

**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: August 21, 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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On August 17, 2009, Natural Health Trends Corp. (the "Company") received a letter from The Nasdaq Stock Market providing notification that the Company is not in compliance with the \$2.5 million minimum stockholders' equity requirement for continued listing on The Nasdaq Capital Market set forth in Listing Rule 5550(b)(1). As of June 30, 2009, the date of the Company's most recently filed financial statements, the Company's total stockholders' equity was \$2.0 million.

As a result of the Company's failure to meet the requirements of Listing Rule 5550(b)(1), the Company has until September 1, 2009 to submit a plan to Nasdaq to regain compliance. The Company intends to submit its plan to achieve and sustain compliance to Nasdaq before this deadline. If the Company's plan is accepted, Nasdaq may grant an extension until November 30, 2009 for the Company to evidence compliance with Marketplace Rule 5550(b)(1). However, there can be no assurance that the Company will be able to regain compliance with the minimum stockholders' equity requirement and remain listed on The Nasdaq Capital Market.

A copy of a related press release is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

Press release, dated August 21, 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 August 21, 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: August 21, 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
August 21, 2009

Natural Health Trends Corp. Notified of Non-Compliance With Minimum Shareholder Equity Requirement for Continued Listing on Nasdaq Capital Market

DALLAS, TX -- (Marketwire - August 21, 2009) - Natural Health Trends Corp. (NASDAQ: BHIP) announced that on August 17, 2009, it received a letter from The Nasdaq Stock Market stating that the Company is not in compliance with the \$2.5 million minimum stockholders' equity requirement for continued listing on The Nasdaq Capital Market set forth in Listing Rule 5550(b)(1). The Company's Quarterly Report on Form 10-Q for the year ended June 30, 2009, which was filed with the Securities and Exchange Commission on August 14, 2009, reported that the Company's shareholders' equity on June 30, 2009, was \$2.0 million.

As a result, the Staff of the The Nasdaq Stock Market is reviewing the Company's eligibility for continued listing on The Nasdaq Capital Market. The Company has been asked to facilitate that review no later than September 1, 2009, by submitting a specific plan to achieve compliance with the minimum stockholders' equity requirement. If the Company submits a plan that is accepted, it can be given until November 30, 2009, to regain compliance with this rule.

The Company expects to timely submit to Nasdaq a plan to regain compliance with the minimum stockholders' equity requirement. If the Company does not timely submit a plan, or if its plan is not accepted by Nasdaq, the Company's shares of common stock may be subject to delisting by The Nasdaq Capital Market. In that event, the Company would have the right to appeal Nasdaq's determination to delist its common stock to a listing qualifications panel, which would stay the effect of the delisting pending a hearing on the matter before the panel. There can be no assurance that we will be able to regain compliance with the minimum stockholders' equity requirement.

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 ("SEC"), and our Quarterly Report on Form 10-Q filed on August 14, 2009, with the SEC. 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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