

NATURAL HEALTH TRENDS CORP
Form 4/A
March 05, 2015

FORM 4

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

OMB APPROVAL

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Check this box 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 *
BROADY GEORGE K

2. Issuer Name and Ticker or Trading Symbol
NATURAL HEALTH TRENDS CORP [NHTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2014

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

C/O NATURAL HEALTH TRENDS CORP., 4514 COLE AVE., SUITE 1400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/22/2015

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

DALLAS, TX 75205

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock ⁽¹⁾ | 11/14/2014 | | D | | 29,750 | D | \$ 12 3,288,179 |
| Common Stock ⁽²⁾ | 11/18/2014 | | C | | 61,693 | A | \$ 2 3,349,872 |
| Common Stock ⁽¹⁾ | 11/21/2014 | | D | | 26,656 | D | \$ 12.1 3,323,216 |
| Common Stock ⁽¹⁾ | 12/03/2014 | | D | | 14,565 | D | \$ 13.23 3,308,651 |
| | 12/08/2014 | | D | | 18,298 | D | 3,290,353 |

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| | | | | | | | | | |
|-------------------------|------------|--|---|--------|----|----|-----------|---|-------|
| Common Stock <u>(1)</u> | | | | | \$ | | | | 13.71 |
| Common Stock <u>(1)</u> | 12/15/2014 | | D | 21,125 | D | \$ | 3,269,228 | D | 12.44 |
| Common Stock <u>(1)</u> | 12/22/2014 | | D | 9,553 | D | \$ | 3,259,675 | D | 11.95 |
| Common Stock <u>(1)</u> | 01/16/2015 | | S | 5,300 | D | \$ | 3,254,375 | D | 12.29 |
| Common Stock <u>(1)</u> | 01/20/2015 | | S | 4,800 | D | \$ | 3,249,575 | D | 12.47 |
| Common Stock <u>(1)</u> | 01/20/2015 | | A | 2,714 | D | \$ | 3,252,289 | D | 12.28 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Series A Convertible Stock <u>(2)</u> | <u>(2)</u> | 11/18/2014 | | C | 61,693 | <u>(2)</u> <u>(2)</u> | Common Stock | 61,693 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROADY GEORGE K C/O NATURAL HEALTH TRENDS CORP. 4514 COLE AVE., SUITE 1400 DALLAS, TX 75205 | X | X | | |

Signatures

/s/ Timothy S. Davidson by Power of
Attorney

03/05/2015

__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).
- (1) This row amended to reflect the correct Transaction Code (column 3) and/or the correct Amount of Securities Beneficially Owned Following Reported Transaction.

This row added to reflect the conversion of Series A Convertible Preferred Stock into NHTC Common Stock on a 1-for-1 basis; the Series A Convertible Preferred Stock had no expiration date. The Series A Convertible Preferred Stock was subject to mandatory conversion because the average closing price of NHTC Common Stock over a consecutive 6-month period equaled or exceeded \$10.00 per share.
- (2)

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.