

NATURES SUNSHINE PRODUCTS INC  
Form SC TO-I/A  
September 08, 2005

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 3  
to  
**SCHEDULE TO**

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

### NATURE'S SUNSHINE PRODUCTS, INC.

(Name of Subject Company (issuer))

**NATURE'S SUNSHINE PRODUCTS, INC., as Offeror**  
(Names of Filing Persons (identifying status as offeror, issuer or other person))

**COMMON STOCK, WITHOUT PAR VALUE**  
(Title of Class of Securities)

**639027101**  
(CUSIP Number of Class of Securities)

**Craig D. Huff**  
Vice President of Finance, Treasurer,  
Chief Financial Officer and Chief Accounting Officer  
75 East 1700 South  
Provo, Utah 84606  
(801) 342-4300

(Name, address and telephone number of persons authorized to receive notices  
and communications on behalf of filing persons)

Copies to:

**Justin P. Klein**  
Ballard Spahr Andrews & Ingersoll, LLP  
1735 Market Street, 51<sup>st</sup> Floor  
Philadelphia, Pennsylvania 19103  
(215) 665-8500

#### CALCULATION OF FILING FEE

Transaction Valuation(1)

Amount of Filing Fee(2)

**\$11,125,000**

**\$1,310**

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(1) Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 500,000 shares of common stock at the maximum tender offer price of \$22.25 per share.

(2) The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended.

☑ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,310  
Form or Registration No.: Schedule TO  
Filing Party: Nature's Sunshine Products, Inc.  
Date Filed: August 5, 2005

○ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

○ third-party tender offer subject to Rule 14d-1.

☑ issuer tender offer subject to Rule 13e-4.

○ going-private transaction subject to Rule 13e-3.

○ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☑

This Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission by Nature's Sunshine Products, Inc. (the "Company") on August 5, 2005, as amended and supplemented by Amendment Nos. 1 and 2 to the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on August 25, 2005 and September 2, 2005, respectively, pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended, in connection with its offer to purchase up to 500,000 shares of its outstanding common stock, no par value per share, upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 5, 2005 (the "Offer to Purchase") and in the related Letter of Transmittal, which are Exhibit (a)(1) and Exhibit (a)(2) to this Schedule TO, respectively.

The information in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment No. 3 by reference in response to all of the applicable items in Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

### Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

The tender offer expired at Midnight, New York City time, on Thursday, September 1, 2005. Based on the final count by the depository for the tender offer, 513,006 shares of the Company's common stock were tendered and not properly withdrawn at prices at or below \$21.75 per

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share. By exercising its right to purchase up to an additional 2% of its outstanding shares without extending the tender offer, the Company has accepted for purchase all 513,006 shares and will promptly pay \$21.75 per share in respect of each of the shares accepted for purchase.

### SIGNATURE

After due 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.

NATURE'S SUNSHINE PRODUCTS, INC.

/s/ CRAIG HUFF

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Name: Craig Huff  
Title: Vice President of Finance, Treasurer, Chief Financial Officer  
and Chief Accounting Officer

Date: September 8, 2005

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[Item 11. Additional Information.](#)

SIGNATURE