

FORM 10-QSB
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10QSB/A

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

For Quarter Ended June 30, 2000

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: 0-25238

NATURAL HEALTH TRENDS CORP.
(Exact Name of Small Business Issuer as Specified in its Charter)

Florida
State or other jurisdiction of
incorporation or organization

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

2161 Hutton Drive, #126
Carrollton, Texas 75006
(Address of Principal Executive Office) (Zip Code)

(972) 241-8479
(Issuer's telephone number including area code)

Indicate by check mark whether the issuer (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 and (2) has been subject to such filing requirements for the past 90 days. Yes X No

The number of shares of issuer's Common Stock, \$.001 par value, outstanding as of June 30, 2000 were 10,383,016 shares.

NATURAL HEALTH TRENDS CORP.

QUARTERLY PERIOD ENDED JUNE 30, 2000

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NATURAL HEALTH TRENDS CORP.
CONSOLIDATED BALANCE SHEET

	June 30, 2000	December 31, 1999
(Unaudited)		
ASSETS		
Current Assets		
Cash	\$ 418,657	\$ 434,063
Restricted cash	66,324	152,505
Account receivables	615,222	407,490
Inventory	801,300	847,212
Prepaid expenses and other current assets	19,923	120,481
	-----	-----
Total Current Assets	1,921,426	1,961,751
Property and Equipment, net	453,847	567,065
Long Term Prepays	164,464	54,228
Patents and Customer Lists	7,970,440	7,912,594
Goodwill	688,355	682,654
Deposits and Other Assets	118,351	75,607
	-----	-----
Total Assets	\$11,316,882	\$ 11,253,899
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:

Checks written in excess of deposits	\$ 528,631	\$ 556,884
Accounts payable	4,827,078	4,511,772
Accrued expenses	977,107	404,458
Accrued bonus payable	213,467	472,503
Accrued payroll payable	736,211	668,390
Notes payable	455,735	854,684
Notes payable related parties	179,168	112,363
Current portion of long term debt	75,995	75,995
Deferred Revenue	-	527,831
Other current liabilities	193,360	231,926
	-----	-----
Total Current Liabilities	8,186,752	8,416,806

Capital Lease Obligations,
net of current portion

	42,607	53,158
	-----	-----
Total Liabilities	8,229,359	8,469,964
	-----	-----

Stockholders' Equity:

Preferred stock	5,804,542	5,163,695
Common stock	10,383	7,990
Additional paid in capital	22,143,071	21,443,914
Cumulative adjustments on foreign exchange	6,084	-
Deferred Compensation	(610,036)	(666,000)
Accumulated deficit	(24,266,521)	(23,165,664)
	-----	-----

Total Stockholders' Equity	3,087,523	2,783,935
	-----	-----
Total Liabilities and Stockholders' Equity	\$11,316,882	\$ 11,253,899
	=====	=====

See Notes to Consolidated Financial Statements.

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NATURAL HEALTH TRENDS CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Six Months ended June 30,	
	2000	1999
	-----	-----
Revenues	\$4,954,672	\$ 7,365,489
Cost of sales	1,146,051	1,497,735
	-----	-----
Gross profit	3,808,621	5,867,754
Distributor commissions	2,119,218	3,531,367
Selling, general and administrative expenses	2,559,640	3,503,362
	-----	-----
Operating loss	(870,237)	(1,166,975)
Minority interest in loss of subsidiaries	64,536	10,616
Gain (loss) on foreign exchange	(16,445)	2,582
Interest (net)	(18,200)	(38,059)
	-----	-----
Loss from continuing operations	(840,345)	(1,191,837)
Discontinued operations:		
Loss from discontinued operations	(4,822)	(22,944)
	-----	-----
Loss before extraordinary gain	(845,167)	(1,214,781)
Extraordinary gain - forgiveness of debt	-	1,471
	-----	-----
Net loss	(845,167)	(1,213,310)
Preferred stock dividends	204	1,043,039
	-----	-----
Net loss to common shareholders	\$ (845,371)	\$ (2,256,349)
	=====	=====
Basic and diluted loss per common share:		
Continuing operations	\$ (0.10)	\$ (0.19)
Preferred stock dividend	-	(0.17)
	-----	-----
Net loss to common shareholders	\$ (0.10)	\$ (0.36)
	=====	=====
Basic and diluted weighted common shares used	8,754,116	6,220,331
	=====	=====

See Notes to Consolidated Financial Statements.

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NATURAL HEALTH TRENDS CORP.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	Six Months Ended June 30,	
	2000	1999
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$(845,167)	\$(1,213,310)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	261,871	386,775
Loss on disposal of fixed asset	78,565	-
Issuance of common stock in settlement of notes payable	1,908	-
Issuance of common stock in settlement of interest	485	-
Changes in assets and liabilities		
Increase in accounts receivable	(207,732)	(472,488)
(Increase) decrease in inventories	258,834	288,476
(Increase) decrease in prepaid expenses	(9,678)	(35,011)
(Increase) decrease in deposits and other assets	(42,744)	99,541
Increase (decrease) in accounts payable and cash overdraft	287,052	(1,631,560)
Increase (decrease) in accrued expenses	381,434	1,458,038
Increase in accrued Interest	-	-
Decrease in deferred compensation	55,964	-
Decrease in deferred revenue	(527,831)	-
Increase (decrease) in other current liabilities	(31,410)	257,501
Increase (decrease) in accrued expenses for discontinued operations	-	(10,000)
Total Adjustments	506,718	341,272
NET USED IN OPERATING ACTIVITIES	(338,449)	(872,038)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	-	(21,701)
Proceeds from the sale of fixed assets	10	-
Business acquisitions, net of cash acquired	(208,203)	(417,541)
(Increase) decrease in Restricted Cash	86,181	(60,746)
NET CASH USED IN INVESTING ACTIVITIES	(122,012)	(499,988)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Decrease in due to affiliate	-	250,000
Proceeds from related party	-	60,268
Proceeds from preferred stock	1,000,000	1,201,015
Proceeds from notes payable and long-term debt	39,701	130,000
Payments of notes payable and long-term debt	(235,493)	-
Redemption of preferred stock	(359,153)	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	445,055	1,641,283
NET INCREASE (DECREASE) IN CASH	(15,406)	269,257
CASH, BEGINNING OF PERIOD	434,063	294,220
CASH, END OF PERIOD	\$418,657	\$ 563,477

1. BASIS OF PRESENTATION

The accompanying unaudited financial statements of Natural Health Trends Corp. (the "Company") have been prepared in accordance with generally accepted accounting principles for interim financial information and with instructions to Form 10-QSB and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation (consisting of normal recurring accruals) of financial position and results of operations for the interim periods have been presented. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Operating results for the six month period ended June 30, 2000 are not necessarily indicative of the results that may be expected for the year ending December 31, 2000. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual report on Form 10-KSB for the year ended December 31, 1999.

Reclassifications

Certain prior period amounts have been reclassified to conform to the current period presentation.

The Company had a working capital deficiency of approximately \$6,260,000 for the six months ended June 30, 2000 and \$6,597,000 for the year ended December 31, 1999, and they recorded net losses of approximately \$845,000 and \$575,000 respectively, that raise substantial doubt about the Company's ability to continue as a going concern. The Company's continued existence is dependent on its ability to obtain additional debt or equity financing and to generate profits from operations.

2. In March 2000, the Company sold 1,000 shares of Series J Preferred Stock, par value \$1,000 per share. The preferred stock pays a dividend at the rate of 10% per annum. The preferred stock and the accrued dividends thereon are convertible into shares of the Company's common stock at a conversion price equal to the lower of the closing bid price on the date of issuance or 70% of the average closing bid price of the common stock for the lowest three trading days during the twenty day period immediately preceding the date on which the Company received notice of conversion from a holder. In connection with the offering of the Series J Preferred Stock, the Company issued warrants to purchase 141,907 shares of its common stock at an exercise price of \$1.41 per share.

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3. During the first quarter of 2000, the Company received notice of conversion on 359 shares of Series H Preferred Stock. The Company issued 434,660 shares of common stock in settlement of the 359 shares of Series H Preferred Stock and the accrued dividends thereon. The following table sets forth the conversions and the stock price thereof as of the date of conversion.

Conversion Date	Series H Preferred Stock	Common stock conversion price
	Face Value	

Conversion Date	Note Payable Face Value	Common stock conversion price
01/25/00	\$34,000	\$1.01
01/27/00	15,154	1.04
02/15/00	125,000	0.95
02/16/00	185,000	1.02

4. During the second quarter of 2000, the Company received notice of conversion on \$350,000 convertible Notes Payable. The Company issued 1,958,505 shares of common stock in settlement of \$350,000 of Notes Payable and the accrued interest thereon. The following table sets forth the conversions and the stock price thereof as of the date of conversion.

Conversion Date	Note Payable Face Value	Common stock conversion price
04/28/00	\$75,000	\$0.19
04/28/00	66,667	0.19
04/28/00	66,667	0.19
04/28/00	33,333	0.19
04/28/00	33,333	0.19
05/11/00	75,000	0.20

5. On July 24, 2000, the Company was delisted from the the NASDAQ Small Cap trading board. The common stock is now traded on the NASDAQ Bulletin Board, due to the Company's non-compliance with NASDAQ maintenance criteria.

Item 2. Management's Discussion and Analysis or Plan of Operations

The following discussions should be read in conjunction with the condensed consolidated financial statements and notes contained in Item 1 hereof.

Forward Looking Statements

When used in Form 10-QSB and in future filings by the Company with the Securities and Exchange Commission, the words "will likely result", "the Company expects", "will continue", "is anticipated", "estimated", "projected", "outlook" or similar expressions are intended to identify "forward- looking statements" within the meaning of the Private Securities Litigation Act of 1995. The Company wishes to caution readers not to place undue reliance on such forward-looking statements, each of which speak only as of the date made. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. The Company has no obligation to publicly release the results of any revisions, which may be made to any forward-looking statements to reflect anticipated or unanticipated events or circumstances occurring after the date of such statements.

Overview

Prior to August 1997, the Company's operations consisted of the operations of Natural Health Care Centers, and vocational schools. Upon the acquisition of Global Health Alternatives, Inc. ("GHA") on July 23, 1997, the Company commenced marketing and distributing a line of natural, over-the-counter homeopathic pharmaceutical products. In February 1999, the Company formed a subsidiary, Kaire Nutraceuticals, Inc. ("KNI"), and acquired substantially all of the assets of Kaire International, Inc. and commenced marketing and distributing a line of natural, herbal based dietary supplements and personal care products through an established

network marketing system. The Company discontinued the operations of the natural health care centers during the third quarter of 1997 and sold the vocational schools in August 1998. During most of the year ended December 1997, the Company's ongoing lines of business were not in operation, not having been acquired until July 1997 and February 1999, respectively.

Six Months Ended June 30, 2000 Compared To The Six Months Ended June 30, 1999.

Net Sales. Net sales for six months ended June 30, 2000 were approximately \$4,955,000 as compared to net sales for the six months ended June 30, 1999 of approximately \$7,365,000, a decrease of approximately \$2,411,000 or 48.6%. Sales declines were primarily due to the licensing of the GHA product lines resulting in approximately \$513,000 decline in sales, the closure of KNI's United Kingdom subsidiary, a \$260,000 decline and declines in Australia of \$120,000, New Zealand of \$453,000, and Trinidad and Tobago of \$69,000. North American sales declined approximately \$996,000 due to the outsourcing of KNI's fulfillment center at the end of 1999 which negatively impacted its product distribution. The Company has subsequently reopened its warehouse operations.

Cost of Goods Sold. Cost of goods sold for the six months ended June 30, 2000 was approximately \$1,146,000 or 23.1% of net sales. Cost of goods sold for the six months ended June 30, 1999 was approximately \$1,498,000 or 20.3% of net sales. The total cost of goods sold decreased by approximately \$352,000 or 30.7%. The Company believes that the decrease in total dollars and increase as a percentage of net sales was primarily attributable to KNI and higher fulfillment and shipping costs and its acquisition of Life Dynamics, whose product line yields a lower gross profit.

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Gross Profit. Gross profit decreased from approximately \$5,868,000 in the six months ended June 30, 1999 to approximately \$3,809,000 in the six months ended June 30, 2000. The decrease was approximately \$2,059,000 or 54.1%. The decrease is attributable to the decline in sales from both GHA and KNI and higher shipping costs associated with KNI's outsourced fulfillment.

Commissions. Associate commissions were approximately \$2,119,000 or 42.8% of net sales in the six months ended June 30, 2000 compared with \$3,531,000 or 47.9% of net sales in the six months ended June 30, 1999. The decline of approximately \$1,412,000 is a result of lower sales attributable to KNI's direct marketing system. The decline as a percentage of net sales is primarily due to the change in KNI's commission structure in late 1999.

Selling, General and Administrative Expenses. Selling, general and administrative costs decreased from approximately \$3,503,000 or 47.6% of sales in the six months ended June 30, 1999 to approximately \$2,560,000 or 51.7% of sales in the six months ended June 30, 2000, an decrease of approximately \$944,000 or 36.9%. The decrease in dollars and corresponding increase as a percentage of sales is primarily attributable to KNI's operations. KNI reduced staff at the end of April 2000 and closed its Colorado facility, which resulted in one time costs of approximately \$146,000 related to accrued vacation payouts, disposal of fixed assets, and moving expenses.

Loss from Operations. Operating losses decreased from approximately \$1,167,000 in the six months ended June 30, 1999 to approximately \$870,000 in the six months ended June 30, 1999 representing a 34.1% decrease in the loss or approximately \$297,000 between comparable periods. This decrease is due to minimal losses being incurred by GHA as a result of lower overhead.

Minority Interest. The loss offset of approximately \$65,000 in

the six months ended June 30, 2000 compared to approximately \$11,000 for the six months ended June 30, 1999, the minority interest is a reflection of the losses of the Australia and New Zealand subsidiaries. KNI owns 51% of such subsidiaries.

Gain(loss) on Foreign Exchange. During the six months ended June 30, 1999, the net gain realized on foreign exchange adjustments was approximately \$3,000 compared to a net loss of approximately \$16,000 for the six months ended June 30, 2000 reflecting a stronger U.S. dollar than KNI's subsidiaries in Australia, New Zealand and Trinidad and Tobago.

Interest Expense (net). Interest expenses of approximately \$38,000 or 0.5% of sales in the six months ended June 30, 1999 declined to approximately \$18,000 or 0.4% of sales in the six months ended June 30, 2000, a change of approximately \$20,000. This decrease is due primarily to a decline in interest bearing debt.

Income Taxes. Income tax benefits were not reflected in either period. The anticipated benefits of utilizing net operating losses against future profits was not recognized in the six months ended June 30, 2000 or the six months ended June 30, 1999 under the provisions of Financial Standards Board Statement of Financial Accounting Standards No. 109 (Accounting for Income Taxes), utilizing its loss carryforwards as a component of income tax expense. A valuation allowance equal to the net deferred tax asset has not been recorded, as management of the Company has not been able to determine that it is more likely than not that the deferred tax assets will be realized.

Net Loss from Continuing Operations. Net loss from continuing operations was approximately \$840,000 in the six months ended June 30, 2000 or 17.0% of net sales as compared to approximately \$1,192,000 or 16.2 % of net sales in the six months ended June 30, 1999. Of the net loss from continuing operations, approximately \$200,000 was attributable to GHA's legal expenses and approximately \$640,000 was attributable to KNI's operations.

Discontinued Operations. In April 2000, the Company closed its United Kingdom subsidiary.

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Gain on Forgiveness of Debt. During the six months ended June 30, 1999, the Company realized a \$1,000 gain on the workout of various debt and payables of GHA.

Net Loss. Net loss was approximately \$845,000 in the six months ended June 30, 2000 or 16.6% of net sales as compared to approximately \$1,213,000 net loss or 65.6% of net sales in the six months ended June 30, 1999. The decrease as a percentage of net sales is primarily related to KNI's sales volume and a greater gross margin on KNI related sales.

Liquidity and Capital Resources:

We have funded our working capital and capital expenditure requirements primarily from cash provided through borrowings from institutions and individuals, and from the sale of our securities in private placements. Our other ongoing source of cash receipts has been from the sale of Global Health's and Kaire Nutraceuticals' products.

In February 1998, we issued \$300,000 face amount of Series B Preferred Stock, net of expenses of \$38,500. The Series B Preferred Stock has been converted into 541,330 shares of common stock.

In April 1998, we issued \$4,000,000 face amount of Series C Preferred Stock, net of expenses of \$492,500 from the proceeds raised, we paid \$2,500,000 to retire \$1,568,407 face value of Series A Preferred Stock outstanding. The Series C Preferred Stock has been converted into 3,608,296 shares of common stock.

In July 1998, we issued \$75,000 face amount of Series D Preferred Stock,

which was redeemed in August 1998 for \$91,291.

In August 1998, we issued \$1,650,000 face amount of Series E Preferred Stock, net of expenses of \$210,500. The Series E Preferred Stock pays dividends of 10% per annum and is convertible into shares of common stock at the lower of the closing bid price on the date of issue or 75% of the market value of the common stock. In September 1999, \$610,000 of face amount of Series E Preferred Stock was converted into 603,130 shares of common stock.

In August 1998, we sold our three vocational schools and certain related businesses for \$1,778,333 and other consideration. From the proceeds from the sale of the schools, we paid \$1,030,309 to retire the remaining \$631,593 face value of Series A Preferred Stock then outstanding, and \$91,291 to redeem all of the Series D Preferred Stock outstanding. The remaining proceeds were used to pay down payables.

In March and April 1999, we issued \$1,400,000 of Series H Preferred Stock. The Series H Preferred Stock pays dividends of 10% per annum and is convertible into shares of common stock at the lower of the closing bid price on the date of issue or 75% of the market value of the common stock. In the first quarter of 2000, 359.154 shares of Series H Preferred Stock were converted into 434,660 shares of the Company's common stock.

In June 1999, we borrowed \$100,000 from Domain Investments, Inc. The loan bears interest at 10% per annum and is payable on demand. The note is convertible into shares of common stock at a discount equal to 60% of the average closing bid price of the common stock on the three days preceding notice of conversion.

In July and August 1999 we borrowed \$150,000 from Filin Corporation, and issued a secured promissory note due on the earlier of 60 days from the date of issuance or upon the sale of its securities resulting in gross proceeds of at least \$5,000,000 and bearing interest at the rate of 10% per annum, but in no event less than \$12,000. In October 1999 we amended the promissory note to provide that the note is payable upon demand and is convertible into shares of common stock at a discount equal to 60% of the average closing bid price of the common stock on the three days preceding notice of conversion.

In October 1999, we borrowed \$100,000 from Domain Investments, Inc. The loan bears interest at 10% per annum and is payable on demand. The note is convertible into shares of common stock at a discount equal to 60% of the average closing bid price of the common stock on the three days preceding notice of conversion.

In November 1999, we borrowed \$70,000 from Domain Investments, Inc. The loan bears interest at 10% per annum and is payable on demand. The note is convertible into shares of common stock at a discount equal to 60% of the average closing bid price of the common stock on the three days preceding notice of conversion. This note was repaid with interest in March 2000.

During 1999, the Company has not made its payroll tax deposits with the Internal Revenue Service ("IRS") and the various state taxing authorities on a timely basis. The Company has filed all required payroll tax returns and current quarter payments and is currently negotiating a payment plan with the IRS. As of June 30, 2000, the Company owes approximately \$599,000 of delinquent payroll tax liabilities including interest and penalties. The Company's failure to pay its delinquent payroll tax liabilities could result in tax liens being filed by various taxing authorities.

During 1999, the Company did not make its sales tax deposits with the various sales tax authorities on a timely basis. The Company has filed all required sales tax returns. As of June 30, 2000, the Company owed approximately

\$204,000 in current and delinquent sales taxes which is included in other current liabilities. The Company's failure to pay its delinquent sales taxes could result in tax liens being filed by various taxing authorities.

In March 2000, we sold 1,000 shares of Series J Preferred Stock with a stated value of \$1,000 per share realizing net proceeds of \$1,000,000. The preferred stock pays a dividend at the rate of 10% per annum. The preferred stock and the accrued dividends thereon are convertible into shares of the Company's common stock at a conversion price equal to the lower of the closing bid price on the date of issuance or 70% of the average closing bid price of the common stock for the lowest three trading days during the twenty day period immediately preceding the date on which the Company receives notice of conversion from a holder. In connection with the offering of the Series J Preferred Stock, the Company issued warrants to purchase 141,907 shares of common stock at an exercise price of \$1.41 per share.

At June 30, 2000, our ratio of current assets to current liabilities was .80 to 1.0 and we had a working capital deficit of approximately \$6,260,000.

Cash used in operations for the six months ended June 30, 2000 was approximately \$338,000. Cash used by investing activities during the period was approximately \$122,000, which primarily relates to the acquisition of Life Dynamics, Inc. offset by a return of restricted cash in connection with credit card agreements at Kaire. Cash provided by financing activities during the period was approximately \$445,000, primarily from the issuance of preferred stock of approximately \$1,000,000 and partially offset by the redemption of Series H preferred stock of approximately \$359,000 and the repayment of certain notes payable of approximately \$235,000. Total cash decreased by approximately \$15,000 during the period.

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Our independent auditors' report on our consolidated financial statements stated as of December 31, 1999 due to net losses and a working capital deficit, there is substantial doubt about the company's ability to continue as a going concern. The Company requires additional financing to continue operations of which there can be no assurance. Management has revised its business plan of marketing development and support for Global Health's products, licensing rights to sell its products. We believe that the Company will require approximately \$1,500,000, primarily to finance operations for the next 12 months assuming that we do not have to satisfy certain existing obligations. The Company intends to raise such additional financing through additional debt and equity financings, of which there can be no assurance and for which there are no commitments or definitive agreements. We have not reached satisfactory settlements with Global Health's creditors and we have ceased the operations of Global Health and may file for protection from creditors under the bankruptcy laws. There can be no assurance that we will be able to achieve satisfactory settlements with our creditors or secure such additional financing. The failure of Natural Health Trends to achieve satisfactory settlements with our creditors and secure additional financing would have a material adverse effect on our business, prospects, financial conditions and results of operations and we may have to curtail or cease operations.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 2. Changes in Securities and Use of Proceeds

Pursuant to the exemption from the registration requirement under Section 4(2) of the Securities Act of 1933, as amended, and/or Regulation S promulgated thereunder, on March 2, 2000 the Company sold an aggregate of 1,000 shares of Series J Convertible Preferred Stock at a purchase price of \$1,000 per share to one accredited investor.

The Company received four notices of conversion on its Series H Preferred Stock during the three months ended March 31, 2000 and redeemed \$359,154, face value in exchange for 434,600 shares of the Company's common stock.

The Company received five notices of conversion on its Convertible Notes Payable during the six months ended June 30, 2000 and redeemed \$350,000 Notes Payable in exchange for 1,958,505 shares of the Company's common stock.

Item 3. Defaults upon Senior Securities

None

Item 4. Submission of Matters to Vote of Security Holders

None

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

None

(b) Reports on Form 8-K

None

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SIGNATURES

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

NATURAL HEALTH TRENDS CORP.

By: /S/ Mark D. Woodburn

Mark D. Woodburn
Chief Financial Officer

Date: August 21, 2000

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