is filed on behalf of Ping An ZQ China Growth Opportunity Limited ("Ping An ZQ") and Mr. Zheqing Shen ("Mr. Shen"). Mr. Shen is a director of Ping An ZQ and of the Issuer. Ping An ZQ may be deemed a director by deputization of the Issuer. The 4.75% Convertible Senior Notes due 2020 (the "Convertible Notes") are held directly by Ping An ZQ.
- (2) Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934 (the "Exchange Act"), this filing shall not be deemed an admission that each of the Reporting Persons are beneficial owners of all securities covered by this filing, and Mr. Shen disclaims beneficial ownership of the securities of the Issuer held by Ping An ZQ, except to the extent of Mr. Shen's pecuniary interest therein, if any.
- (3) In accordance with an investment agreement, dated as of June 14, 2016 (the "Investment Agreement"), Ping An ZQ is restricted from converting the Convertible Notes prior to the six (6) month anniversary of the date of issuance, subject to certain exceptions described in footnotes (4) and (5) below.

One exception to conversion restrictions described in footnote (3) above is: conversion in connection with a sale of shares of the Issuer's Class A common stock, par value \$0.001 per share ("Common Stock") issuable upon such conversion that is not a transfer to an affiliate of Ping An ZQ and is a "Permitted Transfer" as defined under the Investment Agreement, which include, among others:
- (4) (i) a transfer of the Common Stock to the Issuer or its subsidiaries; (ii) a transfer in connection with a bona fide margin call or collateral pledge enforcement under a loan of Ping An ZQ incurred prior to or at the issuance of the Convertible Notes, or the refinancing thereof; or (iii) a tender of the Common Stock into any third party tender/exchange offer that would result in a change in control or a transfer effected pursuant to any merger, consolidation, recapitalization or similar transactions of the Issuer.

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- (5) (Continued from footnote (4)) A second exception to conversion restrictions described in footnote (3) above is: following the public disclosure or announcement of the Issuer's entry into a definitive agreement for a transaction that, if consummated, would result in a change in control.
- (6) The Convertible Notes mature on June 15, 2020, subject to earlier repurchase or conversion in accordance with their terms.
- Under the terms of an indenture, dated as of June 16, 2016, by and between the Issuer and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Indenture"), upon conversion of the Convertible Notes by Ping An ZQ, the Issuer will deliver, at its election, cash, shares of Common Stock or a combination of cash and shares of Common Stock. The number of shares shown represents the number of shares of Common Stock that would be issuable upon conversion of the Convertible Notes if the Issuer elected to settle its conversion obligation solely by delivering shares of Common Stock at the initial conversion rate of 21.5054 shares of Common Stock (the "Initial Conversion Rate"), and cash in lieu of fractional shares of Common Stock, per \$1,000 principal amount of Convertible Notes. The Initial Conversion Rate is subject to adjustment from time to time upon the occurrence of certain customary events in accordance with the terms of the Indenture.
- (7) (Continued from footnote (7)) Notwithstanding the provisions set forth in footnote (7), the Issuer has irrevocably elected to settle its conversion obligation so long as the Convertible Notes are held by Ping An ZQ by delivering (i) cash in respect of each \$1,000 principal amount of the Convertible Notes and (ii) shares of Common Stock in respect of any additional amounts, except fractional shares of Common Stock, which will be paid in cash. Therefore, the actual number of shares of Common Stock that Ping An ZQ will receive upon the conversion of the Convertible Notes will be less than the number of shares shown.
- (8) The Initial Conversion Rate is equivalent to an initial conversion price of approximately \$46.50 per share of Common Stock.
- (9) The Convertible Notes are held directly by Ping An ZQ. See footnote (1).
- (10)

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Remarks:

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

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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