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NATURAL HEALTH TRENDS CORP

Form 8-K

October 18, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 12, 2005

NATURAL HEALTH TRENDS CORP.

(Exact name of Company as specified in its charter)

Delaware 0-26272 59-2705336  
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(State or other jurisdiction (Commission IRS Employer  
of incorporation) File Number) Identification No.)

12901 Hutton Drive Dallas, TX 75234  
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(Address of principal executive offices) (Zip Code)

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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company 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))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 12, 2005, Natural Health Trends Corp. (the "Company") received a letter from The Nasdaq Stock Market stating that the Company is not in compliance with Marketplace Rule 4350. Specifically, due to the resignation

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of Robert H. Hesse from the Company's Audit Committee (which was previously disclosed), the Company's Audit Committee is not comprised of three independent directors. Pursuant to Marketplace Rule 4350(d)(4), the Company has been provided with the opportunity to cure such non-compliance until the earlier of its next annual stockholders' meeting or September 28, 2006.

The Company's Nominating Committee is in the process of identifying, reviewing and evaluating appropriate candidates for appointment to the Board of Directors as independent directors. The Company intends to appoint one or more of the newly appointed independent directors to its Audit Committee.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99. Press Release of the Company dated October 18, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATURAL HEALTH TRENDS CORP.

Date: October 18, 2005

By: /s/ ROBERT H. HESSE

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Name: Robert H. Hesse  
Title: Interim Chief Executive Officer