

**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: April 03, 2009
(Date of earliest event reported)

Natural Health Trends Corp.
(Exact name of registrant as specified in its charter)

TX
(State or other jurisdiction
of incorporation)

0-26272
(Commission File
Number)

59-2705336
(IRS Employer
Identification Number)

2050 Diplomat Drive
(Address of principal executive offices)

75234
(Zip Code)

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

Not Applicable
(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 registrant under any of the following provisions:

- 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 1.02. Termination of a Material Definitive Agreement

On April 3, 2009, the Company and its wholly-owned subsidiary, NHT Global, Inc., entered into agreements that terminate that certain Founder Compensation Agreement by and among the Company, NHT Global, Inc. (formerly known as Lexxus International, Inc.), Rodney Sullivan and Pam Sullivan, Michael Bray, and Jeff Provost, as amended by that certain Amendment No. 1 to Founder Compensation Agreement.

Under the Founder Compensation Agreement, as amended, NHT Global, Inc. had agreed to pay Rodney and Pam Sullivan \$2,000 a week, Michael Bray \$2,000 a week, and Jeff Provost \$1,000 a week, provided that certain consulting services were provided. Mr. Provost assigned his rights to these payments to the Sullivans. A dispute arose regarding the respective rights and obligations of the parties under the Founder Compensation Agreement, including (without limitation) the amounts, if any, that NHT Global, Inc. is obligated to pay to the Sullivans and Mr. Bray and the services, if any, that the Sullivans and Mr. Bray are required to perform for NHT Global, Inc.

On April 3, 2009, the Company and the Sullivans executed a Settlement Agreement dated as of April 1, 2009, and the

Company and Mr. Bray executed a Settlement Agreement dated as of April 2, 2009. Under the Settlement Agreements, the Company agreed to pay the Sullivans and Mr. Bray certain payments through the end of this year, and the Company and NHT Global exchanged mutual releases with the Sullivans and Mr. Bray, respectively, of all further obligations under the Founder Compensation Agreement, as well as any and all claims and causes of action, asserted or unasserted, known or unknown, fixed or contingent, liquidated or unliquidated, existing on or before the date hereof arising from or related to the Founder Compensation Agreement.

Item 2.02. Results of Operations and Financial Condition

On April 3, 2009, Natural Health Trends Corp. issued a release announcing estimated revenue for the quarter ended March 31, 2009. The press release is attached hereto as exhibit 99.1

Item 9.01. Financial Statements and Exhibits

Press Release of Natural Health Trends Corp. dated April 3, 2009

(a) Financial statements:

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

99.1 [Press Release of Natural Health Trends Corp. dated April 03, 2009](#)

SIGNATURE

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.

Dated: April 03, 2009

NATURAL HEALTH TRENDS CORP.

By: /s/ Gary C. Wallace
Gary C. Wallace
General Counsel

Exhibit Index

Exhibit No.

Description

99.1

Press Release of Natural Health Trends Corp. dated April 03, 2009

Natural Health Trends Corp. Announces First Quarter Revenue Estimate

DALLAS, TX -- (Marketwire - April 03, 2009) - Natural Health Trends Corp. (NASDAQ: BHIP) announced today that its estimated revenue for the quarter ended March 31, 2009 was \$10.0 million. The company also estimates that its deferred revenue, consisting of unshipped product and unamortized enrollment fees at March 31, 2009 was \$1.0 million, compared to \$2.8 million at December 31, 2008.

These results are preliminary, have not been reviewed or audited by the company's independent accountants, and are subject to normal recurring adjustments. Significant updates and revisions may be required before the release of our first quarter results in May. Going forward, the company intends to release its preliminary revenue information shortly after each quarter end as it becomes available.

In the first quarter of 2008, revenue was \$11.4 million, with deferred revenue of \$2.6 million at March 31, 2008 and \$3.5 million at December 31, 2007. The majority of the decrease year-on-year was due to the decline in the South Korean market, more than offsetting the increase in Hong Kong.

About Natural Health Trends Corp.

Natural Health Trends Corp. is an international direct-selling and e-commerce company operating through its subsidiaries throughout Asia, North America, and Europe. The company markets premium quality personal care products under the NHT Global brand. Additional information can be found on the company's website, and management encourages interested parties to register for updated corporate information via email on the company's home page, 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 risks and uncertainties include the risks and uncertainties detailed under the caption "Risk Factors" in our Annual Report on Form 10-K filed on March 23, 2009, 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.

Contact:

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