

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

FORM 8-K

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

August 9, 2019
Date of Report (Date of earliest event reported)

NATURAL HEALTH TRENDS CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-36849
(Commission File Number)

59-2705336
(IRS 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)

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

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

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

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

- Emerging growth company
 - If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.
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Item 3.02 Unregistered Sales of Equity Securities.

Reference is made to the disclosure set forth in Item 5.02 below (including the use of various defined terms). Pursuant to the terms of the Amendment, on August 9, 2019, the Company awarded 1,117,485 shares of restricted common stock under the Equity Plan, subject to quarterly vesting for the three-year period following the date of award. The shares of restricted stock were awarded in lieu of aggregate unpaid cash benefits of \$7.9 million earned under the Plan for performance periods ending on or prior to December 31, 2018. The shares of restricted stock awarded to United States participants were exempt from registration as a limited offering pursuant to Rule 506 of Regulation D promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and the shares of restricted stock awarded to non-United States participants were exempt from registration as they were made outside the United States pursuant to Regulation S promulgated under the Securities Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Compensation Committee of Natural Health Trends Corp. (the "Company") adopted the Second Amendment to the Natural Health Trends Corp. 2014 Long-Term Incentive Plan (Restated as of January 1, 2016) (the "Plan") on August 9, 2019 (the "Amendment"). Pursuant to the terms of the Amendment, all unpaid cash benefits earned by currently employed participants under the Plan with respect to performance periods that concluded on prior to December 31, 2018 were paid in the form of the award of shares of restricted stock. The restricted stock awards were issued under the Natural Health Trends Corp. 2016 Equity Incentive Plan (the "Equity Plan") pursuant to the authorized form of restricted stock award agreement, which provides for vesting in quarterly increments over three years following the date of grant, subject to the participant's continued employment with the Company. Pursuant to the terms of the Amendment, Chris T. Sharnq received 408,071 shares of restricted stock for unpaid cash benefits under the Plan of \$2.9 million, and Timothy S. Davidson received 156,583 shares of restrictive stock for unpaid cash benefits under the Plan of \$1.1 million. In addition, each participant that received shares of restricted stock is also entitled to receive certain gross-up payments for income taxes payable in connection with the awarded shares.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 [Second Amendment to the Natural Health Trends Corp. 2014 Long-Term Incentive Plan \(Restated as of January 1, 2016\), dated August 9, 2019](#)

SIGNATURES

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

Date: August 13, 2019

NATURAL HEALTH TRENDS CORP.

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

EXHIBIT INDEX

Exhibit Number	Description
10.1	<u>Second Amendment to the Natural Health Trends Corp. 2014 Long-Term Incentive Plan (Restated as of January 1, 2016), dated August 9, 2019</u>

**SECOND AMENDMENT TO THE
NATURAL HEALTH TRENDS CORP. 2014 LONG-TERM INCENTIVE PLAN
(RESTATED AS OF JANUARY 1, 2016)**

THIS AMENDMENT to the Natural Health Trends Corp. 2014 Long-Term Incentive Plan, Restated as of January 1, 2016 (the “**Plan**”), is hereby adopted by Natural Health Trends Corp., a Delaware corporation (the “**Company**”), to be effective as of August 9, 2019 (the “**Effective Date**”).

WITNESSETH

WHEREAS, the Company sponsors the Plan for the benefit of eligible employees of the Company;

WHEREAS, the Plan provides that amounts payable to participants will be paid in a combination of cash and common stock of the Company, provided the recipient remains continuously employed by the Company as of the date on which a distribution is made;

WHEREAS, the Company currently distributes all common stock payable under the Plan in the form of awards from the Natural Health Trends Corp. 2016 Equity Incentive Plan (the “**Equity Plan**”); and

WHEREAS, the Company desires to amend the Plan to provide that, to the extent all or a portion of the cash benefits earned by participants that are currently employed by the Company with respect to Performance Periods that concluded on or prior to December 31, 2018 remain unpaid, such unpaid benefits shall be paid in the form of an award of the Company’s common stock under the Equity Plan (based upon the closing price of the Company’s common stock as of the Effective Date), subject to all the terms of the Equity Plan and applicable award agreement, including but not limited to a three-year quarterly vesting schedule;

NOW, THEREFORE, Section 5.2 of the Plan is amended by adding a new subsection (e) to provide as follows, effective as of the Effective Date:

- (e) ***Special Rule Affecting Certain 2019 Distributions.*** Notwithstanding any provision of this Section to the contrary, the portion of an Individual Award Opportunity for a Performance Period that concluded on or before December 31, 2018 and that remains undistributed under Section 5.2(b) as of August 9, 2019 (the “**Conversion Date**”) shall be distributed in the form of an award of a number of whole shares of Common Stock having an equivalent cash value to the undistributed benefit under Section 5.2(b) based upon the closing price of the Common Stock as of the Conversion Date. To be eligible to receive a distribution under this Section 5.2(e), a Participant must have remained in a continuous employment or other service provider relationship with the Company, Parent, or a Subsidiary through the Conversion Date. This distribution will take the form of an award under the Natural Health Trends Corp. 2016 Equity Incentive Plan, subject to the terms, including vesting, of the
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applicable plan and award agreement under which such award is made. In no event will any distribution under this Section 5.2(e) be delayed to such an extent that the amount would be treated as non-qualified deferred compensation under Section 409A of the Code. Distribution under this Section 5.2(e) will fully satisfy the Company's payment obligations under Section 5.2(b) with respect to any Performance Period that concluded on or before December 31, 2018.

IN WITNESS WHEREOF, the undersigned has executed this Amendment this 9th day of August, 2019.

NATURAL HEALTH TRENDS CORP.

By: /s/ Timothy S. Davidson
Timothy S. Davidson

Title: Chief Financial Officer