

**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**

October 10, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The Board of Directors of Natural Health Trends Corp. (the “Company”) adopted the First Amendment to the Natural Health Trends Corp. 2016 Equity Incentive Plan (the “Plan”) on October 10, 2019 (the “Amendment”). Pursuant to the terms of the Amendment, the Plan was amended effective August 9, 2019 to provide that the limits to awards that may be granted to individual awardees in any 12-month period as provided in Section 3(b)(i) of the Plan (the “Individual Award Limits”) shall be deemed not to apply to the award of shares of restricted common stock made by the Company’s Compensation Committee on August 9, 2019, and the Plan was further amended effective as of the date of the Amendment to eliminate the Individual Award Limits.

**Item 8.01 Other Events.**

On October 10, 2019, the Board of Directors of the Company determined that the grant and issuance of 410,556 shares of restricted common stock of the Company to certain employees of the Company or its affiliates (the “Additional Share Awards”), as authorized by the Compensation Committee as of August 9, 2019, were potentially “defective corporate acts” within the meaning of Section 204 of the Delaware General Corporation Law (“Section 204 of the DGCL”). These potentially defective corporate acts may have arisen out of certain “failures of authorization” (within the meaning of Section 204 of the DGCL) because the Additional Share Awards were granted and issued to three employees in excess of the Individual Award Limits, as provided in the Company’s originally approved Plan. In conjunction with the Board of Directors’ adoption of the Amendment as provided in Item 5.02 above, the Board of Directors approved the ratification of the grant and issuance of the Additional Share Awards.

The statutory notice required by Section 204 of the DGCL to the Company’s stockholders is set forth in Exhibit 99.1 hereto and incorporated by referenced herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<a href="#"><u>10.1</u></a>	<a href="#"><u>First Amendment to the Natural Health Trends Corp. 2016 Equity Incentive Plan, dated October 10, 2019</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Statutory Notice Pursuant to Section 204 of the Delaware General Corporation Law</u></a>

**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: October 11, 2019

NATURAL HEALTH TRENDS CORP.

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

**EXHIBIT INDEX**

<a href="#"><u>10.1</u></a>	<a href="#"><u>First Amendment to the Natural Health Trends Corp. 2016 Equity Incentive Plan, dated October 10, 2019</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Statutory Notice Pursuant to Section 204 of the Delaware General Corporation Law</u></a>

**FIRST AMENDMENT TO THE  
NATURAL HEALTH TRENDS CORP. 2016 EQUITY INCENTIVE PLAN**

THIS AMENDMENT to the Natural Health Trends Corp. 2016 Equity Incentive Plan (the “**Plan**”), is hereby adopted by Natural Health Trends Corp., a Delaware corporation (the “**Company**”), on this 10th day of October, 2019.

**WITNESSETH**

WHEREAS, the Company sponsors the Plan for the benefit of eligible employees, officers, directors, contractors, consultants, and advisors of the Company;

WHEREAS, the Plan provides a means by which eligible recipients may be given a direct incentive to contribute to an increase in the value of the Company’s common stock through the granting of a variety of share-based awards;

WHEREAS, the Plan provides that awards may be made that satisfy the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “**Code**”), for deductible qualified performance-based compensation, including the individual award limits under 26 CFR 1.162-27(e)(2)(vi)(A);

WHEREAS, P.L. 115-97, which is commonly referred to as the Tax Cuts and Jobs Act, made significant amendments to Code Section 162(m), including eliminating the exception for qualified performance-based compensation;

WHEREAS, the Plan may be amended by the Company’s Board of Directors in accordance with Section 15(a) of the Plan; and

WHEREAS, the Company desires to amend the Plan to provide that the limits to awards granted to individual awardees in any 12-month period as provided in Section 3(b)(i) of the Plan (the “**Individual Award Limits**”) shall be deemed not to apply to the awards made under the Plan by the Company’s Compensation Committee on August 9, 2019, and to further provide that the Individual Award Limits shall be eliminated from the Plan.

NOW, THEREFORE, the Plan is hereby amended effective August 9, 2019 to provide that the Individual Award Limits shall be deemed not to apply to the awards made by the Company’s Compensation Committee on August 9, 2019, and the Plan is hereby further amended effective as of the date hereof to restate Section 3(b) of the Plan in its entirety to provide as follows:

( b ) *Incentive Stock Option Limits.* Subject to the provisions of Section 14, the maximum number of Shares reserved for issuance as Incentive Stock Options is 2,500,000 Shares.

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IN WITNESS WHEREOF, the undersigned has executed this Amendment this 10th day of October, 2019.

NATURAL HEALTH TRENDS CORP.

By: /s/ Timothy S. Davidson  
Timothy S. Davidson  
Title: Chief Financial Officer

**NOTICE OF RATIFICATION OF POTENTIALLY DEFECTIVE CORPORATE ACTS  
BY THE BOARD OF DIRECTORS OF NATURAL HEALTH TRENDS CORP.**

(Pursuant to Section 204(g) of the Delaware General Corporation Law)

Notice is hereby given pursuant to Section 204 of the Delaware General Corporation Law ( “Section 204 of the **DGCL**”), that on October 10, 2019, the Board of Directors (“**Board**”) of Natural Health Trends Corp., a Delaware corporation (the “**Company**”), adopted resolutions approving the ratification of potentially defective corporate acts, as described below, pursuant to Section 204 of the DGCL.

The Board determined that the grant and issuance of 410,556 shares of restricted common stock of the Company, as set forth on Exhibit A (the “**Additional Share Awards**”), to certain employees of the Company or its affiliates, as authorized by the Compensation Committee of the Board as of August 9, 2019, were potentially “defective corporate acts” within the meaning of Section 204 of the DGCL because they may have arisen out of “failures of authorization” (within the meaning of Section 204 of the DGCL). These failures of authorization may have occurred because the Additional Share Awards granted to three employees were in excess of the limits to awards allowed to be granted to individual awardees in any 12-month period (the “**Individual Award Limits**”), as provided in the Company’s originally approved 2016 Equity Incentive Plan (the “**Plan**”). Although the Board has amended the Plan to provide that the Individual Award Limits shall be deemed not to apply to the Additional Share Awards and to eliminate the Individual Award Limits, the grant and issuance of the Additional Share Awards could be deemed failures of authorization resulting in defective corporate acts. The Board determined it to be advisable and in the best interests of the Company and its stockholders to approve the ratification of the grant and issuance of the Additional Share Awards.

**Any claim that the defective corporate acts (including all putative stock) identified in this notice are void or voidable due to a failure of authorization, or any claim that the Court of Chancery of the State of Delaware should declare in its discretion that the ratification not be effective or effective only on certain conditions must be brought within 120 days from the date of this notice, October 11, 2019.**

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**EXHIBIT A**

<b><u>Grantee</u></b>	<b><u>Number of Shares Comprising Additional Share Awards</u></b>	<b><u>Grant Date</u></b>
Employee	283,071	August 9, 2019
Employee	33,458	August 9, 2019
Employee	94,027	August 9, 2019