

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) October 12, 2005

NATURAL HEALTH TRENDS CORP.

(Exact name of Company as specified in its charter)

Delaware 0-26272 59-2705336

(State or other jurisdiction (Commission IRS Employer
of incorporation) File Number) Identification No.)

12901 Hutton Drive Dallas, TX 75234

(Address of principal executive offices) (Zip Code)

Company's telephone number, including area code (972) 241-4080

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company 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))

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

On October 12, 2005, Natural Health Trends Corp. (the "Company") received a letter from The Nasdaq Stock Market stating that the Company is not in compliance with Marketplace Rule 4350. Specifically, due to the resignation of Robert H. Hesse from the Company's Audit Committee (which was previously disclosed), the Company's Audit Committee is not comprised of three independent directors. Pursuant to Marketplace Rule 4350(d)(4), the Company has been provided with the opportunity to cure such non-compliance until the earlier of its next annual stockholders' meeting or September 28, 2006.

The Company's Nominating Committee is in the process of identifying, reviewing and evaluating appropriate candidates for appointment to the Board of Directors as independent directors. The Company intends to appoint one or more of the newly appointed independent directors to its Audit Committee.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99. Press Release of the Company dated October 18, 2005.

SIGNATURES

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

NATURAL HEALTH TRENDS CORP.

Date: October 18, 2005

By: /s/ ROBERT H. HESSE

Name: Robert H. Hesse

Title: Interim Chief Executive Officer

Exhibit 99

[GRAPHIC OMITTED] Michael Porter, President - Investor Relations
Porter, LeVay & Rose, Inc. Linda Decker, VP - Investor Relations
PUBLIC RELATIONS Jeff Myhre, VP - Editorial
Tom Gibson, VP - Media Relations 201-476-0322

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NATURAL HEALTH TRENDS CORP.

Robert H Hesse, President
972-241-4080

FOR CLIENT REVIEW

NATURAL HEALTH TRENDS CORP. NOTIFIED OF NON-COMPLIANCE WITH NASDAQ INDEPENDENT
DIRECTOR RULE

DALLAS, TX, October 18, 2005 -- Natural Health Trends Corp. (NASDAQ NMS: BHIP), an international direct-selling company, announced today that it received a letter from The Nasdaq Stock Market stating that the Company is not in compliance with Marketplace Rule 4350. Specifically, due to the resignation of Robert H. Hesse from the Company's Audit Committee (which was previously disclosed), the Company's Audit Committee is not comprised of three independent directors. Pursuant to Marketplace Rule 4350(d)(4), the Company has been provided with the opportunity to cure such non-compliance until the earlier of its next annual stockholders' meeting or September 28, 2006.

Mr. Hesse, who resigned from the Audit Committee to take on the position of interim CEO of Natural Health Trends, said, "Our Nominating Committee is in the process of identifying, reviewing and evaluating appropriate candidates for appointment to the Board of Directors as independent directors. The Company intends to appoint one or more of the newly appointed independent directors to our Audit Committee."

Natural Health Trends Corp. is an international direct-selling company operating in more than 30 markets throughout Asia, North America, Eastern Europe and Latin America. The Company markets premium quality personal care products under the Lexxus brand and markets its nutritional supplement products under the Kaire brand. Additional information can be found on the Company's website, and management encourages interested parties to register for updated corporate information via e-mail on the Company's homepage, www.naturalhealthtrends.com.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995 -- Forward-looking statements in this release do not constitute guarantees of future performance. Such forward-looking statements are subject to risks and uncertainties that could cause our actual results to differ materially from those anticipated. Such statements may relate, among other things, to our relationship with our distributors; our need to continually recruit new distributors; our internal controls and accounting methods that may require further modification; regulatory matters governing our products and network marketing system; our ability to recruit and maintain key management; adverse publicity associated with our products or direct selling organizations; product liability claims; our reliance on outside manufacturers; risks associated with operating internationally, including foreign exchange risks; product concentration; dependence on increased penetration of existing markets; the competitive nature of our business; and our ability to generate sufficient cash to operate and expand our business. For a more detailed discussion of the risks and uncertainties of our business, please refer to our Annual Report on Form 10-K for the fiscal year ended December 31, 2004 filed with the Securities and Exchange Commission. We assume no obligation to update any forward-looking information contained in this press release or with respect to the announcements described herein.

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