

WOOD RITCH N
Form 4
February 26, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOD RITCH N

2. Issuer Name and Ticker or Trading Symbol
NU SKIN ENTERPRISES INC
[NUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O NU SKIN ENTERPRISES,
INC., 75 WEST CENTER STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PROVO, UT 84601

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--------------------------------------|--|----------------------|-----------------|---|-----------------------|------------------|------------------|-----------------|----------------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 30.63 | 02/22/2019 | A | | 12,258 ⁽¹⁾ | | 02/22/2019 | 03/02/2023 | Class A Common Stock | 12,258 |
| Employee Stock Option (Right to Buy) | \$ 50.68 | 02/22/2019 | A | | 32,111 ⁽²⁾ | | 02/22/2019 | 03/04/2024 | Class A Common Stock | 32,111 |
| Employee Stock Option (Right to Buy) | \$ 71.99 | 02/22/2019 | A | | 41,753 ⁽³⁾ | | 03/08/2019 | 03/08/2025 | Class A Common Stock | 41,753 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOOD RITCH N C/O NU SKIN ENTERPRISES, INC. 75 WEST CENTER STREET PROVO, UT 84601 | X | | Chief Executive Officer | |

Signatures

/s/ Gregory Belliston as Attorney-in-Fact for Ritch N. Wood

02/26/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- On March 2, 2016, the reporting person was granted stock options to purchase shares of Class A Common Stock, the vesting of which
- (1) was contingent on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On February 22, 2019, the performance criteria were met, resulting in the vesting of the amount shown above.
 - (2) On March 4, 2017, the reporting person was granted stock options to purchase shares of Class A Common Stock, the vesting of which was contingent on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On February 22, 2019, the performance criteria

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were met, resulting in the vesting of the amount shown above.

- (3) On March 8, 2018, the reporting person was granted stock options to purchase shares of Class A Common Stock, the vesting of which was contingent on Nu Skin Enterprises, Inc.'s satisfaction of certain performance criteria. On February 22, 2019, the performance criteria were met, resulting in the amount shown above becoming eligible for vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.