

NATURAL HEALTH TRENDS CORP  
Form 10-Q  
July 27, 2016

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 June 30, 2016

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: 001-36849

NATURAL HEALTH TRENDS CORP.

(Exact name of registrant as specified in its charter)

Delaware 59-2705336

(State or other jurisdiction of (I.R.S. Employer incorporation or organization) Identification No.)

609 Deep Valley Drive

Suite 395

Rolling Hills Estates, California 90274

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (310) 541-0888

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  Accelerated filer

Non-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 July 22, 2016, the number of shares outstanding of the registrant's common stock was 11,287,196 shares.

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NATURAL HEALTH TRENDS CORP.  
Quarterly Report on Form 10-Q  
June 30, 2016

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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 Operation,” 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 includes the following:

- We could be adversely affected by management changes or an inability to attract and retain key management, directors and consultants;

- Because our Hong Kong operations account for a substantial portion 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;

- Our operations in China are subject to compliance with a myriad of applicable laws and regulations, and any actual or alleged violations of those laws or government actions otherwise directed at us could have a material adverse impact on our business and the value of our company;

- Our failure to maintain and expand our member relationships could adversely affect our business;

- The high level of competition in our industry could adversely affect our business;

- Challenges by third parties to the legality of our business operations could harm our business;

- We are currently being sued in three lawsuits alleging, among other things, that we made materially false and misleading statements regarding the legality of our business operations in China;

- An increase in the amount of compensation paid to members would reduce profitability;

- Failure of new products to gain member 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;

- 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 members are independent contractors, improper member 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 rely on a limited number of independent third parties to manufacture and supply 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;

Changes in tax or duty laws, and unanticipated tax or duty liabilities, could adversely affect our net income;

Transfer pricing regulations affect our business and results of operations;

We may be held responsible for certain taxes or assessments relating to the activities of our members, which could harm our financial condition and operating results;

We are currently involved in, and may in the future face, litigation that could harm our business;

We may be unable to protect or use our intellectual property rights;

We do not have a comprehensive product liability insurance program 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;

Because our systems, software and data reside on third-party servers, our access could be temporarily or permanently interrupted;

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;

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;

Our common stock continues to experience wide fluctuations in trading volumes and prices. This may make it more difficult for holders of our common stock to sell shares when they want and at prices they find attractive; and

Future sales by us or our existing stockholders could depress the market price of our 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 headings “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and in our financial statements and the related notes.

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## PART I - FINANCIAL INFORMATION

## Item 1. FINANCIAL STATEMENTS

NATURAL HEALTH TRENDS CORP.  
CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

	June 30, 2016 (Unaudited)	December 31, 2015
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 109,649	\$ 104,914
Accounts receivable	93	57
Inventories, net	12,302	10,455
Other current assets	2,893	2,286
Total current assets	124,937	117,712
Property and equipment, net	1,236	894
Goodwill	1,764	1,764
Restricted cash	3,097	3,166
Other assets	620	616
Total assets	\$ 131,654	\$ 124,152
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 3,525	\$ 2,862
Income taxes payable	862	379
Accrued commissions	18,651	19,634
Other accrued expenses	17,570	16,703
Deferred revenue	8,832	4,011
Deferred tax liability	60	60
Amounts held in eWallets	18,162	16,414
Other current liabilities	1,715	1,510
Total current liabilities	69,377	61,573
Long-term incentive	5,264	5,770
Total liabilities	74,641	67,343
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.001 par value; 5,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, \$0.001 par value; 50,000,000 shares authorized; 12,979,414 shares issued at June 30, 2016 and December 31, 2015	13	13
Additional paid-in capital	86,554	85,963
Retained earnings (accumulated deficit)	12,572	(9,647 )
Accumulated other comprehensive loss	(237 )	(101 )
Treasury stock, at cost; 1,692,218 and 840,202 shares at June 30, 2016 and December 31, 2015, respectively	(41,889 )	(19,419 )
Total stockholders' equity	57,013	56,809
Total liabilities and stockholders' equity	\$ 131,654	\$ 124,152

See accompanying notes to consolidated financial statements.

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NATURAL HEALTH TRENDS CORP.  
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)  
(In thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net sales	\$80,391	\$69,716	\$154,737	\$110,425
Cost of sales	15,059	14,094	29,339	23,024
Gross profit	65,332	55,622	125,398	87,401
Operating expenses:				
Commissions expense	37,883	35,010	72,969	53,407
Selling, general and administrative expenses (including stock-based compensation expense of \$10 and \$20 during the three months ended June 30, 2016 and 2015, respectively, and \$84 and \$35 during the six months ended June 30, 2016 and 2015, respectively)	12,431	8,281	23,335	14,704