

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 0-26272

NATURAL HEALTH TRENDS CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

59-2705336
(I.R.S. Employer Identification No.)

4514 Cole Avenue
Suite 1400
Dallas, Texas 75205
(Address of principal executive offices, including zip code)

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

At November 9, 2012, the number of shares outstanding of the registrant's common stock was 11,326,323 shares.

NATURAL HEALTH TRENDS CORP.
Quarterly Report on Form 10-Q
September 30, 2012

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, in particular “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” includes “forward-looking statements” within the meaning of section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). When used in this report, the words or phrases “will likely result,” “expect,” “intend,” “will continue,” “anticipate,” “estimate,” “project,” “believe” and similar expressions are intended to identify “forward-looking statements” within the meaning of the Exchange Act. These statements represent our expectations or beliefs concerning, among other things, future revenue, earnings, growth strategies, new products and initiatives, future operations and operating results, and future business and market opportunities.

Forward-looking statements in this report speak only as of the date hereof, and forward looking statements in documents incorporated by reference speak only as of the date of those documents. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. We caution and advise readers that these statements are based on certain assumptions that may not be realized and involve risks and uncertainties that could cause actual results to differ materially from the expectations and beliefs contained herein.

For a summary of certain risks related to our business, see “Item 1A. Risk Factors” in our most recent Annual Report on Form 10-K, which include the following:

- Difficult economic conditions could harm our business;
 - We may experience substantial negative cash flows, which may have a significant adverse effect on our business and could threaten our solvency;
 - If we experience negative cash flows, we may need to seek additional debt or equity financing, which may not be available on acceptable terms or at all. If available, it could have a highly dilutive effect on the holdings of existing stockholders;
 - We could be adversely affected by additional management changes or an inability to attract and retain key management, directors and consultants;
 - Because our Hong Kong operations account for a majority of our overall business, and most of our Hong Kong business is derived from the sale of products to members in China, any material adverse change in our business relating to either Hong Kong or China would likely have a material adverse impact on our overall business;
 - As a network marketing company, we rely on an independent sales force and we do not have direct control over the marketing of our products;
 - Our failure to maintain and expand our distributor relationships could adversely affect our business;
 - The high level of competition in our industry could adversely affect our business;
 - An increase in the amount of compensation paid to distributors would reduce profitability;
 - Failure of new products to gain distributor and market acceptance could harm our business;
 - Direct-selling laws and regulations may prohibit or severely restrict our direct sales efforts and cause our revenue and profitability to decline, and regulators could adopt new regulations that harm our business;
 - Challenges by third parties to the form of our business model could harm our business;
 - Our products and related activities are subject to extensive government regulation, which could delay, limit or prevent the sale of some of our products in some markets;
 - New regulations governing the marketing and sale of nutritional supplements could harm our business;
 - Regulations governing the production and marketing of our personal care products could harm our business;
 - If we are found not to be in compliance with good manufacturing practices our operations could be harmed;
 - Failure to comply with domestic and foreign laws and regulations governing product claims and advertising could harm our business;
 - Although our distributors are independent contractors, improper distributor actions that violate laws or regulations could harm our business;
 - Adverse publicity associated with our products, ingredients or network marketing program, or those of similar companies, could harm our financial condition and operating results;
 - We have a limited product line;
 - We do not manufacture our own products so we must rely on independent third parties for the manufacturing and supply of our products;
 - Growth may be impeded by the political and economic risks of entering and operating foreign markets;
 - Currency exchange rate fluctuations could lower our revenue and net income;
 - Transfer pricing, duties and other tax regulations affect our business;
 - Failure to properly pay business taxes or customs duties, including those in China, could have a material adverse effect;
 - We may be held responsible for certain taxes or assessments relating to the activities of our distributors, which could harm our financial condition and operating results;
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- We may face litigation that could harm our business;
- We may be unable to protect or use our intellectual property rights;
- We do not have product liability insurance and product liability claims could hurt our business;
- Our internal controls and accounting methods may require modification;
- If we fail to achieve and maintain an effective system of internal controls in the future, we may not be able to accurately report our financial results or prevent fraud. As a result, investors may lose confidence in our financial reporting;
- We rely on and are subject to risks associated with our reliance upon information technology systems;
- System failures and attacks could harm our business;
- Terrorist attacks, cyber attacks, acts of war, epidemics or other communicable diseases or any other natural disasters may seriously harm our business;
- Disappointing quarterly revenue or operating results could cause the price of our common stock to fall;
- Our common stock is particularly subject to volatility because of the industry in which we operate;
- There is no assurance that an active public trading market will continue;
- The exercise of our warrants may result in substantial dilution and may depress the market price of our common stock;
- Future sales by us or our existing stockholders could depress the market price of our common stock; and
- Penny stock regulations are applicable to investment in our shares of common stock.

Additional factors that could cause actual results to differ materially from our forward-looking statements are set forth in this report, including under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and in our financial statements and the related notes.

PART I – FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

NATURAL HEALTH TRENDS CORP.

CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Data)

	December 31, 2011	September 30, 2012 (Unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,617	\$ 3,651
Restricted cash	494	–
Accounts receivable	93	166
Inventories, net	1,089	1,261
Other current assets	537	446
Total current assets	3,830	5,524
Property and equipment, net	68	129
Goodwill	1,764	1,764
Restricted cash	220	231
Other assets	241	252
Total assets	<u>\$ 6,123</u>	<u>\$ 7,900</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable	\$ 2,208	\$ 1,795
Income taxes payable	11	79
Accrued distributor commissions	1,177	1,293
Other accrued expenses	1,471	1,531
Deferred revenue	967	768
Deferred tax liability	148	148
Other current liabilities	950	896
Total current liabilities	6,932	6,510
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, 2011 and September 30, 2012, aggregate liquidation value of \$324	124	124
Common stock, \$0.001 par value; 50,000,000 shares authorized; 11,326,323 shares issued and outstanding at December 31, 2011 and September 30, 2012	11	11
Additional paid-in capital	80,493	80,553
Accumulated deficit	(81,338)	(79,238)
Accumulated other comprehensive loss:		
Foreign currency translation adjustments	(99)	(60)
Total stockholders' equity (deficit)	(809)	1,390
Total liabilities and stockholders' equity (deficit)	<u>\$ 6,123</u>	<u>\$ 7,900</u>

See accompanying notes to consolidated financial statements.

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,	
	2011	2012	2011	2012
Net sales	\$ 10,562	\$ 9,333	\$ 22,945	\$ 29,403
Cost of sales	2,536	2,384	6,042	7,667
Gross profit	8,026	6,949	16,903	21,736
Operating expenses:				
Distributor commissions	4,166	3,897	8,642	12,474
Selling, general and administrative expenses (including stock-based compensation expense of \$22 and \$20 during the three months ended September 30, 2011 and 2012, respectively, and \$57 and \$60 during the nine months ended September 30, 2011 and 2012, respectively)	2,613	2,255	6,479	7,005
Depreciation and amortization	23	8	281	28
Total operating expenses	6,802	6,160	15,402	19,507
Income from operations	1,224	789	1,501	2,229
Other income (expense), net	425	(27)	356	(88)
Income before income taxes	1,649	762	1,857	2,141
Income tax provision	16	15	36	41
Net income	1,633	747	1,821	2,100
Plus: Net loss attributable to the noncontrolling interest	—	—	9	—
Net income attributable to Natural Health Trends	1,633	747	1,830	2,100
Preferred stock dividends	(4)	(4)	(12)	(12)
Net income attributable to common stockholders of Natural Health Trends	\$ 1,629	\$ 743	\$ 1,818	\$ 2,088
Income per share of Natural Health Trends – basic and diluted	\$ 0.15	\$ 0.07	\$ 0.17	\$ 0.19
Weighted-average number of shares outstanding:				
Basic	10,732	10,970	10,669	10,918
Diluted	10,898	11,232	10,699	11,225

See accompanying notes to consolidated financial statements.

NATURAL HEALTH TRENDS CORP.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(In Thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2012	2011	2012
Net income	\$ 1,633	\$ 747	\$ 1,821	\$ 2,100
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	(466)	38	(405)	39
Comprehensive income	1,167	785	1,416	2,139
Plus: Comprehensive (income) loss attributable to the noncontrolling interest	(12)	–	15	–
Comprehensive income attributable to Natural Health Trends	<u>\$ 1,155</u>	<u>\$ 785</u>	<u>\$ 1,431</u>	<u>\$ 2,139</u>

See accompanying notes to consolidated financial statements.

NATURAL HEALTH TRENDS CORP.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(In Thousands)

	Nine Months Ended September 30,	
	2011	2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 1,821	\$ 2,100
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	81	28
Amortization of intangibles	200	–
Stock-based compensation	57	60
Deferred income taxes	(1)	–
Changes in assets and liabilities:		
Accounts receivable	12	(69)
Inventories, net	(362)	(163)
Other current assets	72	93
Other assets	170	(4)
Accounts payable	(661)	(416)
Income taxes payable	(15)	68
Accrued distributor commissions	318	108
Other accrued expenses	(706)	51
Deferred revenue	418	(205)
Other current liabilities	33	(56)
Net cash provided by operating activities	<u>1,437</u>	<u>1,595</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment, net	(7)	(88)
Decrease (increase) in restricted cash	(72)	493
Net cash provided by (used in) investing activities	<u>(79)</u>	<u>405</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Advance from related party	233	–
Repayment to related party	(114)	–
Net cash provided by financing activities	<u>119</u>	<u>–</u>
Effect of exchange rates on cash and cash equivalents	(398)	34
Net increase in cash and cash equivalents	1,079	2,034
CASH AND CASH EQUIVALENTS, beginning of period	648	1,617
CASH AND CASH EQUIVALENTS, end of period	<u>\$ 1,727</u>	<u>\$ 3,651</u>

See accompanying notes to consolidated financial statements.

NATURAL HEALTH TRENDS CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Nature of Operations

Natural Health Trends Corp. (the “Company”), a Delaware corporation, is an international direct-selling and e-commerce company headquartered in Dallas, Texas. Subsidiaries controlled by the Company sell personal care, wellness, and “quality of life” products under the “NHT Global” brand. In most markets, we sell our products to an independent distributor network that either uses the products themselves or resells them to consumers.

Our majority-owned subsidiaries have an active physical presence in the following markets: North America; Greater China, which consists of Hong Kong, Taiwan and China; Russia; South Korea; Japan; and Europe, which consists of Italy and Slovenia.

Basis of Presentation

The unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. As a result, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. In the opinion of management, the accompanying unaudited interim consolidated financial statements contain all adjustments, consisting of normal recurring adjustments, considered necessary for a fair statement of the Company’s financial information for the interim periods presented. The results of operations of any interim period are not necessarily indicative of the results of operations to be expected for the fiscal year. These consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in our 2011 Annual Report on Form 10-K filed with the United States Securities and Exchange Commission (SEC) on March 27, 2012.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and all of its majority-owned subsidiaries. All significant inter-company balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported period.

The most significant accounting estimates inherent in the preparation of the Company’s financial statements include estimates associated with obsolete inventory and the fair value of acquired intangible assets, including goodwill, as well as those used in the determination of liabilities related to sales returns and income taxes. Various assumptions and other factors prompt the determination of these significant estimates. The process of determining significant estimates is fact specific and takes into account historical experience and current and expected economic conditions. The actual results may differ materially and adversely from the Company’s estimates. To the extent that there are material differences between the estimates and actual results, future results of operations will be affected.

Income Taxes

The Company recognizes income taxes under the liability method of accounting for income taxes. Deferred income taxes are recognized for differences between the financial reporting and tax bases of assets and liabilities at enacted statutory tax rates in effect for the years in which the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be ultimately realized. The Company recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. The Company recognizes interest and penalties related to unrecognized tax benefits as a component of income tax expense. Deferred taxes are not provided on the portion of undistributed earnings of subsidiaries outside of the United States when these earnings are considered permanently reinvested.

The Company and its subsidiaries file income tax returns in the United States, various states, and foreign jurisdictions. The Company is no longer subject to U.S. federal income tax examinations for years prior to 2008, and is no longer subject to state income tax examinations for years prior to 2007. No jurisdictions are currently examining any income tax returns of the Company or its subsidiaries.

Fair Value of Financial Instruments

The carrying amounts of the Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued expenses, approximate fair value because of their short maturities. The carrying amount of the noncurrent restricted cash approximates fair value since, absent the restrictions, the underlying assets would be included in cash and cash equivalents.

Accounting standards permit companies, at their option, to choose to measure many financial instruments and certain other items at fair value. The Company has elected to not fair value existing eligible items.

Revenue Recognition

Product sales are recorded when the products are shipped and title passes to independent distributors. Product sales to distributors are made pursuant to a distributor agreement that provides for transfer of both title and risk of loss upon our delivery to the carrier that completes delivery to the distributors, which is commonly referred to as "F.O.B. Shipping Point." The Company primarily receives payment by credit card at the time distributors place orders. Amounts received for unshipped product are recorded as deferred revenue. The Company's sales arrangements do not contain right of inspection or customer acceptance provisions other than general rights of return.

Actual product returns are recorded as a reduction to net sales. The Company estimates and accrues a reserve for product returns based on its return policies and historical experience.

Enrollment package revenue, including any nonrefundable set-up fees, is deferred and recognized over the term of the arrangement, generally twelve months. Enrollment packages provide distributors access to both a personalized marketing website and a business management system. No upfront costs are deferred as the amount is nominal.

Shipping charges billed to distributors are included in net sales. Costs associated with shipments are included in cost of sales.

Various taxes on the sale of products and enrollment packages to distributors are collected by the Company as an agent and remitted to the respective taxing authority. These taxes are presented on a net basis and recorded as a liability until remitted to the respective taxing authority.

Selling, General and Administrative Expenses

During 2011, the Company successfully negotiated and entered into agreements with certain legacy and on-going vendors to settle prior outstanding payable balances. The impact of such agreements to settle outstanding payable balances was \$220,000 and \$482,000 less than carrying value during the three and nine months ended September 30, 2011, respectively, which was immediately recognized as a credit to selling, general and administrative expenses upon settlement. Credits resulting from adjustments to certain other legacy vendors that were recognized during the three and nine months ended September 30, 2012 were \$143,000 and \$208,000, respectively.

Income Per Share

Basic income per share is computed by dividing net income applicable to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted income per share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents, consisting of non-vested restricted stock and shares that might be issued upon the exercise of outstanding stock options and warrants and the conversion of preferred stock.

The dilutive effect of non-vested restricted stock, stock options and warrants is reflected by application of the treasury stock method. Under the treasury stock method, the amount the employee must pay for exercising stock options, the amount of compensation cost for future service that the Company has not yet recognized, and the amount of tax benefit that would be recorded in additional paid-in capital when the award becomes deductible are assumed to be used to repurchase shares. The potential tax benefit derived from exercise of non-qualified stock options has been excluded from the treasury stock calculation as the Company is uncertain that the benefit will be realized.

The following tables illustrate the computation of basic and diluted income per share for the periods indicated (in thousands, except per share data):

	Three Months Ended September 30,					
	2011			2012		
	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS:						
Net income attributable to common stockholders of Natural Health Trends	\$ 1,629	10,732	\$ 0.15	\$ 743	10,970	\$ 0.07
Effect of dilutive securities:						
Non-vested restricted stock		166			262	
Diluted EPS:						
Net income attributable to common stockholders of Natural Health Trends plus assumed conversions	\$ 1,629	10,898	\$ 0.15	\$ 743	11,232	\$ 0.07
Nine Months Ended September 30,						
	2011			2012		
	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS:						
Net income attributable to common stockholders of Natural Health Trends	\$ 1,818	10,669	\$ 0.17	\$ 2,088	10,918	\$ 0.19
Effect of dilutive securities:						
Non-vested restricted stock		30			307	
Diluted EPS:						
Net income attributable to common stockholders of Natural Health Trends plus assumed conversions	\$ 1,818	10,699	\$ 0.17	\$ 2,088	11,225	\$ 0.19

Certain non-vested restricted stock is anti-dilutive upon applying the treasury stock method since the amount of compensation cost for future service results in the hypothetical repurchase of shares exceeding the actual number of shares to be vested. Other common stock equivalents are also anti-dilutive since the average market price of the related common stock for the period exceeds the exercise price.

The following securities were not included for the time periods indicated as their effect would have been anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2012	2011	2012
Options to purchase common stock	22,500	–	22,500	–
Warrants to purchase common stock	3,704,854	3,704,854	3,704,854	3,704,854
Non-vested restricted stock	–	100,000	20,415	100,000
Convertible preferred stock	138,400	138,400	138,400	138,400

Warrants to purchase 3,704,854 shares of common stock were still outstanding at September 30, 2012. Such warrants have expirations through April 21, 2015.

Recently Issued and Adopted Accounting Pronouncements

On January 1, 2012, the Company adopted the new Financial Accounting Standards Board guidance on the presentation of comprehensive income. Specifically, the new guidance requires an entity to present components of net income and other comprehensive income in either a single continuous statement of comprehensive income, or in two separate but consecutive statements, which is the approach the Company has selected. The new guidance eliminated the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. While the new guidance changed the presentation of comprehensive income, there were no changes to the components that are recognized in net income or other comprehensive income from that of previous accounting guidance.

Other recently issued accounting pronouncements did not or are not believed by management to have a material impact on the Company's present or future financial statements.

3. STOCK-BASED COMPENSATION

Stock-based compensation expense totaled approximately \$22,000 and \$20,000 for the three months ended September 30, 2011 and 2012, respectively, and approximately \$57,000 and \$60,000 for the nine months ended September 30, 2011 and 2012, respectively. No tax benefits were attributed to the share-based compensation because a valuation allowance was maintained for substantially all net deferred tax assets.

The following table summarizes the Company's restricted stock activity:

	Shares	Wtd. Avg. Price at Date of Issuance
Outstanding at December 31, 2011	473,688	\$ 0.37
Granted	–	–
Vested	(160,362)	0.36
Forfeited	–	–
Outstanding at September 30, 2012	<u>313,326</u>	0.37

As of September 30, 2012, total unrecognized stock-based compensation expense related to non-vested restricted stock was approximately \$117,000, which is expected to be recognized over a weighted-average period of 1.5 years.

On August 13, 2012, the Company's board of directors authorized the Company, acting as trustee for certain of its employees, to execute a Rule 10b5-1 plan to purchase 100,000 shares of its common stock in accordance with guidelines specified under Rule 10b5-1 of the Securities Exchange Act of 1934 and the Company's policies regarding stock transactions. The Company may terminate the plan at any time. The employees will receive the stock as incentive compensation in quarterly increments over three years beginning March 15, 2013, provided that they are employees of the Company on the date of the distribution. Any common stock that is forfeited by an employee whose employment terminates will be delivered to the Company and held as treasury stock. The grant-date fair value for each award was \$1.37 per share. As of September 30, 2012, total unrecognized stock-based compensation related to these awards is \$132,000, which is expected to be recognized quarterly over the three year vesting period.

4. CONTINGENCIES

Consumer Indemnity

As required by the Door-to-Door Sales Act in South Korea, the Company maintains insurance for consumer indemnity claims with a mutual aid cooperative by possessing a mutual aid contract with Mutual Aid Cooperative & Consumer (the "Cooperative"). The contract secures payment to distributors in the event that the Company is unable to provide refunds to distributors. Typically, requests for refunds are paid directly by the Company according to the Company's normal Korean refund policy, which requires that refund requests be submitted within three months. Accordingly, the Company estimates and accrues a reserve for product returns based on this policy and its historical experience. Depending on the sales volume, the Company may be required to increase or decrease the amount of the contract. The maximum potential amount of future payments the Company could be required to make to address actual distributor claims under the contract is equivalent to three months of rolling sales. At September 30, 2012, non-current other assets include KRW 100 million (USD \$90,000) underlying the contract, which can be utilized by the Cooperative to fund any outstanding distributor claims. The Company believes that the likelihood of utilizing these funds to provide for distributors claims is remote.

Registration Payment Arrangements

Pursuant to the agreement with the original investors and the placement agent in the May 2007 financing for the sale of 1,759,307 shares of Series A preferred stock and warrants representing the right to purchase 1,759,307 shares of common stock, the Company is obligated for a specified period of time to maintain the effectiveness of the registration statement that was filed with the SEC covering the resale of the shares of common stock issuable upon the exercise of warrants issued in the financing. On March 18, 2010, the Company filed a post-effective amendment withdrawing unsold shares from registration. If the Company fails to file a new registration statement, and maintain its effectiveness, then it may be liable for payment in cash of an amount equal to 2% of the product of \$1.70 times the number of shares of Series A preferred stock sold in the financing to the relevant purchasers, or up to approximately \$60,000, but only if the quoted closing price of the Company's common stock exceeds the warrant exercise price of the warrants. The exercise price of the warrants was \$3.80 per share until May 3, 2010, \$4.35 per share until November 3, 2011, and is currently \$5.00 per share until May 4, 2013, when the warrants expire.

Pursuant to the agreement with the investors in the Company's October 2007 financing of variable rate convertible debentures having an aggregate face amount of \$4,250,000, seven-year warrants to purchase 1,495,952 shares of the Company's common stock, and one-year warrants to purchase 1,495,952 shares of the Company's common stock, the Company was obligated to (i) file a registration statement covering the resale of the maximum number of Registrable Securities (as defined) that is permitted by SEC Guidance (as defined) prior to November 18, 2007, (ii) cause the registration statement to be declared effective within certain specified periods of time and (iii) maintain the effectiveness of the registration statement until all Registrable Securities have been sold, or may be sold without volume restrictions pursuant to Rule 144(k) under the Securities Act. The Company timely filed that registration statement covering the shares of common stock underlying the debentures, which have been redeemed, and the one-year warrants, which have expired. At the time, the 1,495,952 shares of common stock underlying the seven-year warrants, and 149,595 shares of common stock underlying certain five-year warrants issued to the placement agent in the transaction, were not deemed Registrable Securities and were not included in the registration statement. If they are subsequently deemed Registrable Securities and we fail to file a new registration statement covering them, then the warrants may be exercised by means of a cashless exercise. The maximum number of shares that could be required to be issued upon exercise of the warrants (whether on a cashless basis or otherwise) is limited to the number of shares indicated on the face of the warrants.

As of September 30, 2012, no contingent obligations have been recognized under registration payment arrangements.

5. RELATED PARTY TRANSACTIONS

George Broady, a director of the Company and owner of more than 5% of its outstanding common stock, advanced \$2,500 on January 13, 2011, and \$30,000 on March 14, 2011 to settle certain claims against the Company. The aggregate amount of these advances, plus a \$4,000 advance on December 17, 2010, totaling \$36,500 was repaid on August 8, 2011.

Additionally, Mr. Broady advanced \$100,000 to the Company on February 28, 2011 and \$100,000 on March 14, 2011. The Company agreed to pay Mr. Broady interest of 9% per annum on the aggregate amount of the advances. The Company repaid Mr. Broady in full, plus accumulated interest, during the third and fourth quarters of 2011.

The Company is considering entering into a Royalty Agreement and License Agreement with Broady Health Sciences, L.L.C. (“BHS”) regarding the manufacture and sale of a new product called *Restor*TM. BHS has patents pending on that product. Mr. Broady is a member of BHS, a Texas limited liability company. During 2011 and 2012, BHS permitted the Company to manufacture (or have manufactured), market and sell the *Restor*TM product. In April 2012, the Company reimbursed BHS \$42,000 in expenses incurred in 2011 to promote the *Restor*TM product on the Company’s behalf. To continue selling *Restor*TM and obtain certain exclusive rights outside of the United States, BHS has requested that the Company pay a royalty of 2.5% of sales revenues for 2011 and subsequent years. The Company is considering that proposal and discussing the terms of a definitive agreement. At a royalty of 2.5% of net sales, the Company calculates that royalties for 2011 and the first nine months of 2012 would total approximately \$31,000.

Item 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Business Overview

We are an international direct-selling and e-commerce company. Subsidiaries controlled by us sell personal care, wellness, and “quality of life” products under the “NHT Global” brand. In most markets, we sell our products to an independent distributor network that either uses the products themselves or resells them to consumers. Our majority-owned subsidiaries have an active physical presence in the following markets: North America; Greater China, which consists of Hong Kong, Taiwan and China; Russia; South Korea; Japan; and Europe, which consists of Italy and Slovenia.

Our distributor network operates in a seamless manner from market to market, except for the Chinese market. We believe that each of our operating segments should be aggregated into a single reportable segment as they have similar economic characteristics. Additionally, we believe that each of the operating segments are similar in the nature of the products sold, the product acquisition process, the types of customers products are sold to, the methods used to distribute the products, and the nature of the regulatory environment. Our e-commerce retail business in China does not require a direct selling license and allows for discounts on volume purchases. There is no separate segment manager who is held accountable by our chief operating decision-makers, or anyone else, for operations, operating results and planning for the Chinese market on a stand-alone basis. Accordingly, we consider ourselves to be in a single reporting segment and operating unit structure.

As of September 30, 2012, we were conducting business through approximately 21,000 active distributors. We consider a distributor “active” if they have placed at least one product order with us during the preceding year. Currently we do not intend to devote material resources to opening any additional foreign markets in the near future. Our priority is to focus our resources in our most promising markets, which we consider to be Greater China and certain Commonwealth of Independent States (“CIS”) countries, namely Russia and Kazakhstan. Currently, orders received from members located in Kazakhstan are fulfilled by our North American subsidiary.

We generate about 95% of our net sales from subsidiaries located outside North America, with sales in Hong Kong representing 72% of net sales in the latest fiscal quarter. Because of the size of our foreign operations, operating results can be impacted negatively or positively by factors such as foreign currency fluctuations, and economic, political and business conditions around the world. In addition, our business is subject to various laws and regulations, in particular regulations related to direct selling activities that create certain risks for our business, including improper claims or activities by our distributors and potential inability to obtain necessary product registrations.

China has been and continues to be our most important business development project. In June 2004, NHT Global obtained a general business license in China. Direct selling is prohibited in China without a direct selling license that we do not have. In December 2005, we submitted a preliminary application for a direct selling license. In June 2006, we submitted a revised application package in accordance with new requirements issued by the Chinese government. In June 2007, we launched a new e-commerce retail platform in China that does not require a direct selling license and is separate from our current worldwide platform. We believe this model, which offers discounts based on volume purchases, will encourage repeat purchases of our products for personal consumption in the Chinese market. The platform is designed to be in compliance with our understanding of current laws and regulations in China. In November 2007, we filed a new, revised direct selling application incorporating a name change, our new e-commerce model and other developments. These direct selling applications were not approved or rejected by the pertinent authorities, but did not appear to materially progress. By now, the information contained in the most recent application is stale. The Company applied to temporarily withdraw the license application in February 2009 to furnish new information and intends to amend its application with the goal to re-apply in the future. We are unable to predict whether we will be successful in obtaining a direct selling license to operate in China, and if we are successful, when we will be permitted to enhance our e-commerce retail platform with direct selling operations.

Most of the Company's Hong Kong revenue is derived from the sale of products that are delivered to members in China. After consulting with outside professionals, the Company believes that its Hong Kong e-commerce business does not violate any applicable laws in China even though it is used for the internet purchase of our products by buyers in China. But the government in China could, in the future, officially interpret its laws and regulations – or adopt new laws and regulations – to prohibit some or all of our e-commerce activities with China and, if our members engage in illegal activities in China, those actions could be attributable to us. In addition, other Chinese laws regarding how and when members may assemble and the activities that they may conduct, or the conditions under which the activities may be conducted, in China are subject to interpretations and enforcement attitudes that sometimes vary from province to province, among different levels of government, and from time to time. Members sometimes violate one or more of the laws regulating these activities, notwithstanding training that the Company attempts to provide. Enforcement measures regarding these violations, which can include arrests, raise the uncertainty and perceived risk associated with conducting this business, especially among those who are aware of the enforcement actions but not the specific activities leading to the enforcement. The Company believes that this has led some existing members in China – who are signed up as distributors in Hong Kong – to leave the business or curtail their selling activities and has led potential members to choose not to participate. Among other things, the Company is combating this with more training and public relations efforts that are designed, among other things, to distinguish the Company from businesses that make no attempt to comply with the law. This environment creates uncertainty about the future of doing this type of business in China generally and under our business model, specifically.

Income Statement Presentation

We derive revenue from sales of products, enrollment packages, and shipping charges. Substantially all of our product sales are to independent distributors at published wholesale prices. Product sales are recorded when the products are shipped and title passes to independent distributors, which generally is upon our delivery to the carrier that completes delivery to the distributors. We estimate and accrue a reserve for product returns based on our return policies and historical experience. Enrollment package revenue, including any nonrefundable set-up fees, is deferred and recognized over the term of the arrangement, generally twelve months.

Cost of sales consist primarily of products purchased from third-party manufacturers, freight cost for shipping products to distributors, import duties, costs of promotional materials sold to the Company's distributors at or near cost, and provisions for slow moving or obsolete inventories. Cost of sales also includes purchasing costs, receiving costs, inspection costs and warehousing costs.

Distributor commissions are typically our most significant expense and are classified as an operating expense. Under our compensation plan, distributors are paid weekly commissions, generally in their home country currency, for product sold by their down-line distributor network across all geographic markets, except China, where we launched an e-commerce retail platform and do not pay any commissions. Distributors are not paid commissions on purchases or sales of our products made directly by them. This "seamless" compensation plan enables a distributor located in one country to sponsor other distributors located in other countries where we are authorized to conduct our business. Currently, there are basically two ways in which our distributors can earn income:

- Through retail markups on sales of products purchased by distributors at wholesale prices (in some markets, sales are for personal consumption only and income may not be earned through retail mark-ups on sales in that market); and
- Through commissions paid on product purchases made by their down-line distributors.

Each of our products is designated a specified number of sales volume points, also called bonus volume or "BV." Commissions are based on total personal and group sales volume points per sales period. Sales volume points are essentially a percentage of a product's wholesale cost. As the distributor's business expands from successfully sponsoring other distributors who in turn expand their own businesses by sponsoring other distributors, the distributor receives higher commissions from purchases made by an expanding down-line network. To be eligible to receive commissions, a distributor may be required to make nominal monthly or other periodic purchases of our products. Certain of our subsidiaries do not require these nominal purchases for a distributor to be eligible to receive commissions. In determining commissions, the number of levels of down-line distributors included within the distributor's commissionable group increases as the number of distributorships directly below the distributor increases. Under our current compensation plan, certain of our commission payouts may be limited to a hard cap in terms of a specific percentage of total product sales. In some markets, commissions may be further limited. In some markets, we also pay certain bonuses on purchases by several generations of personally sponsored distributors, as well as bonuses on commissions earned by several generations of personally sponsored distributors. Distributors can also earn income, trips and other prizes in specific time-limited promotions and contests we hold from time to time. Distributor commissions are dependent on the sales mix and, for the first nine months of 2011 and 2012, represented 38% and 42% of net sales, respectively. From time to time we make modifications and enhancements to our compensation plan to help motivate distributors, which can have an impact on distributor commissions. From time to time we also enter into agreements for business or market development, which may result in additional compensation to specific distributors.

Selling, general and administrative expenses consist of administrative compensation and benefits (including stock-based compensation), travel, credit card fees and assessments, professional fees, certain occupancy costs, and other corporate administrative expenses. In addition, this category includes selling, marketing, and promotion expenses including costs of distributor conventions, which are designed to increase both product awareness and distributor recruitment. Because our various distributor conventions are not always held at the same time each year, interim period comparisons will be impacted accordingly.

The functional currency of our international subsidiaries is generally their local currency. Local currency assets and liabilities are translated at the rates of exchange on the balance sheet date, and local currency revenues and expenses are translated at average rates of exchange during the period. Equity accounts are translated at historical rates. The resulting translation adjustments are recorded directly into a separate component of stockholders' equity and represent the only component of accumulated other comprehensive income.

Sales by our foreign subsidiaries are transacted in the respective local currencies and are translated into U.S. dollars using average rates of exchange for each monthly accounting period to which they relate. Most of our product purchases from third-party manufacturers are transacted in U.S. dollars. Consequently, our sales and net earnings are affected by changes in currency exchange rates, with sales and earnings generally increasing with a weakening U.S. dollar and decreasing with a strengthening U.S. dollar.

Results of Operations

The following table sets forth our operating results as a percentage of net sales for the periods indicated.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2012	2011	2012
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	24.0	25.5	26.3	26.1
Gross profit	76.0	74.5	73.7	73.9
Operating expenses:				
Distributor commissions	39.4	41.7	37.7	42.4
Selling, general and administrative expenses	24.7	24.2	28.2	23.8
Depreciation and amortization	0.2	0.1	1.2	0.1
Total operating expenses	64.3	66.0	67.1	66.3
Income from operations	11.7	8.5	6.6	7.6
Other income (expense), net	4.0	(0.3)	1.5	(0.3)
Income before income taxes	15.7	8.2	8.1	7.3
Income tax provision	0.2	0.2	0.2	0.2
Net income	15.5%	8.0%	7.9%	7.1%

Net Sales

The following table sets forth revenue by market for the periods indicated (in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2011		2012		2011		2012	
North America	\$ 406	3.8%	\$ 463	5.0%	\$ 1,032	4.5%	\$ 1,432	4.9%
Hong Kong	8,454	80.0	6,722	72.0	15,518	67.6	20,990	71.4
China	122	1.1	385	4.1	640	2.8	759	2.6
Taiwan	471	4.4	481	5.2	1,577	6.9	1,440	4.9
South Korea	114	1.2	57	0.6	346	1.5	222	0.7
Japan	50	0.5	41	0.4	185	0.8	128	0.4
Russia	874	8.3	1,113	11.9	3,378	14.7	4,201	14.3
Europe	71	0.7	71	0.8	269	1.2	231	0.8
Total	\$ 10,562	100.0%	\$ 9,333	100.0%	\$ 22,945	100.0%	\$ 29,403	100.0%

Net sales were \$9.3 million for the three months ended September 30, 2012 compared with \$10.5 million for the comparable period a year ago, a decrease of \$1.2 million, or 12%. Hong Kong net sales decreased \$1.7 million, or 20%, over the comparable period a year ago. In 2011, various promotions and events the Company conducted for its 10th Anniversary celebration in Hong Kong that occurred during July 2011 deferred sales into the third quarter. As a result, a year-to-date comparison with the comparable period a year ago through September evens out such an effect.

Net sales were \$29.4 million for the nine months ended September 30, 2012 compared with \$22.9 million for the comparable period a year ago, an increase of \$6.5 million, or 28%. Hong Kong net sales increased \$5.5 million, or 35%, over the comparable period a year ago. The increase in Hong Kong can be attributed to our renewed focus on training, a coherent culture among our leaders, as well as new incentive programs launched at the beginning of the year surrounding our recognition program.

Outside of our Hong Kong business, net sales elsewhere increased \$986,000, or 13%, over the nine months ended September 30, 2012 compared with the same period in the prior year. The increase is primarily attributable to the Russian market, which generated \$823,000, or 24%, more sales than the comparable period in the prior year due to incentive trip programs in Russia that occurred throughout the first nine months of 2012, as well as the introduction of new product promotions in Russia and North America during late 2011. The North American market also benefited from increased orders received from members located in Kazakhstan and Ukraine.

As of September 30, 2012, the operating subsidiaries of the Company had approximately 21,000 active distributors, compared to 18,000 active distributors at September 30, 2011. Hong Kong experienced an increase of 2,700 active distributors, or 23%, over the same timeframe.

As of September 30, 2012, the Company had deferred revenue of approximately \$768,000, of which approximately \$567,000 pertained to product sales and approximately \$201,000 pertained to unamortized enrollment package revenue.

Gross Profit

Gross profit was 74.5% of net sales for the three months ended September 30, 2012 compared with 76.0% of net sales for the three months ended September 30, 2011. The margin decrease is largely attributable to ticket sales for the 10th Anniversary event held in Hong Kong in July 2011. Excluding ticket sales, gross profit declined 0.6% due to increased importation costs and logistics fees as a percentage of overall net sales, which occurs when Russian market sales as a percentage of total sales increase quarter over quarter.

Gross profit was 73.9% of net sales for the nine months ended September 30, 2012 compared with 73.7% of net sales for the nine months ended September 30, 2011. Excluding ticket sales for events such as the 10th Anniversary celebration held in Hong Kong in July 2011, gross profit increased 0.7% due to less importation costs and logistics fees as a percentage of overall net sales, which occurs when Russian market sales as a percentage of total sales decrease period over period. This resulted from the significant increase in Hong Kong sales during the first half of 2012. The year-to-date gross profit improvement eased somewhat during the third quarter since the Russian market sales were a larger percentage of total sales when compared to the same quarter in the prior year. Additionally, the gross profit increase is due to a rate reduction by our third-party logistics provider in Russia effective in June 2011.

Distributor Commissions

Distributor commissions were 41.7% and 42.4% of net sales for each of the three and nine month periods ended September 30, 2012, respectively, compared with 39.4% and 37.7% of net sales for each of the three and nine month periods ended September 30, 2011, respectively. Excluding the effect of ticket sales for events such as the 10th Anniversary celebration held in Hong Kong in July 2011, distributor commissions increased 0.8% and 4.1% as a percentage of overall net sales versus the comparable three and nine months periods in the prior year, respectively. The quarterly increase is due to an overall payout increase in the Hong Kong market. The year-to-date increase can be largely attributable to the monetization of and promotions surrounding the recognition program in Hong Kong that commenced during the fourth quarter of 2011, as well as an overall increase in payout in the Hong Kong and Russian markets. The largest components of the recognition program promotions concluded at the end of the second quarter of 2012.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were \$2.3 million for the three months ended September 30, 2012 compared with \$2.6 million for the comparable period a year ago. Selling, general and administrative expenses decreased by \$358,000, or 14%, mainly due to the following:

- event-related costs decreased by \$297,000 since the events held in the third quarter of 2012 were not as costly as those held in the prior year quarter, which included the Hong Kong 10th Anniversary event held in July 2011;
- audit fees decreased \$70,000 due to the audit of our consolidated financial statements for fiscal years 2009 and 2010 occurring during the third quarter of 2011; and
- additional costs were incurred in China in the prior year totaling \$55,000 to develop local market presence; partly offset by the net impact of agreements with vendors to settle outstanding amounts and other adjustments was \$77,000 greater than that recognized in the prior year.

Selling, general and administrative expenses were \$7.0 million for the nine months ended September 30, 2012 compared with \$6.5 million for the comparable period a year ago. Selling, general and administrative expenses increased by \$526,000, or 8%, mainly due to the following:

- increased credit card fees of \$174,000 due to the increase in sales over the comparable period a year ago;
- higher employee-related costs of \$525,000 primarily resulting from employee incentive programs and travel; and
- the net impact of agreements with vendors to settle outstanding amounts and other adjustments was \$274,000 less than that recognized in the prior year; partly offset by
- lower event-related costs in the amount of \$232,000 since the events held in 2012 have not been as costly as those held in the comparable period in the prior year, which included the Hong Kong 10th Anniversary event held in July 2011;
- lower bank fees of \$51,000 due to less transaction costs compensating our distributors located in Russia; and
- additional costs incurred in China in the prior year totaling \$55,000 to develop local market presence.

Other Income (Expense), Net

Loss on foreign exchange was \$28,000 for the three months ended September 30, 2012 primarily due to the impact of the strengthening Russian ruble on our subsidiary's U.S. dollar-denominated bank account. Loss on foreign exchange was \$92,000 for the nine months ended September 30, 2012. The loss incurred earlier in the year was due to the impact of strengthening currencies (also against the U.S. dollar) on inter-company balances, namely the European euro and Russian ruble. The Company took certain steps during the second quarter to mitigate its exposure to the European euro going forward. Gain on foreign exchange totaling \$428,000 and \$355,000 was recognized during the three and nine months ended September 30, 2011, respectively. The gain during the third quarter of 2011 was due primarily to the impact of the Japanese yen, South Korean won and European euro on inter-company balances.

Income Taxes

An income tax provision of \$15,000 and \$41,000 was recorded during the three and nine months ended September 30, 2012, respectively, related to the Company's operations outside the United States. The Company did not recognize a tax benefit for U.S. tax purposes due to uncertainty that the benefit will be realized.

As stated above, the various promotions and events the Company conducted for its 10th Anniversary celebration in Hong Kong that occurred during July 2011 deferred sales into the third quarter. In 2012, new incentive programs launched at the beginning of the year were effective in generating sales during the first and second quarters. As such, for year-on-year evaluation, a year-to-date comparison with the comparable period a year ago through September evens out such an effect and may be more indicative of our business trend, profitability and income per share.

Liquidity and Capital Resources

In 2007 through early 2011, the Company supplemented its working capital and capital expenditure needs with capital raised from several private placements and advances from a director.

On May 4, 2007, the Company consummated a private equity placement generating gross proceeds of approximately \$3.0 million. The May 2007 financing consisted of the sale of 1,759,307 shares of the Company's Series A convertible preferred stock and the sale of warrants evidencing the right to purchase 1,759,307 shares of the Company's common stock. As partial consideration for placement agency services, the Company issued warrants evidencing the right to purchase an additional 300,000 shares of the Company's common stock to the placement agent that assisted in the financing. The warrants are exercisable at any time during the period beginning November 4, 2007 (six months after their issuance) and ending May 4, 2013 (six years after their issuance). The exercise price of the warrants is \$5.00 per share.

On October 19, 2007, the Company raised gross proceeds of \$3.7 million in a private placement of variable rate convertible debentures having an aggregate face amount of \$4,250,000, seven-year warrants to purchase 1,495,952 shares of the Company's common stock, and one-year warrants to purchase 1,495,952 shares of the Company's common stock. The debentures were redeemed on August 10, 2009. The warrants are exercisable beginning six months and one day after their respective issuance and have an exercise price of \$3.52 per share. The placement agent and its assigns also received five-year warrants to purchase 149,595 shares of the Company's common stock at an exercise price of \$3.52 per share. Such one-year warrants expired unexercised on April 21, 2009.

At September 30, 2012, the Company's cash and cash equivalents totaled approximately \$3.7 million. Total cash and cash equivalents increased by \$2.0 million from December 31, 2011 to September 30, 2012.

At September 30, 2012, the ratio of current assets to current liabilities was 0.85 to 1.00 and the Company had \$986,000 of working capital deficit. Current liabilities included deferred revenue of \$768,000 that consisted of unamortized enrollment package revenues and unshipped orders. The ratio of current assets to current liabilities excluding deferred revenue was 0.96 to 1.00. Working capital as of September 30, 2012 increased \$2.1 million compared to the Company's working capital as of December 31, 2011, due to cash generated from operations.

Cash provided by operations for the first nine months of 2012 was \$1.6 million compared to \$1.4 million in the comparable period of 2011. The increase in operating cash flows resulted primarily from the net sales increase over the same period in the prior year.

Cash provided by investing activities for the first nine months of 2012 was \$405,000, which resulted from a \$493,000 decrease in restricted cash. In April 2010, the Company's primary credit card processing company required that the Company gradually increase to and maintain a reserve balance at \$500,000. The Company reached the necessary reserve requirement during the second quarter of 2011. One-half of the reserve balance was returned to the Company in January 2012 and the remainder was returned in May 2012.

No financing activities occurred during the first nine months of 2012. Cash provided by financing activities during first nine months of 2011 was \$119,000. George Broady, a director of the Company and owner of more than 5% of its outstanding common stock, advanced \$2,500 on January 13, 2011, and \$30,000 on March 14, 2011 to settle certain claims against the Company. The aggregate amount of these advances, plus a \$4,000 advance on December 17, 2010, totaling \$36,500 was repaid on August 8, 2011. Additionally, Mr. Broady advanced \$100,000 to the Company on February 28, 2011 and an additional \$100,000 on March 14, 2011. The Company agreed to pay Mr. Broady interest of 9% per annum on the aggregate amount of these advances. The Company repaid Mr. Broady in full, plus accumulated interest, during the third and fourth quarters of 2011.

The Company believes that its existing internal liquidity, supported by cash on hand and cash flows from operations should be adequate to fund normal business operations and address its financial commitments for at least the next 12 months, assuming no significant unforeseen expense or revenue decline. If the Company's foregoing beliefs or assumptions prove to be incorrect, however, the Company's business, results of operations and financial condition could be materially adversely affected.

The Company does not have any significant unused sources of liquid assets. Potentially the Company might receive additional external funding if currently outstanding warrants are exercised. Furthermore, if necessary, the Company may attempt to generate more funding from the capital markets, but currently does not believe that will be necessary.

We do not intend to devote material resources to opening any additional foreign markets in the near future. Our priority is to focus our resources in our most promising markets, which we consider to be Greater China and certain CIS countries, namely Russia and Kazakhstan.

Critical Accounting Policies and Estimates

The Company has identified certain policies and estimates that are important to the portrayal of its financial condition and results of operations. Critical accounting policies and estimates are defined as both those that are material to the portrayal of our financial condition and results of operations and as those that require management's most subjective judgments. These policies and estimates require the application of significant judgment by the Company's management.

The most significant accounting estimates inherent in the preparation of the Company's financial statements include estimates associated with obsolete inventory and the fair value of acquired intangible assets, including goodwill, as well as those used in the determination of liabilities related to sales returns and income taxes. Various assumptions and other factors prompt the determination of these significant estimates. The process of determining significant estimates is fact specific and takes into account historical experience and current and expected economic conditions. The actual results may differ materially and adversely from the Company's estimates. To the extent that there are material differences between the estimates and actual results, future results of operations will be affected. The Company's critical accounting policies at September 30, 2012 include the following:

Inventory Valuation. The Company reviews its inventory carrying value and compares it to the net realizable value of its inventory and any inventory value in excess of net realizable value is written down. In addition, the Company reviews its inventory for obsolescence and any inventory identified as obsolete is reserved or written off. The Company's determination of obsolescence is based on assumptions about the demand for its products, product expiration dates, estimated future sales, and management's future plans. Also, if actual sales or management plans are less favorable than those originally projected by management, additional inventory reserves or write-downs may be required. At December 31, 2011 and September 30, 2012, the Company's inventory value was \$1.1 million and \$1.3 million, respectively, net of reserves of \$43,000 and \$86,000, respectively. No significant provision was recorded during the periods presented.

Valuation of Goodwill and Other Intangible Assets. In accordance with accounting principles generally accepted in the United States of America, the value of indefinite-lived intangible assets and residual goodwill is not amortized, but is tested at least annually for impairment. Our impairment testing for goodwill is performed separately from our impairment testing of indefinite-lived intangibles. During the fourth quarter of 2011, the Company early adopted new guidance which simplifies the goodwill impairment test by allowing the option to first assess qualitative factors in order to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, through this qualitative assessment, the conclusion is made that it is more likely than not that a reporting unit's fair value is less than its carrying amount, a two-step impairment test is performed. We test individual indefinite-lived intangibles by reviewing the individual book values compared to the fair value. The Company's policy is to test for impairment annually during the fourth quarter. At December 31, 2011 and September 30, 2012, goodwill of approximately \$1.8 million was reflected on the Company's balance sheet. No impairment of goodwill or intangible assets was recognized during the periods presented.

Allowance for Sales Returns. An allowance for sales returns is provided during the period the product is shipped. The allowance is based upon the return policy of each country, which varies from 14 days to one year, and their historical return rates, which range from approximately 1% to 4% of sales. Sales returns were approximately 2% of sales for each of the nine month periods ended September 30, 2011 and 2012. The allowance for sales returns was approximately \$205,000 and \$164,000 at December 31, 2011 and September 30, 2012, respectively. No material changes in estimates have been recognized during the periods presented.

Revenue Recognition. Product sales are recorded when the products are shipped and title passes to independent distributors. Product sales to distributors are made pursuant to a distributor agreement that provides for transfer of both title and risk of loss upon our delivery to the carrier that completes delivery to the distributors, which is commonly referred to as "F.O.B. Shipping Point." The Company primarily receives payment by credit card at the time distributors place orders. The Company's sales arrangements do not contain right of inspection or customer acceptance provisions other than general rights of return. Amounts received for unshipped product are recorded as deferred revenue. Such amounts totaled \$776,000 and \$567,000 at December 31, 2011 and September 30, 2012, respectively. Shipping charges billed to distributors are included in net sales. Costs associated with shipments are included in cost of sales.

Enrollment package revenue, including any nonrefundable set-up fees, is deferred and recognized over the term of the arrangement, generally twelve months. Enrollment packages provide distributors access to both a personalized marketing website and a business management system. No upfront costs are deferred as the amount is nominal. At December 31, 2011 and September 30, 2012, enrollment package revenue totaling \$191,000 and \$201,000 was deferred, respectively. Although the Company has no immediate plans to significantly change the terms or conditions of enrollment packages, any changes in the future could result in additional revenue deferrals or could cause us to recognize the deferred revenue over a longer period of time.

Tax Valuation Allowance. The Company evaluates the probability of realizing the future benefits of any of its deferred tax assets and records a valuation allowance when it believes a portion or all of its deferred tax assets may not be realized. The Company increased the valuation allowance to equal its net deferred tax assets during 2005 due to the uncertainty of future operating results. The valuation allowance will be reduced at such time as management believes it is more likely than not that the deferred tax assets will be realized. During each of the nine month periods ended September 30, 2011 and 2012, no such reduction in the valuation allowance occurred. Any reductions in the valuation allowance will reduce future income tax provisions.

Provision for income taxes depends on the statutory tax rates in each of the jurisdictions in which we operate. We believe that we operate in compliance with all applicable transfer pricing laws and we intend to continue to operate in compliance with such laws. However, there can be no assurance that we will continue to be found to be operating in compliance with transfer pricing laws, or that those laws would not be modified, which, as a result, may require changes in our operating procedures. If the United States Internal Revenue Service or the taxing authorities of any other jurisdiction were to successfully challenge these agreements, plans, or arrangements, or require changes in our transfer pricing practices, we could be required to pay higher taxes, interest and penalties, and our earnings would be adversely affected.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable under smaller reporting company disclosure rules.

Item 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Management, with the participation of the Company's principal executive officer and principal financial officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of September 30, 2012. The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to management, including the Company's principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, the principal executive officer and principal financial officer concluded that, as of September 30, 2012, the Company's disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There were no changes in internal control over financial reporting that occurred during the fiscal quarter ended September 30, 2012 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

None.

Item 1A. RISK FACTORS

Not applicable under smaller reporting company disclosure rules.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

On August 13, 2012, the Company disclosed in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, that its board of directors had, on that day, authorized the Company, acting as trustee for certain of its distributors, to execute a Rule 10b5-1 plan to purchase up to \$60,000 of its common stock (less commissions and other transaction costs) in accordance with guidelines specified under Rule 10b5-1 of the Securities Exchange Act of 1934 and the Company's policies regarding stock transactions (the "Distributor Plan") and that, on that same date, the Company's board of directors further authorized the Company, acting as trustee for certain of its employees, to execute a Rule 10b5-1 plan to purchase 100,000 shares of its common stock in accordance with guidelines specified under Rule 10b5-1 of the Securities Exchange Act of 1934 and the Company's policies regarding stock transactions (the "Employee Plan"). The Company may terminate the plans at any time. The distributors for whom the Company will purchase the stock as trustee under the Distributor Plan will receive the stock as compensation under a special incentive plan offered to certain distributors who are not citizens or residents of the United States. The employees for whom the Company will purchase stock as trustee under the Employee Plan will receive the stock as incentive compensation in quarterly increments over three years beginning March 15, 2013, provided that they are employees of the Company on the date of the distribution. Any stock that is purchased under the Employee Plan that is forfeited by an employee whose employment terminates will be delivered to the Company and held by it as treasury stock.

During the quarter ended September 30, 2012, the Company, as Trustee, made no purchases under the Employee Plan. A summary of the Company's purchases, as Trustee, under the Distributor Plan, during the quarter ended September 30, 2012, is as follows:

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (b)
July 1 – 31, 2012	–	\$ –	–	\$ –
August 1 – 31, 2012	–	\$ –	–	\$ 60,000
September 1 – 30, 2012	34,770	\$ 1.35	34,770	\$ 13,142
Total	34,770	\$ 1.35	34,770	\$ 13,142

(a) The shares were purchased in open market transactions under the Distributor Plan described above.

(b) In addition, 100,000 shares have yet to be purchased under the Employee Plan.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

None.

Item 6. EXHIBITS

Exhibit Number	Exhibit Description
31.1	Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certifications of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	<i>XBRL Instance</i>
101.SCH**	<i>XBRL Taxonomy Extension Schema</i>
101.CAL**	<i>XBRL Taxonomy Extension Calculation</i>
101.DEF**	<i>XBRL Taxonomy Extension Definition</i>
101.LAB**	<i>XBRL Taxonomy Extension Labels</i>
101.PRE**	<i>XBRL Taxonomy Extension Presentation</i>

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 thereunto duly authorized.

NATURAL HEALTH TRENDS CORP.

Date: November 13, 2012

/s/ Timothy S. Davidson

Timothy S. Davidson
Senior Vice President and Chief Financial
Officer
(Principal Financial Officer)

EXHIBIT INDEX

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CERTIFICATION

I, Chris T. Sharng, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Natural Health Trends Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2012

/s/ Chris T. Sharng
Chris T. Sharng
President
(Principal Executive Officer)

CERTIFICATION

I, Timothy S. Davidson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Natural Health Trends Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2012

/s/ Timothy S. Davidson
Timothy S. Davidson
Senior Vice President and Chief Financial
Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Natural Health Trends Corp. (the "Company") on Form 10-Q for the period ended September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Chris T. Sharng, and Timothy S. Davidson, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 13, 2012

/s/ Chris T. Sharng

Chris T. Sharng
President
(Principal Executive Officer)

Date: November 13, 2012

/s/ Timothy S. Davidson

Timothy S. Davidson
Senior Vice President and Chief Financial
Officer
(Principal Financial Officer)