

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

**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-36849

**NATURAL HEALTH TRENDS CORP.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

59-2705336  
(I.R.S. Employer  
Identification No.)

Units 1205-07, 12F  
Mira Place Tower A  
132 Nathan Road, Tsimshatsui  
Kowloon, Hong Kong  
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: +852-3107-0800

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	NHTC	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

At August 2, 2019, the number of shares outstanding of the registrant's common stock was 10,785,966 shares.

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**NATURAL HEALTH TRENDS CORP.**  
**Quarterly Report on Form 10-Q**  
**June 30, 2019**

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## FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, in particular “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” includes “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). When used in this report, the words or phrases “will likely result,” “expect,” “intend,” “will continue,” “anticipate,” “estimate,” “project,” “believe” and similar expressions are intended to identify “forward-looking statements” within the meaning of the Exchange Act. These statements represent our expectations or beliefs concerning, among other things, future revenue, earnings, growth strategies, new products and initiatives, future operations and operating results, and future business and market opportunities.

Forward-looking statements in this report speak only as of the date hereof, and forward-looking statements in documents incorporated by reference speak only as of the date of those documents. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. We caution and advise readers that these statements are based on certain assumptions that may not be realized and involve risks and uncertainties that could cause actual results to differ materially from the expectations and beliefs contained herein.

For a summary of certain risks related to our business, see “Part I, Item 1A. Risk Factors” in our most recent Annual Report on Form 10-K, which includes the following:

- We could be adversely affected by management changes or an inability to attract and retain key management, directors and consultants;
  - Because our Hong Kong operations account for a substantial portion of our overall business, and substantially all of our Hong Kong business is derived from the sale of products to members in China, any material adverse change in our business relating to either Hong Kong or China would likely have a material adverse impact on our overall business;
  - Our operations in China are subject to compliance with a myriad of applicable laws and regulations, and any actual or alleged violations of those laws or government actions otherwise directed at us could have a material adverse impact on our business and the value of our company;
  - Our failure to maintain and expand our member relationships could adversely affect our business;
  - We are currently involved in, and may in the future face, lawsuits, claims, and governmental proceedings and inquiries that could harm our business;
  - Although virtually all of our members are independent contractors, improper member actions that violate laws or regulations could harm our business;
  - Direct-selling laws and regulations may prohibit or severely restrict our direct sales efforts and cause our revenue and profitability to decline, and regulators could adopt new regulations that harm our business;
  - The high level of competition in our industry could adversely affect our business;
  - Challenges by third parties to the legality of our business operations could harm our business;
  - An increase in the amount of compensation paid to members would reduce profitability;
  - Currency exchange rate fluctuations could lower our revenue and net income;
  - Changes in tax or duty laws, and unanticipated tax or duty liabilities, could adversely affect our net income;
  - Transfer pricing regulations affect our business and results of operations;
  - Our products and related activities are subject to extensive government regulation, which could delay, limit or prevent the sale of some of our products in some markets;
  - Failure of new products to gain member and market acceptance could harm our business;
  - New regulations governing the marketing and sale of nutritional supplements could harm our business;
  - Regulations governing the production and marketing of our personal care products could harm our business;
  - If we are found not to be in compliance with good manufacturing practices our operations could be harmed;
  - Failure to comply with domestic and foreign laws and regulations governing product claims and advertising could harm our business;
  - Adverse publicity associated with our products, ingredients or network marketing program, or those of similar companies, could harm our financial condition and operating results;
  - We are subject to risks relating to product concentration and lack of revenue diversification;
  - We rely on a limited number of independent third parties to manufacture and supply our products;
  - Growth may be impeded by the political and economic risks of entering and operating in foreign markets;
  - We are subject to anti-bribery laws, including the U.S. Foreign Corrupt Practices Act;
  - Recently enacted tariffs, other potential changes to tariff and import/export regulations, and ongoing trade disputes between the United States and other jurisdictions, particularly China, may have a negative effect on global economic conditions and our business, financial results and financial condition;
  - We may be held responsible for certain taxes or assessments relating to the activities of our members and service providers, which could harm our financial condition and operating results;
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- We may be unable to protect or use our intellectual property rights;
- We do not have a comprehensive product liability insurance program and product liability claims could hurt our business;
- We identified a material weakness in our internal control over financial reporting. If we do not adequately address this material weakness or if other material weaknesses or significant deficiencies in our internal control over financial reporting are discovered, our financial statements could contain material misstatements and our business, operations and stock price may be adversely affected;
- We rely on and are subject to risks associated with our reliance upon information technology systems;
- System disruptions or failures, cybersecurity risks, and compromises of data could harm our business;
- Our systems, software and data reside on third-party servers, exposing us to risks that disruption or intrusion of those servers could temporarily or permanently interrupt our access and damage our business;
- Terrorist attacks, acts of war, epidemics or natural disasters may seriously harm our business;
- We may experience negative cash flows, which may require that we seek debt or equity financing and could have a significant adverse effect on our business and threaten our solvency;
- Disappointing quarterly revenue or operating results could cause the price of our common stock to fall;
- Our common stock is particularly subject to volatility because of the industry in which we operate;
- Our common stock continues to experience wide fluctuations in trading volumes and prices. This may make it more difficult for holders of our common stock to sell shares when they want and at prices they find attractive; and
- Future sales by us or our existing stockholders could depress the market price of our common stock.

Additional factors that could cause actual results to differ materially from our forward-looking statements are set forth in this report, including under the headings “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and in our financial statements and the related notes.

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## PART I - FINANCIAL INFORMATION

## Item 1. FINANCIAL STATEMENTS

**NATURAL HEALTH TRENDS CORP.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share data)

	June 30, 2019 (Unaudited)	December 31, 2018
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 108,106	\$ 132,653
Inventories	10,343	12,165
Other current assets	6,127	5,369
Total current assets	124,576	150,187
Property and equipment, net	887	934
Operating lease right-of-use assets	3,796	—
Goodwill	1,764	1,764
Restricted cash	3,000	2,998
Deferred tax asset	1,210	1,207
Other assets	858	831
Total assets	<u>\$ 136,091</u>	<u>\$ 157,921</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 675	\$ 1,631
Accrued commissions	7,051	12,502
Other accrued expenses	3,676	6,121
Deferred revenue	3,390	6,795
Amounts held in eWallets	13,879	14,611
Operating lease liabilities	1,741	—
Other current liabilities	1,116	1,424
Total current liabilities	31,528	43,084
Income taxes payable	15,365	16,982
Deferred tax liability	187	186
Long-term incentive	7,531	7,808
Operating lease liabilities	2,128	—
Total liabilities	56,739	68,060
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Preferred stock, \$0.001 par value; 5,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, \$0.001 par value; 50,000,000 shares authorized; 12,979,414 shares issued at June 30, 2019 and December 31, 2018	13	13
Additional paid-in capital	86,249	86,415
Retained earnings	40,169	44,431
Accumulated other comprehensive loss	(1,192)	(1,250)
Treasury stock, at cost; 2,193,448 and 1,603,322 shares at June 30, 2019 and December 31, 2018, respectively	(45,887)	(39,748)
Total stockholders' equity	79,352	89,861
Total liabilities and stockholders' equity	<u>\$ 136,091</u>	<u>\$ 157,921</u>

See accompanying notes to consolidated financial statements.

**NATURAL HEALTH TRENDS CORP.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**  
(In thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Net sales	\$ 23,428	\$ 50,910	\$ 42,756	\$ 103,277
Cost of sales	5,407	10,399	10,631	20,620
Gross profit	18,021	40,511	32,125	82,657
Operating expenses:				
Commissions expense	11,398	22,310	20,896	45,290
Selling, general and administrative expenses	6,627	8,093	13,942	17,215
Total operating expenses	18,025	30,403	34,838	62,505
Income (loss) from operations	(4)	10,108	(2,713)	20,152
Other income, net	373	53	805	216
Income (loss) before income taxes	369	10,161	(1,908)	20,368
Income tax provision (benefit)	(28)	1,138	(382)	2,521
Net income (loss)	\$ 397	\$ 9,023	\$ (1,526)	\$ 17,847
Net income (loss) per common share:				
Basic	\$ 0.04	\$ 0.80	\$ (0.14)	\$ 1.58
Diluted	\$ 0.04	\$ 0.80	\$ (0.14)	\$ 1.58
Weighted-average number of common shares outstanding:				
Basic	11,082	11,298	11,207	11,292
Diluted	11,082	11,305	11,207	11,297

See accompanying notes to consolidated financial statements.

**NATURAL HEALTH TRENDS CORP.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)**  
(In thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Net income (loss)	\$ 397	\$ 9,023	\$ (1,526)	\$ 17,847
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	(212)	(762)	47	(365)
Unrealized gains (losses) on available-for-sale securities	(6)	15	11	4
Comprehensive income (loss)	<u>\$ 179</u>	<u>\$ 8,276</u>	<u>\$ (1,468)</u>	<u>\$ 17,486</u>

See accompanying notes to consolidated financial statements.



**NATURAL HEALTH TRENDS CORP.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED)**  
(In Thousands, Except Share Data)

Six months ended June 30, 2019

	Preferred Stock		Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock		Total
	Shares	Amount	Shares	Amount				Shares	Amount	
BALANCE, December 31, 2018	—	\$ —	12,979,414	\$ 13	\$ 86,415	\$ 44,431	\$ (1,250)	(1,603,322)	\$ (39,748)	\$ 89,861
Net loss	—	—	—	—	—	(1,923)	—	—	—	(1,923)
Common stock issued	—	—	—	—	(166)	—	—	22,603	543	377
Dividends declared, \$0.24/share	—	—	—	—	—	(2,736)	—	—	—	(2,736)
Foreign currency translation adjustments	—	—	—	—	—	—	259	—	—	259
Unrealized gains on available-for-sale securities	—	—	—	—	—	—	17	—	—	17
BALANCE, March 31, 2019	—	—	12,979,414	13	86,249	39,772	(974)	(1,580,719)	(39,205)	85,855
Net income	—	—	—	—	—	397	—	—	—	397
Repurchase of common stock	—	—	—	—	—	—	—	(612,729)	(6,682)	(6,682)
Foreign currency translation adjustments	—	—	—	—	—	—	(212)	—	—	(212)
Unrealized losses on available-for-sale securities	—	—	—	—	—	—	(6)	—	—	(6)
BALANCE, June 30, 2019	—	\$ —	12,979,414	\$ 13	\$ 86,249	\$ 40,169	\$ (1,192)	(2,193,448)	\$ (45,887)	\$ 79,352

Six months ended June 30, 2018

	Preferred Stock		Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock		Total
	Shares	Amount	Shares	Amount				Shares	Amount	
BALANCE, December 31, 2017	—	\$ —	12,979,414	\$ 13	\$ 86,683	\$ 44,908	\$ (413)	(1,637,524)	\$ (40,570)	\$ 90,621
Net income	—	—	—	—	—	8,824	—	—	—	8,824
Common stock issued	—	—	—	—	(268)	—	—	34,202	822	554
Dividends declared, \$0.13/share	—	—	—	—	—	(1,479)	—	—	—	(1,479)
Foreign currency translation adjustments	—	—	—	—	—	—	397	—	—	397
Unrealized losses on available-for-sale securities	—	—	—	—	—	—	(11)	—	—	(11)
BALANCE, March 31, 2018	—	—	12,979,414	13	86,415	52,253	(27)	(1,603,322)	(39,748)	98,906
Net income	—	—	—	—	—	9,023	—	—	—	9,023
Dividends declared, \$1.90/share	—	—	—	—	—	(21,614)	—	—	—	(21,614)
Foreign currency translation adjustments	—	—	—	—	—	—	(762)	—	—	(762)
Unrealized gains on available-for-sale securities	—	—	—	—	—	—	15	—	—	15
BALANCE, June 30, 2018	—	\$ —	12,979,414	\$ 13	\$ 86,415	\$ 39,662	\$ (774)	(1,603,322)	\$ (39,748)	\$ 85,568

See accompanying notes to consolidated financial statements.

**NATURAL HEALTH TRENDS CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
(In thousands)

	Six Months Ended June 30,	
	2019	2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ (1,526)	\$ 17,847
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	189	235
Noncash lease expense	914	—
Deferred income taxes	(3)	—
Changes in assets and liabilities:		
Inventories	1,881	(2,057)
Other current assets	(752)	1,955
Other assets	(35)	(73)
Accounts payable	(956)	1,246
Accrued commissions	(5,475)	(707)
Other accrued expenses	(1,946)	1,119
Deferred revenue	(3,409)	(592)
Amounts held in eWallets	(765)	(192)
Operating lease liabilities	(964)	—
Income taxes payable	(1,617)	(1,657)
Other current liabilities	(318)	(72)
Long-term incentive	(277)	(562)
Net cash provided by (used in) operating activities	(15,059)	16,490
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(141)	(113)
Net cash used in investing activities	(141)	(113)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repurchase of common stock	(6,682)	—
Dividends paid	(2,736)	(23,093)
Net cash used in financing activities	(9,418)	(23,093)
Effect of exchange rates on cash, cash equivalents and restricted cash	73	(381)
Net decrease in cash, cash equivalents and restricted cash	(24,545)	(7,097)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of period	135,651	138,478
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of period	\$ 111,106	\$ 131,381
<b>SUPPLEMENTAL DISCLOSURES OF OTHER CASH FLOW INFORMATION:</b>		
Issuance of treasury stock for employee awards, net	\$ 377	\$ 554
Right-of-use assets obtained in exchange for operating lease liabilities	\$ 4,697	\$ —

See accompanying notes to consolidated financial statements.

**NATURAL HEALTH TRENDS CORP.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**1. NATURE OF OPERATIONS, BASIS OF PRESENTATION AND CONSOLIDATION**

*Nature of Operations*

Natural Health Trends Corp., a Delaware corporation (whether or not including its subsidiaries, the “Company”), is an international direct-selling and e-commerce company. Subsidiaries controlled by the Company sell personal care, wellness, and “quality of life” products under the “NHT Global” brand.

The Company’s wholly-owned subsidiaries have an active physical presence in the following markets: the Americas, which consists of the United States, Canada, Cayman Islands, Mexico and Peru; Greater China, which consists of Hong Kong, Taiwan and China; Southeast Asia, which consists of Singapore, Malaysia, Thailand and Vietnam; South Korea; Japan; India; and Europe. The Company also operates in Russia and Kazakhstan through an engagement with a local service provider.

*Basis of Presentation*

The unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. As a result, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. In the opinion of management, the accompanying unaudited interim consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, considered necessary for a fair statement of the Company’s financial information for the interim periods presented. The results of operations of any interim period are not necessarily indicative of the results of operations to be expected for the fiscal year. These consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in the Company’s 2018 Annual Report on Form 10-K filed with the United States Securities and Exchange Commission (SEC) on April 26, 2019.

*Principles of Consolidation*

The consolidated financial statements include the accounts of the Company and all of its wholly-owned subsidiaries. All significant inter-company balances and transactions have been eliminated in consolidation.

*Reclassification*

Certain prior year amounts in the balance sheet have been reclassified to conform to current year presentation.

*Recent Accounting Pronouncements*

In February 2016, the FASB established Topic 842, *Leases*, by issuing ASU No. 2016-02, which requires lessees to recognize the rights and obligations created by leases on the balance sheet and disclose key information about leasing arrangements. Topic 842 was subsequently amended by ASU No. 2018-11, *Targeted Improvements*, ASU No. 2018-10, *Codification Improvements to Topic 842*, and ASU No. 2018-01, *Land Easement Practical Expedient for Transition to Topic 842*. The new standard establishes a right-of-use (ROU) model that requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases are classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the statement of operations. Effective January 1, 2019, the Company adopted the new standard using the effective date as its date of initial application. The new standard provided a number of optional practical expedients in transition. The Company elected the “package of practical expedients”, which permits entities not to reassess under the new lease standard prior conclusions about lease identification, lease classification and initial direct costs. Upon adoption, the Company recognized operating lease liabilities on its balance sheet for \$4.5 million, with corresponding ROU assets of the same amount based on the present value of the remaining minimum rental payments under current leasing standards for existing operating leases. See Note 7 for additional information.

In August 2018, the SEC issued Release No. 33-10532 that amends and clarifies certain financial reporting requirements. The principal change to the Company’s financial reporting is the requirement to disclose in interim periods on Form 10-Q the changes in stockholder’s equity as prescribed by Rule 3-04 of Regulation S-X.

Other recently issued accounting pronouncements did not or are not believed by management to have a material impact on the Company's present or future financial statements.

## **2. REVENUE**

### *Revenue Recognition*

All revenue is recognized when the performance obligations under a contract are satisfied. Product sales are recognized when the products are shipped and title passes to independent members. Product sales to members are made pursuant to a member agreement that provides for transfer of both title and risk of loss upon the Company's delivery to the carrier that completes delivery to the members, which is commonly referred to as "F.O.B. Shipping Point." The Company's sales arrangements do not contain right of inspection or customer acceptance provisions other than general rights of return. These contracts are generally short-term in nature.

Actual product returns are recorded as a reduction to net sales. The Company estimates and accrues a reserve for product returns based on its return policies and historical experience. The reserve is based upon the return policy of each country, which varies from 14 days to one year, and their historical return rates, which range from 1% to 5% of sales. Sales returns were 3% and 2% of sales for the six months ended June 30, 2019 and 2018, respectively. No material changes in estimates have been recognized during the periods presented. See Note 5 for additional information.

The Company has elected to account for shipping and handling activities performed after title has passed to members as a fulfillment cost, and accrues for the costs of shipping and handling if revenue is recognized before the contractually obligated shipping and handling activities occurs. Shipping charges billed to members are included in net sales. Costs associated with shipments are included in cost of sales. Event and training revenue is deferred and recognized as the event or training occurs. Costs of events and member training are included within selling, general and administrative expenses.

Various taxes on the sale of products to members are collected by the Company as an agent and remitted to the respective taxing authority. These taxes are presented on a net basis and recorded as a liability until remitted to the respective taxing authority.

### *Deferred Revenue*

The Company primarily receives payment by credit card at the time members place orders. Amounts received for unshipped product are considered a contract liability and are recorded as deferred revenue. The decrease in deferred revenue for the three months ended June 30, 2019 is primarily due to \$1.5 million of revenue recognized during the quarter that was included in deferred revenue as of March 31, 2019 offset by \$1.2 million of cash payments received for unshipped product during the second quarter. See Note 4 for additional information.

### *Disaggregation of Revenue*

The Company sells products to a member network that operates in a seamless manner from market to market, except for the Chinese market where it sells to consumers through an e-commerce retail platform and the Russia and Kazakhstan market where the Company operates through an engagement of a third-party service provider.

The following table sets forth revenue by market for the periods indicated (in thousands):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2019		2018		2019		2018	
Americas <sup>1</sup>	\$ 1,393	5.9%	\$ 1,855	3.6%	\$ 2,908	6.8%	\$ 3,391	3.3%
Hong Kong <sup>2</sup>	19,524	83.3	44,615	87.7	34,890	81.6	92,234	89.3
China	557	2.4	2,553	5.0	1,613	3.8	3,812	3.7
Taiwan	1,057	4.5	937	1.8	1,691	3.9	1,998	1.9
South Korea	84	0.4	140	0.3	190	0.4	259	0.3
Japan	50	0.2	44	0.1	94	0.2	109	0.1
Singapore	18	0.1	51	0.1	30	0.1	82	0.1
Malaysia	85	0.4	57	0.1	119	0.3	100	0.1
Russia and Kazakhstan	200	0.8	239	0.5	418	1.0	442	0.4
Europe	331	1.4	419	0.8	674	1.6	850	0.8
India	129	0.6	—	—	129	0.3	—	—
Total	\$ 23,428	100.0%	\$ 50,910	100.0%	\$ 42,756	100.0%	\$ 103,277	100.0%

<sup>1</sup> United States, Canada, Mexico and Peru

<sup>2</sup> Substantially all of our Hong Kong revenues are derived from the sale of products that are delivered to members in China. See "Item 1A. Risk Factors" in our most recent Annual Report on Form 10-K.

The Company's net sales by product and service are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Product sales	\$ 22,100	\$ 48,458	\$ 40,623	\$ 97,823
Freight and other	1,745	3,434	3,245	7,186
Less: sales returns	(417)	(982)	(1,112)	(1,732)
Total net sales	\$ 23,428	\$ 50,910	\$ 42,756	\$ 103,277

#### Concentration

No single market other than Hong Kong had net sales greater than 10% of total net sales. Sales are made to the Company's members and no single customer accounted for 10% or more of net sales for the three and six months ended June 30, 2019 and 2018. However, the Company's business model can result in a concentration of sales to several different members and their network of members. Although no single member accounted for 10% or more of net sales, the loss of a key member or that member's network could have an adverse effect on the Company's net sales and financial results.

#### Arrangements with Multiple Performance Obligations

The Company's contracts with customers may include multiple performance obligations. For such arrangements, the Company allocates revenues to each performance obligation based on its relative standalone selling price. The Company generally determines standalone selling prices based on the prices charged for individual products to similar customers.

#### Practical Expedients

The Company generally expenses sales commissions when incurred because the amortization period would have been one year or less. These costs are recorded in commissions expense.

The Company does not provide certain disclosures about unsatisfied performance obligations for contracts with an original expected length of one year or less.

### 3. NET INCOME (LOSS) PER COMMON SHARE

Diluted net income (loss) per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents. The dilutive effect of non-vested restricted stock is reflected by application of the treasury stock method. Under the treasury stock method, the amount of compensation cost for future service that the Company has not yet recognized and the amount of tax benefit that would be recorded in additional paid-in capital when the award becomes deductible are assumed to be used to repurchase shares.

The following tables illustrate the computation of basic and diluted net income (loss) per common share for the periods indicated (in thousands, except per share data):

	Three Months Ended June 30,					
	2019			2018		
	Income (loss) (Numerator)	Shares (Denominator)	Per Share Amount	Income (loss) (Numerator)	Shares (Denominator)	Per Share Amount
<b>Basic net income per common share:</b>						
Net income available to common stockholders	\$ 397	11,082	\$ 0.04	\$ 9,023	11,298	\$ 0.80
<b>Effect of dilutive securities:</b>						
Non-vested restricted stock	—	—	—	—	7	—
<b>Diluted net income per common share:</b>						
Net income available to common stockholders plus assumed conversions	\$ 397	11,082	\$ 0.04	\$ 9,023	11,305	\$ 0.80
<b>Six Months Ended June 30,</b>						
	2019			2018		
	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
	<b>Basic net income (loss) per common share:</b>					
Net income (loss) available to common stockholders	\$ (1,526)	11,207	\$ (0.14)	\$ 17,847	11,292	\$ 1.58
<b>Effect of dilutive securities:</b>						
Non-vested restricted stock	—	—	—	—	5	—
<b>Diluted net income per common share:</b>						
Net income (loss) available to common stockholders plus assumed conversions	\$ (1,526)	11,207	\$ (0.14)	\$ 17,847	11,297	\$ 1.58

#### 4. BALANCE SHEET COMPONENTS

The components of certain balance sheet amounts are as follows (in thousands):

	June 30, 2019	December 31, 2018
Cash, cash equivalents and restricted cash:		
Cash	\$ 21,851	\$ 47,323
Cash equivalents	86,255	85,330
	108,106	132,653
Restricted cash	3,000	2,998
	\$ 111,106	\$ 135,651
Inventories:		
Finished goods	\$ 9,407	\$ 11,171
Raw materials	1,367	1,145
Reserve for obsolescence	(431)	(151)
	\$ 10,343	\$ 12,165
Other accrued expenses:		
Sales returns	\$ 387	\$ 801
Employee-related expense	2,384	4,051
Warehousing, inventory-related and other	905	1,269
	\$ 3,676	\$ 6,121
Deferred revenue:		
Unshipped product	\$ 1,215	\$ 4,574
Auto ship advances	1,983	1,876
Other	192	345
	\$ 3,390	\$ 6,795

#### 5. FAIR VALUE MEASUREMENTS

As of June 30, 2019, cash and cash equivalents include the Company's investments in debt securities, comprising municipal notes and bonds and corporate debt, commercial paper, money market funds and time deposits. The Company considers all highly liquid investments with original maturities of three months or less when purchased and have insignificant interest rate risk to be cash equivalents. Debt securities classified as cash equivalents are required to be accounted for in accordance with the FASB Accounting Standards Codification ("ASC") 320, *Investments - Debt and Equity Securities*. As such, the Company determined its investments in debt securities held at June 30, 2019 should be classified as available-for-sale and are carried at fair value with unrealized gains and losses reported in accumulated other comprehensive income in stockholders' equity. The cost of debt securities is adjusted for amortization of premiums and discounts to maturity. This amortization is included in other income. Realized gains and losses, as well as interest income, are also included in other income. The fair values of securities are based on quoted market prices.

The carrying amounts of the Company's financial instruments, including cash and cash equivalents and accounts payable, approximate fair value because of their short maturities. The carrying amount of the noncurrent restricted cash approximates fair value since, absent the restrictions, the underlying assets would be included in cash and cash equivalents.

Accounting standards permit companies, at their option, to choose to measure many financial instruments and certain other items at fair value. The Company has elected to not fair value existing eligible items.



Available-for-sale investments included in cash equivalents at the end of each period were as follows (in thousands):

	June 30, 2019			December 31, 2018		
	Adjusted Cost	Gross Unrealized Losses	Fair Value	Adjusted Cost	Gross Unrealized Losses	Fair Value
Municipal bonds and notes	\$ 1,836	\$ —	\$ 1,836	\$ 12,149	\$ (7)	\$ 12,142
Corporate debt securities	45,294	(22)	45,272	51,862	(26)	51,836
Financial institution instruments	39,147	—	39,147	21,352	—	21,352
Total available-for-sale investments	\$ 86,277	\$ (22)	\$ 86,255	\$ 85,363	\$ (33)	\$ 85,330

Financial institution instruments include instruments issued or managed by financial institutions such as money market fund deposits and time deposits.

FASB Topic 820, *Fair Value Measurements*, establishes a fair value hierarchy that requires the use of observable market data, when available, and prioritizes the inputs to valuation techniques used to measure fair value in the following categories:

- Level 1: Quoted market prices in active markets for identical assets or liabilities.
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3: Unobservable inputs that are not corroborated by market data.

The tables below present the Company's hierarchy for assets measured at fair value on a recurring basis as of June 30, 2019 and December 31, 2018.

	June 30, 2019			
	Level 1	Level 2	Level 3	Total
Amounts included in cash and cash equivalents	\$ 86,255	\$ —	\$ —	\$ 86,255
Total assets measured at fair value on a recurring basis	\$ 86,255	\$ —	\$ —	\$ 86,255

	December 31, 2018			
	Level 1	Level 2	Level 3	Total
Amounts included in cash and cash equivalents	\$ 85,330	\$ —	\$ —	\$ 85,330
Total assets measured at fair value on a recurring basis	\$ 85,330	\$ —	\$ —	\$ 85,330

## 6. STOCKHOLDERS' EQUITY

### Dividends

The following table summarizes the Company's cash dividend activity for the six months ended June 30, 2019 (in thousands, except per share data):

Declaration Date	Per Share	Amount	Record Date	Payment Date
January 27, 2019 (special)	0.08	\$ 912	March 5, 2019	March 15, 2019
January 27, 2019	0.16	\$ 1,824	March 5, 2019	March 15, 2019
	\$ 0.24	\$ 2,736		

Declaration and payment of any future dividends on shares of common stock will be at the discretion of the Company's Board of Directors.

### Stock Repurchases

On January 12, 2016, the Board of Directors authorized an increase to the Company's stock repurchase program first approved on July 28, 2015 from \$15.0 million to \$70.0 million. Repurchases are expected to be executed to the extent that the Company's earnings and cash-on-hand allow, and will be made in accordance with all applicable securities laws and

regulations, including Rule 10b-18 of the Exchange Act. For all or a portion of the authorized repurchase amount, the Company may enter into one or more plans that are compliant with Rule 10b5-1 of the Exchange Act that are designed to facilitate these purchases. The stock repurchase program does not require the Company to acquire a specific number of shares, and may be suspended from time to time or discontinued.

On May 16, 2019, the Company's Board of Directors authorized the Company to proceed with the purchase of up to \$8.0 million in shares of common stock under the foregoing stock repurchase program. In connection therewith, the Company was advised that George K. Broady, a director of the Company and beneficial owner of more than 5% of its outstanding shares of common stock, would participate in the stock repurchase program on a basis roughly proportional to his family's ownership interest. See Note 10.

During May 2019, the Company authorized its broker to proceed with the purchase of shares of the Company's common stock in the open market for a total purchase price of \$4.7 million in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Exchange Act. The open market repurchases were completed on May 31, 2019. The stock repurchases, which included both open market purchases and the purchase of shares from Mr. Broady, resulted in the Company purchasing a total of 612,729 shares of its common stock for an aggregate purchase price of \$6.7 million, plus transaction costs.

As of June 30, 2019, \$25.3 million of the \$70.0 million stock repurchase program approved on July 28, 2015 and increased on January 12, 2016 remained available for future purchases, inclusive of related estimated income tax.

#### *Restricted Stock*

At the Company's annual meeting of stockholders held on April 7, 2016, the Company's stockholders approved the Natural Health Trends Corp. 2016 Equity Incentive Plan (the "2016 Plan") to replace its 2007 Equity Incentive Plan. The 2016 Plan allows for the grant of various equity awards including incentive stock options, non-statutory options, stock, stock units, stock appreciation rights and other similar equity-based awards to the Company's employees, officers, non-employee directors, contractors, consultants and advisors of the Company. Up to 2,500,000 shares of the Company's common stock (subject to adjustment under certain circumstances) may be issued pursuant to awards granted. At June 30, 2019, 2,337,068 shares remained available for issuance under the 2016 Plan.

On February 1, 2019, the Company granted 22,603 shares of restricted common stock under the 2016 Plan to certain employees for the purpose of further aligning their interest with those of its stockholders and settling fiscal 2018 performance incentives totaling \$377,000. The shares vest on a quarterly basis over the next three years and are subject to forfeiture in the event of their termination of service to the Company under specified circumstances.

The following table summarizes the Company's restricted stock activity under the 2016 Plan:

	Shares	Wtd. Avg. Price at Date of Issuance
Nonvested at December 31, 2018	45,486	\$ 21.61
Granted	22,603	16.67
Vested	(22,917)	23.28
Nonvested at June 30, 2019	<u>45,172</u>	<u>18.28</u>

#### *Accumulated Other Comprehensive Loss*

The changes in accumulated other comprehensive loss by component for the first six months of 2019 were as follows (in thousands):

	Foreign Currency Translation Adjustment	Unrealized Gains/(Losses) on Available-For-Sale Investments	Total
Balance, December 31, 2018	\$ (1,217)	\$ (33)	\$ (1,250)
Other comprehensive income	47	11	58
Balance, June 30, 2019	<u>\$ (1,170)</u>	<u>\$ (22)</u>	<u>\$ (1,192)</u>

## 7. LEASES

The Company leases 9,600 square feet of office space in Hong Kong with a term expiring in February 2021.

The Company leases 4,900 square feet of office space in Rolling Hills Estates, California with a term expiring in September 2025. To help further develop the market for its products in North America, the Company leases 2,400, 1,600 and 2,000 square feet of retail space in Monterey Park, California, Richmond, British Columbia, and Metuchen, New Jersey, respectively. The Monterey Park, Richmond and Metuchen locations have terms expiring in August 2020, February 2021, and November 2022, respectively.

The Company leases nine branch offices throughout China, and additional office space in Peru, Japan, Taiwan, South Korea, Singapore, Malaysia, Vietnam, Indonesia, Thailand, India, and the Cayman Islands. The Company also leases a multi-purpose facility and factory in Zhongshan, China and 11 service stations throughout the city of Guangzhou, China that serve or will in the future serve the needs of its Chinese consumers. The Company contracts with third parties for fulfillment and distribution operations in all of its international markets. None of the Company's third party logistics contracts contain a lease as the Company does not have the right to access the warehouses or move its inventories at will.

The components of lease cost for the three months and six months ended June 30, 2019 were as follows (in thousands):

	Three Months Ended June 30, 2019	Six Months Ended June 30, 2019
Operating leases	\$ 523	\$ 1,032
Short-term leases	62	128
Total lease cost	<u>\$ 585</u>	<u>\$ 1,160</u>

Cash paid for amounts included in the measurement of operating leases liabilities was \$577,000 and \$1.1 million for the three months and six months ended June 30, 2019, respectively.

The weighted-average remaining lease term and discount rate related to operating leases as of June 30, 2019 were as follows:

Weighted-average remaining lease term (in years)	3.3
Weighted-average discount rate	5.5 %

As most of our leases do not provide an implicit rate, the Company used its incremental borrowing rate, or the rate of each of its subsidiaries if available, based on the information available at the lease commencement date to determine the present value of lease payments.

The annual scheduled lease payments of our operating lease liabilities as of June 30, 2019 were as follows (in thousands):

Remainder of 2019	\$	964
2020		1,655
2021		619
2022		431
2023		246
Thereafter		400
Total lease payments	<u>\$</u>	<u>4,315</u>
Less: imputed interest		(446 )
Present value of lease liabilities	<u>\$</u>	<u>3,869</u>

For all asset classes, the Company elected not to recognize assets or liabilities at the acquisition date for leases that, at the acquisition date, have a remaining lease term of 12 months or less. Additionally, for all asset classes, the Company choose not to separate nonlease components from lease components and instead account for the combined lease and nonlease components associated with that lease component as a single lease component.

## 8. INCOME TAXES

The effective income tax rate for the three and six months ended June 30, 2019 was impacted by recording the effect of the Tax Cuts and Jobs Act (the "Tax Act"), enacted on December 22, 2017 by the U.S. government. The Tax Act makes broad and complex changes to the Internal Revenue Code of 1986, as amended, which has affected the Company's quarter ended June 30, 2019, including, but not limited to, requiring an annual tax on the earnings and profits of any greater than 10% owned foreign controlled corporation.

On December 22, 2017, the Securities and Exchange Commission staff issued Staff Accounting Bulletin No. 118 ("SAB 118"), which provides guidance on accounting for tax effects of the Tax Act. SAB 118 provided a measurement period that should not extend beyond one year from the Tax Act enactment date for companies to complete the accounting under ASC 740, *Income Taxes*. In accordance with the expiration of the SAB 118 measurement period, we completed the assessment of the income tax effect of the Tax Act for the year ended December 31, 2017 in the fourth quarter of tax year 2018. All adjustments recorded to the provisional amounts have been included as an adjustment to income tax expense.

As a result of the Tax Act, the Company recorded additional income tax expense due to the Global Intangible Low Taxed Income inclusion on current earnings and profits of greater than 10% owned foreign controlled corporations ("GILTI"). To determine the amount of GILTI inclusion, the Company must determine, in addition to other factors, the current earnings of foreign controlled corporations, as well as the amount of foreign taxes paid by the foreign entities. The law provides that corporate taxpayers may benefit from a 50% reduction in the GILTI inclusion, subject to certain limitations, which effectively reduces the 21% U.S. corporate tax rate on the foreign income to an effective rate of 10.5%. The GILTI inclusion further provides for a foreign tax credit in connection with the foreign taxes paid. The Company is projecting to record income tax expense for GILTI of \$356,000, net of \$222,000 foreign tax credits for the year ending December 31, 2019. Such projected expense has been included in the effective tax rate applied to the quarter.

As of June 30, 2019, the Company does not have a valuation allowance against its U.S. deferred tax assets. The Company analyzed all sources of available income and determined that they are more likely than not to realize the tax benefits of their deferred assets.

As of June 30, 2019, the Company has a valuation allowance against certain foreign deferred tax assets. The Company is recording a valuation allowance in foreign jurisdictions with an overall net operating loss. The valuation allowance will be reduced at such time as management believes it is more likely than not that the deferred tax assets will be realized. Any reductions in the valuation allowance will reduce future income tax provision.

As of June 30, 2019, the Company has no U.S. federal net operating loss or credit carryforwards as any attributes generated are expected to be fully utilized to offset tax in the current year. At December 31, 2018, the Company had foreign net operating loss carryforwards of approximately \$1.2 million in various jurisdictions with various expirations.

As a result of capital return activities, the Company determined that a portion of its current undistributed foreign earnings is no longer deemed reinvested indefinitely by its non-U.S. subsidiaries. For state income tax purposes, the Company will continue to periodically reassess the needs of its foreign subsidiaries and update its indefinite reinvestment assertion as necessary. To the extent that additional foreign earnings are not deemed permanently reinvested, the Company expects to recognize additional income tax provision at the applicable state corporate income tax rate. As of June 30, 2019, the Company has recorded a state deferred tax liability for earnings that the Company plans to repatriate out of accumulated earnings in future periods. Due to the Tax Act, repatriation from foreign subsidiaries will be offset with a dividends received deduction, resulting in little to no impact on federal tax expense. All undistributed earnings in excess of 50% of current earnings on an annual basis are intended to be reinvested indefinitely as of June 30, 2019.

The Company and its subsidiaries file tax returns in the United States, California, New Jersey and Texas and various foreign jurisdictions. During the fourth quarter of 2018, the Company was notified that it was selected for audit of the 2016 tax year by the U.S. Internal Revenue Service. For purposes of this audit, fiscal years 2007 through 2016 are open for examination by tax authorities as a result of net operating loss carryovers from older years being used to offset income in recent tax years. No adjustments have been proposed at this time. The Company is no longer subject to state income tax examinations for years prior to 2014. No other jurisdictions are currently examining any income tax returns of the Company.

## 9. COMMITMENTS AND CONTINGENCIES

### *Securities Class Action*

On January 8, 2019, the Company and its two executive officers were named in a putative securities class action filed in the United States District Court for the Central District of California, captioned *Kauffman v. Natural Health Trends Corp.*, Case No. 2:19-cv-00163. The complaint purports to assert claims on behalf of all persons who purchased or otherwise acquired our common stock between April 27, 2016 and January 5, 2019, inclusive, under (i) Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 10b-5 promulgated thereunder against the Company and Chris T. Sharng and Timothy S. Davidson (together, the “Individual Defendants”), and (ii) Section 20(a) of the Exchange Act against the Individual Defendants. The complaint alleges, in part, that the Company made materially false and misleading statements regarding the legality of its business operations in China, including running an allegedly illegal multilevel marketing business. The complaint seeks an indeterminate amount of damages, plus interest and costs. On May 3, 2019, the court issued an order appointing Xia Yang as lead plaintiff and appointing The Rosen Law Firm, P. A. as lead counsel. On June 3, 2019, lead plaintiff filed an amended complaint. On June 27, 2019, the parties filed a joint stipulation seeking to postpone briefing on defendants’ motion to dismiss to allow the parties to continue ongoing discussions. Such joint stipulation was granted on July 1, 2019, and defendants’ motion to dismiss is now due on or before September 6, 2019. Defendants believe that these claims are without merit and intend to vigorously defend against them.

### *Other Matters*

The Company is currently involved in a legal matter with one of its vendors and an outside party. Per the royalty agreement with the vendor, the Company believes that it is fully indemnified in the event of an unfavorable outcome and any potential settlement costs related to the matter would be fully covered by the Company’s vendor.

Since August 2016, the SEC has been conducting a non-public investigation to determine whether there have been violations of the federal securities laws relating to the trading of the Company’s securities. The Company has fully cooperated with the SEC and has and continues to provide documents in response to subpoenas. The SEC has expressly stated that its document requests should not be construed as an indication that any violation of law has occurred, or as a reflection upon any person, entity, or security. The amount of time needed to resolve this matter is uncertain, and the Company cannot predict the outcome or whether it will face additional governmental inquiries or other actions.

## 10. RELATED PARTY TRANSACTIONS

In February 2013, the Company entered into a Royalty Agreement and License with Broady Health Sciences, L.L.C., a Texas limited liability company, (“BHS”) regarding the manufacture and sale of a product called *ReStor*<sup>TM</sup>. George K. Broady, a director of the Company and beneficial owner of more than 5% of its outstanding common stock, is owner of BHS. Under the agreement, the Company agreed to pay BHS a royalty based on a price per unit in return for the right to manufacture (or have manufactured), market, import, export and sell this product worldwide, with certain rights being exclusive outside the United States. Such royalties were \$29,000 and \$93,000 for the three months ended June 30, 2019 and 2018, respectively, and \$56,000 and \$176,000 for the six months ended June 30, 2019 and 2018, respectively. The Company is not required to purchase any product under the agreement, and the agreement may be terminated at any time on 120 days’ notice or, under certain circumstances, with no notice. Otherwise, the agreement terminates March 31, 2020.

The Company procured in China and arranged for shipment to The Aberdeen Group, LLC (“Aberdeen”) one order of apparel products in the amount of \$7,100 during the three months ended March 31, 2019. Aberdeen is owned 40% by Sharng Holdings, which is wholly-owned by the Company’s president, Chris T. Sharng, and his wife, 40% by Mr. Broady, and 20% by an unrelated third party. Aberdeen promptly paid the Company for the product and shipping cost incurred. Given the Company’s provision of such product sourcing service to Aberdeen, Aberdeen also paid the Company a market-based fee consistent with the provision of such service of \$420. The Company analyzed the nature of the transaction with Aberdeen to determine whether it could be construed a violation under the guidelines of Section 402 of the Sarbanes-Oxley Act of 2002. The Company, through advice from its legal counsel, concluded that there is not a reasonable possibility that the transaction with Aberdeen would be deemed a violation of Section 402. This relationship between the Company and Aberdeen ceased following the completion of this transaction.

On May 17, 2019, the Company entered into a Stock Repurchase Agreement with The George K. Broady 2012 Irrevocable Trust (“Broady Trust”). Mr. Broady is the trustee and a beneficiary of the Broady Trust. The Stock Repurchase Agreement, which the Company and the Broady Trust entered into in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, provided for the Company’s purchase of common stock from the Broady Trust in off-the-market, private

transactions at a rate of 0.4105 times the number of shares purchased by the Company's broker in conjunction with the stock repurchase program authorized by the Company's Board of Directors on May 16, 2019. The Company's purchases from the Broady Trust concluded on May 31, 2019, were completed at a per share purchase price equal to the weighted average price per share paid by the Company's broker in its open-market purchases, and resulted in an aggregate purchase price of \$1.9 million. See Note 6.

## **Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **Business Overview**

We are an international direct-selling and e-commerce company. Subsidiaries controlled by us sell personal care, wellness, and "quality of life" products under the "NHT Global" brand. Our wholly-owned subsidiaries have an active physical presence in the following markets: the Americas, which consists of the United States, Canada, Cayman Islands, Mexico and Peru; Greater China, which consists of Hong Kong, Taiwan and China; Southeast Asia, which consists of Singapore, Malaysia, Thailand and Vietnam; South Korea; Japan; India; and Europe. We also operate in Russia and Kazakhstan through our engagement with a local service provider.

As of June 30, 2019, we were conducting business through 78,280 active members, compared to 87,340 three months ago and 93,000 a year ago. We consider a member "active" if they have placed at least one product order with us during the preceding year. Our priority is to focus our resources in our most promising markets, which we consider to be Greater China and countries where our existing members have the connections to recruit prospects and sell our products, such as Southeast Asia, India, South America and Europe.

We generate approximately 94% of our net sales from subsidiaries located outside the Americas, with sales of our Hong Kong subsidiary representing 83% of net sales in the latest fiscal quarter. Because of the size of our foreign operations, operating results can be impacted negatively or positively by factors such as foreign currency fluctuations, and economic, political and business conditions around the world. In addition, our business is subject to various laws and regulations, in particular, regulations related to direct selling activities that create uncertain risks for our business, including improper claims or activities by our members and potential inability to obtain necessary product registrations. We have identified certain matters of potential noncompliance and are working on a continuing basis to satisfactorily address such matters. For further information regarding some of the risks associated with the conduct of our business in China, see generally in "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2018, and more specifically under the captions "Risk Factors - Because our Hong Kong operations account for a substantial portion of our overall business..." and "Risk Factors - Our operations in China are subject to compliance with a myriad of applicable laws and regulations..."

China has been and continues to be our most important business development project. We operate an e-commerce direct selling model in Hong Kong that generates revenue derived from the sale of products to members in Hong Kong and elsewhere, including China. Substantially all of our Hong Kong revenues are derived from the sale of products that are delivered to members in China. Through a separate Chinese entity, we operate an e-commerce retail platform in China. We believe that neither of these activities require a direct selling license in China, which we do not currently hold. We have previously sought to obtain a direct selling license, and in August 2015 initiated the process for submitting a new preliminary application for a direct selling license in China. If we are able to obtain a direct selling license in China, we believe that the incentives inherent in the direct selling model in China would incrementally benefit our existing business. We do not expect that any increased sales in China derived from obtaining a direct selling license would initially be material and, in any event may be partially offset by the higher fixed costs associated with the establishment and maintenance of required service centers, branch offices, manufacturing facilities, certification programs and other legal requirements. We are unable to predict whether and when we will be successful in obtaining a direct selling license to operate in China, and if we are successful, when we will be permitted to conduct direct selling operations and whether such operations would be profitable.

To date, the recently enacted tariffs and the trade disputes between the United States and China have not materially impacted our business, although they may have negatively impacted the value of the Chinese yuan, which has in turn negatively affected our Hong Kong revenues because the prices at which our Chinese members can purchase our products have effectively increased. In the event the trade disputes between the United States and China continue or intensify, our business could be negatively impacted in the future. For more information, see "Item 1A. Risk Factors - Recently enacted tariffs, other potential changes to tariff and import/export regulations, and ongoing trade disputes between the United States and other jurisdictions, particularly China, may have a negative effect on global economic conditions and our business, financial results and financial condition" in our Annual Report on Form 10-K for the year ended December 31, 2018.

On January 8, 2019, the Chinese government announced a 100-day campaign focused on companies involved in the sale of food, equipment, daily necessities, small home electrical appliances and services that are claimed to promote health. The Chinese government ministries in charge of this campaign indicated that they are targeting illegal practices in the industry, particularly the manufacture and sale of counterfeit and substandard products, and false advertising and misleading claims as to the health benefits of products and services. It is understood that the campaign is specifically focused on the business practices of direct selling companies. During the campaign, we understand that the government will not issue any additional direct selling licenses, will cease issuing certifications of quality or other approvals of various healthcare products, will review its regulatory oversight of the industry, and will prohibit companies from conducting large distributor meetings. We believe that the campaign will continue to negatively impact our business in China in the short-term, but will benefit us and Chinese consumers in the long-term as purveyors of substandard products are driven from the market. Since it was implemented, the campaign and associated negative media coverage has had a significant impact on our business, as consumers have widely curtailed their purchases within the affected industries. We, like some of our peers, voluntarily decided in January 2019 to temporarily suspend our member activities, such as product roadshows, product trainings and larger company-sponsored events, in China. We did this because we have learned that the 100-day campaign was announced in broad outlines by the central government, and the interpretation and enforcement of the campaign was delegated to the provincial and local governments. We consider it a top priority for our business to develop an understanding of and cooperate with all levels and jurisdictions of the government agencies, and did not want to run the risk of being inadvertently entangled in government enforcement actions as the provincial and local governments formulate and implement their interpretive guidance and rule-making. Although we understand the 100-day campaign was to expire on or about April 18, 2019, we are not aware of any information indicating that the campaign has concluded. In any case, these recent events and our currently effective suspension of member activities are negatively impacting our business in Hong Kong and China. Our Hong Kong net sales (substantially all of which were derived from products shipped to members residing in China) for the first half of 2019 were substantially lower than the comparable period in 2018, and it's likely that we will experience continued lower net sales for the foreseeable future. While we were able to achieve modest net income during the three-month period ended June 30, 2019, the substantial decline in net sales during the first half of 2019 resulted in a net loss for the six-month period ended June 30, 2019, as well as negative cash flows and a decreasing cash balance. Inasmuch as we expect to continue experiencing lower net sales, we anticipate that our financial performance will continue to be negatively affected for the foreseeable future. See "Item 1A. Risk Factors - Our operations in China are subject to compliance with a myriad of applicable laws and regulations..." in our Annual Report on Form 10-K for the year ended December 31, 2018.

### **Income Statement Presentation**

We mainly derive revenue from sales of products. Substantially all of our product sales are to independent members at published wholesale prices. Product sales are recognized when the products are shipped and title passes to independent members, which generally is upon our delivery to the carrier that completes delivery to the members. We estimate and accrue a reserve for product returns based on our return policies and historical experience. We bill members for shipping charges and recognize the freight revenue in net sales. We have elected to account for shipping and handling activities performed after title has passed to members as a fulfillment cost, and accrue for the costs of shipping and handling if revenue is recognized before the contractually obligated shipping and handling activities occurs. Event and training revenue is deferred and recognized as the event or training occurs.

Cost of sales consists primarily of products purchased from third-party manufacturers, freight cost for transporting products to our foreign subsidiaries and shipping products to members, import duties, packing materials, product royalties, costs of promotional materials sold to our members at or near cost, and provisions for slow moving or obsolete inventories. Cost of sales also includes purchasing costs, receiving costs, inspection costs and warehousing costs.

Member commissions are our most significant expense and are classified as an operating expense. Under our compensation plan, members are paid weekly commissions by our subsidiary in which they are enrolled, generally in their home country currency, for product purchases by their down-line member network across all geographic markets. Our China subsidiary maintains an e-commerce retail platform and does not pay commissions, although our Chinese members may participate in our compensation plan through our other subsidiaries. This "seamless" compensation plan enables a member located in one country to enroll other members located in other countries where we are authorized to conduct our business. Currently, there are basically two ways in which our members can earn income:

- through commissions paid on the accumulated bonus volume from product purchases made by their down-line members and customers; and

- through retail profits on sales of products purchased by members at wholesale prices and resold at retail prices (for purchasers in some of our smaller markets and purchasers from our China subsidiary, sales are for personal consumption only and income may not be earned through retail profits).

Each of our products is designated a specified number of bonus volume points. Commissions are based on total personal and group bonus volume points per weekly sales period. Bonus volume points are essentially a percentage of a product's wholesale price. As the member's business expands from successfully enrolling other members who in turn expand their own businesses by selling product to other members, the member receives higher commissions from purchases made by an expanding down-line network. In some of our markets, to be eligible to receive commissions, a member may be required to make nominal monthly or other periodic purchases of our products. Certain of our subsidiaries do not require these nominal purchases for a member to be eligible to receive commissions. In determining commissions, the number of levels of down-line members included within the member's commissionable group increases as the number of memberships directly below the member increases.

Under our current compensation plan, certain of our commission payouts may be limited to a hard cap dollar amount per week or a specific percentage of total product sales. In some markets, commissions may be further limited. In some markets, we also pay certain bonuses on purchases by up to three generations of personally sponsored members, as well as bonuses on commissions earned by up to seven generations of personally sponsored members. Members can also earn additional income, trips and other prizes in specific time-limited promotions and contests we hold from time to time. Member commissions are dependent on the sales mix and, for the first six months of 2019 and 2018, represented 49% and 44%, respectively, of net sales. Occasionally, we make modifications and enhancements to our compensation plan to help motivate members, which can have an impact on member commissions. We may also enter into performance-based agreements for business or market development, which can result in additional compensation to specific members.

Selling, general and administrative expenses consist of administrative compensation and benefits, travel, credit card fees and assessments, professional fees, certain occupancy costs, and other corporate administrative expenses (including stock-based compensation). In addition, this category includes selling, marketing, and promotion expenses (including the costs of member training events and conventions that are designed to increase both product awareness and member recruitment). Because our various member conventions are not always held at the same time each year, interim period comparisons will be impacted accordingly.

The functional currency of our international subsidiaries is generally their local currency. Local currency assets and liabilities are translated at the rates of exchange on the balance sheet date, and local currency revenues and expenses are translated at average rates of exchange during the period. Equity accounts are translated at historical rates. The resulting translation adjustments are recorded directly into accumulated other comprehensive income.

Sales by our foreign subsidiaries are generally transacted in the respective local currencies and are translated into U.S. dollars using average rates of exchange for each monthly accounting period to which they relate. Most of our product purchases from third-party manufacturers are transacted in U.S. dollars. Consequently, our sales and net earnings are affected by changes in currency exchange rates, with sales and earnings generally increasing with a weakening U.S. dollar and decreasing with a strengthening U.S. dollar.



## Results of Operations

The following table sets forth our operating results as a percentage of net sales for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Net sales	100.0 %	100.0%	100.0 %	100.0%
Cost of sales	23.1	20.4	24.9	20.0
Gross profit	76.9	79.6	75.1	80.0
Operating expenses:				
Commissions expense	48.7	43.8	48.9	43.8
Selling, general and administrative expenses	28.3	15.9	32.6	16.7
Total operating expenses	77.0	59.7	81.5	60.5
Income (loss) from operations	(0.1)	19.9	(6.4)	19.5
Other income, net	1.6	0.1	1.9	0.2
Income (loss) before income taxes	1.5	20.0	(4.5)	19.7
Income tax provision (benefit)	(0.1)	2.2	(0.9)	2.4
Net income (loss)	1.6 %	17.8%	(3.6)%	17.3%

### Net Sales

The following table sets forth revenue by market for the periods indicated (in thousands):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2019		2018		2019		2018	
Americas <sup>1</sup>	\$ 1,393	5.9%	\$ 1,855	3.6%	\$ 2,908	6.8%	\$ 3,391	3.3%
Hong Kong <sup>2</sup>	19,524	83.3	44,615	87.7	34,890	81.6	92,234	89.3
China	557	2.4	2,553	5.0	1,613	3.8	3,812	3.7
Taiwan	1,057	4.5	937	1.8	1,691	3.9	1,998	1.9
South Korea	84	0.4	140	0.3	190	0.4	259	0.3
Japan	50	0.2	44	0.1	94	0.2	109	0.1
Singapore	18	0.1	51	0.1	30	0.1	82	0.1
Malaysia	85	0.4	57	0.1	119	0.3	100	0.1
Russia and Kazakhstan	200	0.8	239	0.5	418	1.0	442	0.4
Europe	331	1.4	419	0.8	674	1.6	850	0.8
India	129	0.6	—	—	129	0.3	—	—
Total	\$ 23,428	100.0%	\$ 50,910	100.0%	\$ 42,756	100.0%	\$ 103,277	100.0%

<sup>1</sup> United States, Canada, Mexico and Peru

<sup>2</sup> Substantially all of our Hong Kong revenues are derived from the sale of products that are delivered to members in China. See "Item 1A. Risk Factors" in our most recent Annual Report on Form 10-K.

Net sales were \$23.4 million for the three months ended June 30, 2019 compared with \$50.9 million for the comparable period a year ago, a decrease of \$27.5 million, or 54%. Hong Kong net sales, substantially all of which were shipped to members residing in China, decreased \$25.1 million, or 56%, over the comparable period a year ago. Our revenue decrease resulted from the continued impact of the comprehensive 100-day campaign in China mentioned above, as we voluntarily decided in January 2019 to temporarily suspend our member activities, such as product roadshows, product trainings and larger company-sponsored events in China. While the 100-day period technically expired in mid-April, the operating environment in China remains restrictive and adversely impacted our performance during the second quarter as compared with the same period last year. Consequently, net sales were \$42.8 million for the six months ended June 30, 2019 compared with \$103.3 million for the comparable period a year ago, a decrease of \$60.5 million, or 59%. Hong Kong net sales decreased \$57.3 million, or 62%, over the comparable period a year ago.

Outside of our Hong Kong business, net sales decreased \$2.4 million, or 38%, over the comparable three month period a year ago, driven largely by a 78% decrease in our China e-commerce business, which was also indirectly impacted by the 100-day campaign and our temporary suspension of activities. Over the comparable six month period a year ago, net sales outside of our Hong Kong business decreased \$3.2 million, or 29%, driven largely by a 58% decrease in our China e-commerce business.

As of June 30, 2019, deferred revenue was \$3.4 million, which primarily consisted of \$1.2 million pertaining to unshipped product orders and \$2.0 million pertaining to auto ship advances.

#### *Gross Profit*

Gross profit was 76.9% of net sales for the three months ended June 30, 2019 compared with 79.6% of net sales for the three months ended June 30, 2018 and 73.0% of net sales for the three months ended March 31, 2019, and 75.1% of net sales for the six months ended June 30, 2019 compared with 80.0% of net sales for the six months ended June 30, 2018. The gross profit margin percentage decrease for both the three and six month periods ended June 30, 2019 was primarily attributable to product promotions, specifically an AquaPur Water Purifier promotion during the first quarter of 2019, and higher logistics costs.

#### *Commissions*

Commissions were 48.7% of net sales for the three months ended June 30, 2019, compared with 43.8% of net sales for the three month period ended June 30, 2018, and 48.9% of net sales for the six months ended June 30, 2019, compared with 43.8% for the comparable period a year ago. The increase as a percentage of net sales was largely due to a special incentive, which resulted in incentive costs of 5.5% and 5.7% of revenue for the three and six month periods ended June 30, 2019, respectively.

#### *Selling, General and Administrative Expenses*

Selling, general and administrative expenses were \$6.6 million for the three months ended June 30, 2019 compared with \$8.1 million in the same period a year ago. For the six months ended June 30, 2019, selling, general and administrative expenses were \$13.9 million compared with \$17.2 million for the comparable period a year ago. The decreases in selling, general and administrative expenses during the 2019 three-month and six-month periods as compared to the 2018 periods are mainly due to a decrease in both employee-related costs and credit card fees, partially offset by distributor and other event costs and professional fees.

#### *Income Taxes*

An income tax benefit of \$28,000 and an income tax provision of \$1.1 million was recognized during the three month periods ended June 30, 2019 and 2018, respectively. An income tax benefit of \$382,000 was recognized for the six months ended June 30, 2019 compared with an income tax provision of \$2.5 million for the comparable period a year ago. The decrease for both periods is due primarily to a smaller forecasted operating profit in foreign jurisdictions during 2019. As a result, the Global Intangible Low-Tax Income ("GILTI") inclusion, which subjects U.S. taxpayers owning at least 10% of a foreign controlled corporation to current taxation on the earnings and profits of the foreign corporation, decreased as compared to the same periods in 2018.

## Liquidity and Capital Resources

At June 30, 2019, our cash and cash equivalents totaled \$108.1 million. Total cash and cash equivalents decreased by \$24.5 million from December 31, 2018 to June 30, 2019, primarily due to the net loss incurred, the payment of prior year accrued commissions, stock repurchases and dividends paid during the year. We consider all highly liquid investments with original maturities of three months or less, when purchased, to be cash equivalents. As of June 30, 2019, we had \$86.3 million in available-for-sale investments classified as cash equivalents. In addition, cash and cash equivalents included \$9.8 million held in banks located within China subject to foreign currency controls.

As of June 30, 2019, the ratio of current assets to current liabilities was 3.95 to 1.00 and we had \$93.0 million of working capital. Working capital as of June 30, 2019 decreased \$14.1 million compared to our working capital as of December 31, 2018, due primarily to the decrease in cash and cash equivalents during these six months ended June 30, 2019 as stated above, as well as the \$1.7 million of operating lease liabilities recognized on the balance sheet at June 30, 2019 due to the adoption of the new lease accounting standard effective January 1, 2019.

Cash used in operations was \$15.1 million for the first six months of 2019 compared with \$16.5 million cash provided by operations in the comparable period of 2018. The decrease in operating cash flows resulted primarily from the net loss incurred and the decrease in accrued commissions.

Cash flows used in investing activities totaled \$141,000 and \$113,000 during the first six months of 2019 and 2018, respectively.

Cash flows used in financing activities during the first six months of 2019 totaled \$9.4 million. On January 12, 2016, the Board of Directors authorized an increase to the Company's stock repurchase program first approved on July 28, 2015 from \$15.0 million to \$70.0 million. Repurchases are expected to be executed to the extent that the Company's earnings and cash-on-hand allow, and are made in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Exchange Act. For all or a portion of the authorized repurchase amount, the Company may enter into one or more plans that are compliant with Rule 10b5-1 of the Exchange Act that are designed to facilitate these purchases. The stock repurchase program does not require the Company to acquire a specific number of shares, and may be suspended from time to time or discontinued.

On May 16, 2019, the Company's Board of Directors authorized the Company to proceed with the purchase of up to \$8.0 million in shares of common stock under the foregoing stock repurchase program. In connection therewith, the Company was advised that George K. Broady, a director of the Company and beneficial owner of more than 5% of its outstanding shares of common stock, would participate in the stock repurchase program on a basis roughly proportional to his family's ownership interest. During May 2019, the Company authorized its broker to proceed with the purchase of shares of the Company's common stock in the open market. The stock repurchases, which included both open market purchases and the purchase of shares from Mr. Broady, resulted in the Company purchasing a total of 612,729 shares of its common stock for an aggregate purchase price of \$6.7 million, plus transaction costs. As of June 30, 2019, \$25.3 million of the \$70.0 million stock repurchase program approved on July 28, 2015 and increased on January 12, 2016 remained available for future purchases, inclusive of related estimated income tax. Other financing cash flows during the first six months of 2019 included the following dividend payments (in thousands, except per share amounts):

Declaration Date	Per Share	Amount	Record Date	Payment Date
January 27, 2019 (special)	0.08	\$ 912	March 5, 2019	March 15, 2019
January 27, 2019	0.16	\$ 1,824	March 5, 2019	March 15, 2019
	<u>\$ 0.24</u>	<u>\$ 2,736</u>		

Cash flows used in financing activities during the first six months of 2018 consisted solely of dividend payments totaling \$23.1 million.

We believe that our existing internal liquidity, supported by cash on hand and cash flows from operations should be adequate to fund normal business operations and address our financial commitments for the foreseeable future.

We do not have any significant unused sources of liquid assets. If necessary, we may attempt to generate more funding from the capital markets, but currently we do not believe that will be necessary.

Our priority is to focus our resources on investing in our most important markets, which we consider to be Greater China and countries where our existing members may have the connections to recruit prospects and sell our products, such as Southeast Asia, India, South America and Europe. We will continue to invest in our Mainland China entity for such purposes as establishing China-based manufacturing capabilities, increasing public awareness of our brand and our products, sourcing more Chinese-made products, building a chain of service stations, opening additional Healthy Lifestyle Centers or branch offices, adding local staffing and other requirements for a China direct selling license application.

### **Critical Accounting Policies and Estimates**

A summary of our significant accounting policies is provided in Note 1 of the Notes to Consolidated Financial Statements in “Item 8. Financial Statements and Supplementary Data” of our Annual Report on Form 10-K filed with the United States Securities and Exchange Commission (SEC) on April 26, 2019. The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported period. The process of determining significant estimates is fact specific and takes into account historical experience and current and expected economic conditions. To the extent that there are material differences between the estimates and actual results, future results of operations will be affected.

Critical accounting policies and estimates are defined as both those that are material to the portrayal of our financial condition and results of operations and as those that require management’s most subjective judgments. Management believes our critical accounting policies and estimates are those related to revenue recognition, as well as those used in the determination of liabilities related to member commissions and income taxes.

*Revenue Recognition.* All revenue is recognized when the performance obligations under a contract are satisfied. Product sales are recorded when the products are shipped and title passes to independent members. Product sales to members are made pursuant to a member agreement that provides for transfer of both title and risk of loss upon our delivery to the carrier that completes delivery to the members, which is commonly referred to as “F.O.B. Shipping Point.” We primarily receive payment by credit card at the time members place orders. Our sales arrangements do not contain right of inspection or customer acceptance provisions other than general rights of return. Amounts received for unshipped product are recorded as deferred revenue. Such amounts totaled \$1.2 million and \$4.6 million at June 30, 2019 and December 31, 2018, respectively. Shipping charges billed to members are included in net sales. Costs associated with shipments are included in cost of sales. Event and training revenue is deferred and recognized as the event or training occurs.

Additionally, deferred revenue includes advances for auto ship orders. In certain markets, when a member’s cumulative commission income reaches a certain threshold, a percentage of the member’s weekly commission is held back as an advance and applied to an auto ship order once the accumulated amount of the advances is sufficient to pay for the pre-selected auto ship package of the member. Such advances were \$2.0 million and \$1.9 million at June 30, 2019 and December 31, 2018, respectively.

*Commissions.* Independent members earn commissions based on total personal and group bonus volume points per weekly sales period. Each of our products are designated a specified number of bonus volume points, which is essentially a percentage of the product’s wholesale price. We accrue commissions when earned and as the related revenue is recognized and pay commissions on product sales generally two weeks following the end of the weekly sales period.

Independent members may also earn incentives based on meeting certain qualifications during a designated incentive period, which may range from several weeks to up to a year. For each individual incentive, we estimate the total number of qualifiers as well as the expected per qualifier cost and accrue all costs associated with incentives throughout the qualification period. We regularly review and update, if necessary, the estimates of both qualifiers and cost as more information is obtained during the qualification period. Any resulting change in total cost is recognized over the remaining qualification period. Long-term promotions and incentives (lasting up to one year) can, in particular, result in uncertain ultimate cost. Accrued commissions, including the estimated cost of our international recognition incentive program and other supplemental programs, totaled \$7.1 million and \$12.5 million at June 30, 2019 and December 31, 2018, respectively.

*Income Taxes.* Deferred income taxes are recognized for differences between the financial reporting and tax bases of assets and liabilities at enacted statutory rates for the years in which the temporary differences are expected to be recovered or settled. We evaluate the probability of realizing the future benefits of any of our deferred tax assets and record a valuation allowance when we believe a portion or all of our deferred tax assets may not be realized. Deferred tax expense or benefit is a result of changes in deferred tax assets and liabilities. Based on the technical merits of our tax position, tax benefits may be recognized if we determine it is more likely than not that our position will be sustained on examination by tax authorities. The complex nature of these estimates requires us to anticipate the likely application of tax law and make judgments on the largest benefit that has a greater than fifty percent likelihood of being realized prior to the completion and filing of tax returns for such periods. As of June 30, 2019, we do not have a valuation allowance against our U.S. deferred tax assets. We maintain a valuation allowance in certain foreign jurisdictions with an overall tax loss. The valuation allowance will be reduced at such time as management believes it is more likely than not that the deferred tax assets will be realized. Any reductions in the valuation allowance will reduce future income tax provision.

Provision for income taxes depends on the statutory tax rates in each of the jurisdictions in which we operate. As a result of capital return activities, we determined that a portion of our current undistributed foreign earnings are no longer deemed reinvested indefinitely by our non-U.S. subsidiaries. For state income tax purposes, we will continue to periodically reassess the needs of our foreign subsidiaries and update our indefinite reinvestment assertion as necessary. The Tax Act, enacted on December 22, 2017 by the U.S. government, required a one-time repatriation tax on certain un-repatriated earnings of foreign subsidiaries at a rate of 15.5% tax on post-1986 foreign earnings held in cash and an 8% rate on all other post-1986 earnings. Due to the adoption of a territorial tax regime, any foreign source portion of a qualified dividend received by a 10% U.S. corporate shareholder is exempt from U.S. federal tax, therefore resulting in any future repatriation having a minimal effect on our effective tax rate. To the extent that additional foreign earnings are not deemed permanently reinvested, we expect to recognize additional income tax provision at the applicable U.S. state corporate tax rate(s). As of June 30, 2019, we have accrued tax liabilities for earnings that we plan to repatriate out of accumulated earnings in future periods for state tax purposes only. All undistributed earnings in excess of 50% of current earnings on an annual basis are intended to be reinvested indefinitely as of June 30, 2019.

We estimate what our effective tax rate will be for the full fiscal year at each interim reporting period and record a quarterly tax provision based on that estimated effective tax rate. Throughout the year that estimated rate may change based on variations in our business, changes in our corporate structure, changes in the geographic mix and amount of income, applicable tax laws and regulations, communications with tax authorities, as well as our estimated and actual level of annual pre-tax income. We adjust our income tax provision in the reporting period in which the change in our estimated rate occurs so that the year-to-date provision is consistent with the anticipated annual tax rate.

### **Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable under smaller reporting company disclosure rules.

### **Item 4. CONTROLS AND PROCEDURES**

#### **Disclosure Controls and Procedures**

Management, with the participation of the Company's principal executive officer and principal financial officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of June 30, 2019. The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to management, including the Company's principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, the principal executive officer and principal financial officer concluded that, due to a material weakness in internal control over financial reporting described in Part II, Item 9A of our Annual Report on Form 10-K for the year ended December 31, 2018, our disclosure controls and procedures were not effective as of June 30, 2019.

#### **Changes in Internal Control over Financial Reporting**

Other than with respect to the remediation efforts discussed below, there were no changes in internal control over financial reporting that occurred during the fiscal quarter ended June 30, 2019 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

### **Remediation Efforts to Address Material Weakness**

Management, with oversight from the Audit Committee, implemented a plan intended to remediate the material weakness identified as of December 31, 2018 related to the Company's review of shipment documentation provided by its third-party logistics ("3PL") facilities. In addition to enhancements of certain existing controls, the remediation plan included the following new controls:

- Obtaining and documenting a sufficient sample of product orders during each quarterly period and ensuring that the underlying shipment documentation agrees with the shipment date as provided by the 3PLs; and
- Review of monthly deferred revenue reports by logistics staff to ensure unshipped items are validated.

We believe these controls are effectively designed based upon the walkthroughs performed. We expect to complete sufficient testing of these controls during the third quarter of 2019 to fully remediate this material weakness.

## PART II — OTHER INFORMATION

### Item 1. LEGAL PROCEEDINGS

#### Securities Class Action

On January 8, 2019, the Company and its two executive officers were named in a putative securities class action filed in the United States District Court for the Central District of California, captioned *Kauffman v. Natural Health Trends Corp.*, Case No. 2:19-cv-00163. The complaint purports to assert claims on behalf of all persons who purchased or otherwise acquired our common stock between April 27, 2016 and January 5, 2019, inclusive, under (i) Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 10b-5 promulgated thereunder against the Company and Chris T. Sharn and Timothy S. Davidson (together, the “Individual Defendants”), and (ii) Section 20(a) of the Exchange Act against the Individual Defendants. The complaint alleges, in part, that the Company made materially false and misleading statements regarding the legality of its business operations in China, including running an allegedly illegal multilevel marketing business. The complaint seeks an indeterminate amount of damages, plus interest and costs. On May 3, 2019, the court issued an order appointing Xia Yang as lead plaintiff and appointing The Rosen Law Firm, P. A. as lead counsel. On June 3, 2019, lead plaintiff filed an amended complaint. On June 27, 2019, the parties filed a joint stipulation seeking to postpone briefing on defendants’ motion to dismiss to allow the parties to continue ongoing discussions. Such joint stipulation was granted on July 1, 2019, and defendants’ motion to dismiss is now due on or before September 6, 2019. Defendants believe that these claims are without merit and intend to vigorously defend against them.

#### Item 1A. RISK FACTORS

Not applicable under smaller reporting company disclosure rules.

### Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

#### (c) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

A summary of the Company’s purchases of shares of its common stock during the quarter ended June 30, 2019 is as follows:

Period	Total Number of Shares Purchased <sup>(a)</sup>	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(b)</sup>	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(c)</sup> (in thousands)
May 1-31, 2019	612,729	\$ 10.90	612,729	\$ 29,640

- (a) The shares were purchased in both open market transactions and directly from George K. Broady, a director and beneficial owner of more than 5% of the Company’s outstanding shares of common stock.
- (b) On January 12, 2016, the Board of Directors authorized an increase to our stock repurchase program first approved on July 28, 2015 from \$15.0 million to \$70.0 million. Repurchases are expected to be executed to the extent that our earnings and cash-on-hand allow, and will be made in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Exchange Act. For all or a portion of the authorized repurchase amount, we may enter into one or more plans that are compliant with Rule 10b5-1 of the Exchange Act that are designed to facilitate these purchases. The stock repurchase program does not require us to acquire a specific number of shares, and may be suspended from time to time or discontinued. On May 16, 2019, the Board of Directors authorized the Company to proceed with the purchase of up to \$8.0 million in shares of common stock under the foregoing stock repurchase program. During May 2019, we purchased a total of 612,729 shares of our common stock for an aggregate purchase price of \$6.7 million, plus transaction costs, under the stock repurchase program.
- (c) As of June 30, 2019, \$29.6 million of the \$70.0 million stock repurchase program first approved on July 28, 2015 and increased on January 12, 2016 remained available for future purchases.

**Item 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

**Item 5. OTHER INFORMATION**

None.

**Item 6. EXHIBITS**

Exhibit Number	Exhibit Description
10.1	<a href="#"><u>Stock Repurchase Agreement between Natural Health Trends Corp. and The George K. Broady 2012 Irrevocable Trust dated May 17, 2019 (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed on May 17, 2019).</u></a>
31.1	<a href="#"><u>Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
31.2	<a href="#"><u>Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
32.1	<a href="#"><u>Certifications of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
101.INS	<i>Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document</i>
101.SCH	<i>XBRL Taxonomy Extension Schema</i>
101.CAL	<i>XBRL Taxonomy Extension Calculation</i>
101.DEF	<i>XBRL Taxonomy Extension Definition</i>
101.LAB	<i>XBRL Taxonomy Extension Labels</i>
101.PRE	<i>XBRL Taxonomy Extension Presentation</i>



**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 thereunto duly authorized.

NATURAL HEALTH TRENDS CORP.

Date: August 7, 2019

/s/ Timothy S. Davidson

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Timothy S. Davidson

Senior Vice President and Chief Financial Officer

(Principal Financial Officer)

## EXHIBIT INDEX

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101.PRE	<i>XBRL Taxonomy Extension Presentation</i>

## CERTIFICATION

I, Chris T. Sharng, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Natural Health Trends Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2019

/s/ Chris T. Sharng

Chris T. Sharng

President

(Principal Executive Officer)

## CERTIFICATION

I, Timothy S. Davidson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Natural Health Trends Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2019

/s/ Timothy S. Davidson

Timothy S. Davidson  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATIONS PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Natural Health Trends Corp. (the "Company") on Form 10-Q for the period ended June 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Chris T. Sharnq, the Principal Executive Officer, and Timothy S. Davidson, the Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2019

/s/ Chris T. Sharnq

Chris T. Sharnq

President

(Principal Executive Officer)

Date: August 7, 2019

/s/ Timothy S. Davidson

Timothy S. Davidson

Senior Vice President and Chief Financial Officer

(Principal Financial Officer)

The foregoing certifications are not deemed filed with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), and are not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.