

**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: November 16, 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 2.02. Results of Operations and Financial Condition

On November 16, 2009, Natural Health Trends Corp. issued an earnings release announcing its results for the quarter ended September 30, 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 November 16, 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 November 16, 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: November 16, 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
November 16, 2009

Natural Health Trends Announces Third Quarter 2009 Results

DALLAS, TX -- (Marketwire - November 16, 2009) - Natural Health Trends Corp. (PINKSHEETS: BHIP) today announced its financial results for the quarter ended September 30, 2009. The company reported sales of \$5.7 million and an operating loss of \$1.7 million for the quarter.

The company attributed lower sales to multiple factors. There was an increase of \$1.5 million in unshipped orders in Hong Kong caused by certain customs issues that delayed orders placed between mid-August through the end of the quarter. These issues were mostly resolved by early November. However, this delay also caused a delay in new product orders as some members waited for a resolution of the customs issue. Additionally, the company typically experiences a slow down caused by summer vacations. Lastly, as the company previously disclosed, it deferred marketing activities because of the reorganization of one of our member groups in Greater China. This reorganization required the company to make adjustments to its marketing plans and defer some marketing activities into the fourth quarter. The orders taken, which are roughly measured as revenue adjusted by the change in deferred revenue, were \$7.3 million in the third quarter, compared to \$8.5 million in the second quarter and \$8.2 million in the first quarter.

"We are encouraged by recent business developments in Russia, Hong Kong and Korea," said Chris Sharng, president of Natural Health Trends. "Our Grand Opening in Moscow in late October and the Anniversary Celebration in Hong Kong last week were very well attended and created a lot of positive momentum in those markets. In Korea, we have seen a sustained increase in sales since October. On the cost side, after extensive expense reductions and restructuring, the Company's business is well positioned to benefit from the excitement and growth that we're seeing in our international markets."

The company plans to host a conference call at 11:30 a.m. EST, November 18, 2009. Those who wish to participate may call telephone number (866) 672-2663, or (973) 582-2772 for international callers, 15 minutes before 11:30 a.m. EST. Callers will need to give the conference identification number, 42236983. If you cannot participate in the call, but wish to hear it, you may log in to the company's homepage at www.naturalhealthtrends.com and click on the conference call 2 hours after the completion of the call.

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, www.naturalhealthtrends.com.

About the Company's Common Stock

The Company's common stock is quoted under the symbol "BHIP" on the Current Information tier of the Pink Sheets, a centralized electronic quotation service run by Pink OTC Markets Inc. for over-the-counter securities. Interested parties can obtain stock quotes by clicking on the "Stock Quote" link on the Company's home page, www.naturalhealthtrends.com, or by going to www.pinksheets.com and searching for the symbol "BHIP." Parties wishing to trade stock on the Pink Sheets should contact their broker to make the trades. More information about buying and selling stock on the Pink Sheets may be found at http://www.pinksheets.com/pink/otcguide/investors_howtobuy.jsp.

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.

NATURAL HEALTH TRENDS CORP.

CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Data)

December 31, September 30,
2008 2009

(Unaudited)

ASSETS

Current assets:

Cash and cash equivalents	\$ 3,491	\$ 1,473
Restricted cash	340	399
Accounts receivable	71	97
Inventories, net	2,141	1,804
Other current assets	735	987

Total current assets	6,778	4,760
Property and equipment, net	1,173	882
Goodwill	1,764	1,764
Intangible assets, net	1,800	1,200
Restricted cash	3,646	393
Other assets	1,464	905

Total assets	\$ 16,625	\$ 9,904
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LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:

Accounts payable	\$ 1,746	\$ 2,394
Income taxes payable	187	252
Accrued distributor commissions	554	637
Other accrued expenses	2,456	3,399
Deferred revenue	2,841	2,397
Current portion of convertible debentures, net of discount of \$2,320 at December 31, 2008	1,534	-
Deferred tax liability	351	351
Other current liabilities	1,170	1,053

Total liabilities	10,839	10,483
Commitments and contingencies		
Stockholders' equity (deficit):		
Preferred stock, \$0.001 par value; 5,000,000 shares authorized; 1,761,900 shares designated Series A convertible preferred stock, 138,400 shares issued and outstanding at December 31, 2008 and September 30, 2009, aggregate liquidation value of \$275	124	124
Common stock, \$0.001 par value; 50,000,000 shares authorized; 10,691,582 and 10,833,709 shares issued and outstanding at December 31, 2008 and September 30, 2009, respectively	11	11
Additional paid-in capital	79,711	80,158
Accumulated deficit	(74,853)	(81,774)
Accumulated other comprehensive income:		
Foreign currency translation adjustments	759	902

Total Natural Health Trends stockholders' equity (deficit)	5,752	(579)
Noncontrolling interest	34	-

Total stockholders' equity (deficit)	5,786	(579)

Total liabilities and stockholders' equity	\$ 16,625	\$ 9,904
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NATURAL HEALTH TRENDS CORP.

CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED) (In Thousands, Except Per Share Data)

	Three Months Ended	September 30,	Nine Months Ended	September 30,
	2008	2009	2008	2009
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Net sales	\$ 11,016	\$ 5,698	\$ 34,734	\$ 24,039
Cost of sales	3,050	1,874	9,585	7,176
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Gross profit	7,966	3,824	25,149	16,863
Operating expenses:				
Distributor commissions	4,573	1,997	13,170	9,098
Selling, general and administrative expenses (including stock-based compensation expense of \$128 and \$81 during the three months ended September 30, 2008 and 2009, respectively, and \$421 and \$447 during the nine months ended September 30, 2008 and 2009, respectively)	4,358	3,196	13,226	10,685
Depreciation and amortization	338	324	1,090	992
Impairment of long-lived assets	2	-	30	-
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Total operating expenses	9,271	5,517	27,516	20,775
	-----	-----	-----	-----
Loss from operations	(1,305)	(1,693)	(2,367)	(3,912)
Other income (expense), net:				
Loss on foreign exchange	(345)	(82)	(92)	(125)
Interest income	18	3	86	27
Interest expense (including amortization of debt issuance costs and accretion of debt discount of \$559 and \$411 during the three months ended September 30, 2008 and 2009, respectively, and \$1,370 and \$2,039 during the nine months ended September 30, 2008 and 2009, respectively)	(666)	(565)	(1,609)	(2,420)
Loss on redemption of convertible debentures	-	(683)	-	(683)
De-recognition of commission liabilities	-	221	-	221
Other	19	(24)	5	(10)
	-----	-----	-----	-----
Total other income (expense), net	(974)	(1,130)	(1,610)	(2,990)
	-----	-----	-----	-----
Loss before income taxes	(2,279)	(2,823)	(3,977)	(6,902)
Income tax provision	(37)	(28)	(116)	(63)
	-----	-----	-----	-----
Net loss	(2,316)	(2,851)	(4,093)	(6,965)
Plus: Net loss attributable to the noncontrolling interest	-	23	-	44
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Net loss attributable to Natural Health Trends	(2,316)	(2,828)	(4,093)	(6,921)
Preferred stock dividends	(4)	(4)	(12)	(12)
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Net loss attributable to common stockholders of Natural Health Trends	\$ (2,320)	\$ (2,832)	\$ (4,105)	\$ (6,933)
	=====	=====	=====	=====
Loss per share of Natural Health Trends - basic and diluted	\$ (0.24)	\$ (0.28)	\$ (0.42)	\$ (0.69)
	=====	=====	=====	=====
Weighted-average number of shares outstanding	9,719	10,261	9,670	10,079
	=====	=====	=====	=====

NATURAL HEALTH TRENDS CORP.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(In Thousands)

Nine Months Ended
September 30,

2008 2009

CASH FLOWS FROM OPERATING ACTIVITIES:

Net loss \$ (4,093) \$ (6,965)

Adjustments to reconcile net loss to net cash used in
operating activities:

Depreciation and amortization of property and equipment	490	392
Amortization of intangibles	600	600
Amortization of debt issuance costs	234	502
Accretion of debt discount	1,136	1,537
Loss on redemption of convertible debentures	-	683
Stock-based compensation	421	447
Impairment of long-lived assets	30	-

Changes in assets and liabilities:

Accounts receivable	159	(24)
Inventories, net	1,540	332
Other current assets	432	(243)
Other assets	285	91
Accounts payable	(773)	647
Income taxes payable	9	59
Accrued distributor commissions	(901)	74
Other accrued expenses	(826)	938
Deferred revenue	(1,363)	(445)
Other current liabilities	(200)	(123)

Net cash used in operating activities (2,820) (1,498)

CASH FLOWS FROM INVESTING ACTIVITIES:

Purchases of property and equipment	(276)	(95)
Decrease in restricted cash	665	3,212

Net cash provided by investing activities 389 3,117

CASH FLOWS FROM FINANCING ACTIVITIES

Proceeds from debt	145	-
Payments on debt	(145)	(3,754)

Net cash used in financing activities - (3,754)

Effect of exchange rates on cash and cash equivalents 118 117

Net decrease in cash and cash equivalents (2,313) (2,018)
CASH AND CASH EQUIVALENTS, beginning of period 6,282 3,491

CASH AND CASH EQUIVALENTS, end of period \$ 3,969 \$ 1,473
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Contact:

Jean Bono

Natural Health Trends Corp.

investor.relations@nhtglobal.com