

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): August 13,  
2012

Natural Health Trends Corp.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

0-26272  
(Commission File Number)

59-2705336  
(IRS Employer Identification No.)

4514 Cole Avenue, Suite 1400, Dallas, Texas  
(Address of Principal Executive Offices)

75205  
(Zip Code)

(972) 241-4080  
(Registrant's Telephone Number, Including Area Code)

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 (*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))
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**Item 2.02. Results of Operations and Financial Condition**

On August 13, 2012, Natural Health Trends Corp. issued an earnings release announcing its results for the quarter ended June 30, 2012. 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 August 13, 2012.

**(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 13, 2012

**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 hereunto duly authorized.

Date: August 13, 2012

NATURAL HEALTH TRENDS CORP.

By: /s/ Gary C. Wallace

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Gary C. Wallace  
General Counsel

**NATURAL HEALTH TRENDS ANNOUNCES FINANCIAL RESULTS**

**DALLAS, TX, August 13, 2012** -- Natural Health Trends Corp. (OTCQB: NHTC) today announced its financial results through June 30, 2012. The Company reported first-half sales of \$20.1 million, up 62% over the \$12.4 million a year ago. In the second quarter, sales, at \$11.0 million, were up 52% over a year ago. First half earnings per share were \$0.12, compared to \$0.02 in 2011. Second quarter earnings per share were \$0.08, a 33% increase over the comparable period in 2011.

“Our rewarding business model that is centered around dedicated field leaders, an enhanced commission structure, systemic training, dedicated support and services, effective promotions and high-quality products offer an ideal opportunity for personal success for our members,” said Chris Sharng, President of Natural Health Trends. “We believe it’s our continued focus on these core areas of our business that is driving our business growth. We are pleased with the results and will continue building upon our success.”

**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](http://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 27, 2012, 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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NATURAL HEALTH TRENDS CORP.

CONSOLIDATED BALANCE SHEETS  
(In Thousands, Except Share Data)

	December 31, 2011	June 30, 2012 (Unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,617	\$ 4,637
Restricted cash	494	–
Accounts receivable	93	203
Inventories, net	1,089	1,258
Other current assets	537	627
Total current assets	3,830	6,725
Property and equipment, net	68	114
Goodwill	1,764	1,764
Restricted cash	220	221
Other assets	241	247
Total assets	<u>\$ 6,123</u>	<u>\$ 9,071</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable	\$ 2,208	\$ 2,480
Income taxes payable	11	66
Accrued distributor commissions	1,177	1,513
Other accrued expenses	1,471	1,749
Deferred revenue	967	1,627
Deferred tax liability	148	148
Other current liabilities	950	903
Total liabilities	6,932	8,486
Commitments and contingencies		
Stockholders' equity (deficit):		
Preferred stock	124	124
Common stock	11	11
Additional paid-in capital	80,493	80,532
Accumulated deficit	(81,338)	(79,985)
Accumulated other comprehensive loss:		
Foreign currency translation adjustments	(99)	(97)
Total stockholders' equity (deficit)	(809)	585
Total liabilities and stockholders' equity (deficit)	<u>\$ 6,123</u>	<u>\$ 9,071</u>

NATURAL HEALTH TRENDS CORP.

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2012	2011	2012
Net sales	\$ 7,208	\$ 10,980	\$ 12,383	\$ 20,070
Cost of sales	1,977	2,884	3,506	5,283
Gross profit	5,231	8,096	8,877	14,787
Operating expenses:				
Distributor commissions	2,714	4,886	4,476	8,577
Selling, general and administrative expenses	1,836	2,313	3,866	4,750
Depreciation and amortization	26	8	258	20
Total operating expenses	4,576	7,207	8,600	13,347
Income from operations	655	889	277	1,440
Other income (expense), net	26	2	(69)	(61)
Income before income taxes	681	891	208	1,379
Income tax provision	13	45	20	26
Net income	668	846	188	1,353
Plus: Net loss attributable to the noncontrolling interest	1	–	9	–
Net income attributable to Natural Health Trends	669	846	197	1,353
Preferred stock dividends	(4)	(4)	(8)	(8)
Net income attributable to common stockholders of Natural Health Trends	\$ 665	\$ 842	\$ 189	\$ 1,345
Income per share of Natural Health Trends – basic and diluted	\$ 0.06	\$ 0.08	\$ 0.02	\$ 0.12
Weighted-average number of shares outstanding:				
Basic	10,675	10,919	10,655	10,891
Diluted	10,706	11,219	10,659	11,208

**Contact:**

Natural Health Trends Corp.  
investor.relations@nhtglobal.com

SOURCE: Natural Health Trends Corp.