

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

April 4, 2019

Date of Report (Date of earliest event reported)

**NATURAL HEALTH TRENDS CORP.**

(Exact name of registrant as specified in its charter)

Delaware

001-36849

59-2705336

(State or other jurisdiction of incorporation)

Units 1205-07, 12F, Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong

(Address of principal executive offices, including zip code)

+852-3107-0800

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

☐ Emerging growth company

☐ If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On April 4, 2019, Natural Health Trends Corp. (the “Company”) received a notification letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) indicating that, as a result of the Company’s delay in filing its Annual Report on Form 10-K for the year ended December 31, 2018 (the “Form 10-K”), the Company is not in compliance with the timely filing requirements for continued listing under Nasdaq Listing Rule 5250(c)(1). The notification letter has no immediate effect on the listing or trading of the Company’s common stock on the Nasdaq Capital Market.

The Company filed a Notification of Late Filing on Form 12b-25 on March 18, 2019, indicating that the filing of the Form 10-K would be delayed because management had not yet completed its assessment of the Company’s internal control over financial reporting as of December 31, 2018, and therefore the Company’s independent registered accounting firm had not yet completed its integrated audit.

The notification letter stated that, under Nasdaq rules, the Company has 60 calendar days, or until June 3, 2019, to submit a plan to regain compliance with Nasdaq’s continued listing requirements. The Company can also regain compliance with Nasdaq’s continued listing requirements at any time before June 3, 2019, by filing the Form 10-K with the Securities and Exchange Commission (the “SEC”), as well as any subsequent periodic financial reports that may become due, and continuing to comply with Nasdaq’s other continued listing requirements.

The Company’s management is working diligently with its independent registered accounting firm, Marcum LLP, to complete the Form 10-K. The Company intends to file the Form 10-K with the SEC and regain compliance with Nasdaq’s continued listing requirements as soon as practicable.

On April 5, 2019, the Company issued a press release disclosing the Company’s receipt of the Nasdaq notification letter. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

[99.1 Press release dated April 5, 2019.](#)

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 5, 2019

NATURAL HEALTH TRENDS CORP.

By: /s/ Timothy S. Davidson  
Timothy S. Davidson  
Senior Vice President and Chief Financial Officer

## EXHIBIT INDEX

Exhibit  
Number

[99.1](#)

Description

[Press Release dated April 5, 2019](#)

**Natural Health Trends Receives Non-Compliance Notification Letter from NASDAQ**

HONG KONG - April 5, 2019 - Natural Health Trends Corp. (NASDAQ: NHTC), a leading direct-selling and e-commerce company that markets premium quality personal care, wellness and “quality of life” products under the NHT Global brand, today announced that it received a customary notification letter from The Nasdaq Stock Market LLC (“Nasdaq”) stating that the Company is not in compliance with Nasdaq Listing Rule 5250(c)(1), which requires the timely filing of all required periodic reports with the Securities and Exchange Commission (“SEC”). The April 4, 2019 letter was sent as a result of the Company’s delay in filing its Annual Report on Form 10-K for the year ended December 31, 2018. The Nasdaq notification letter has no immediate effect on the listing or trading of the Company’s common stock.

On March 18, 2019, the Company filed a Notification of Late Filing on Form 12b-25 indicating that the filing of the Form 10-K would be delayed until management has completed its assessment of the Company’s internal control over financial reporting and the Company’s independent registered accounting firm has completed its integrated audit. The Company had initially anticipated the Form 10-K would be filed prior to the extension date of April 2, 2019 and is working diligently with its independent registered accounting firm, Marcum LLP, to file the Form 10-K with the SEC as soon as practicable.

Per the notification letter, the Company must submit a plan to regain compliance with Nasdaq’s continued listing standards by no later than June 3, 2019. The Company can also regain compliance at any time before June 3, 2019 by filing the Form 10-K with the SEC, as well as any subsequent periodic financial reports that may become due, and continuing to comply with Nasdaq’s other continued listing requirements.

**About Natural Health Trends Corp.**

Natural Health Trends Corp. (NASDAQ: NHTC) is an international direct-selling and e-commerce company operating through its subsidiaries throughout Asia, the Americas, and Europe. The Company markets premium quality personal care products under the NHT Global brand. Additional information can be found on the Company’s website at [www.naturalhealthtrendsCorp.com](http://www.naturalhealthtrendsCorp.com).

**Forward-Looking Statements**

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995 -- Forward-looking statements in this press release do not constitute guarantees of future performance. Such forward-looking statements are subject to risks and uncertainties that could cause the Company’s actual results to differ materially from those anticipated. Such risks and uncertainties include the risks and uncertainties detailed under the caption “Risk Factors” in Natural Health Trends Corp.’s Annual Report on Form 10-K filed on March 27, 2018 with the Securities and Exchange Commission. The Company assumes no obligation to update any forward-looking information contained in this press release or with respect to the announcements described herein.

## **CONTACTS:**

### **Company Contact:**

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