



Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 3, 2014 the Company filed with the Secretary of State of the State of Delaware a Certificate of Elimination of the Series A Convertible Preferred Stock of the Company (the "Certificate"). The Certificate, which was effective upon filing, cancels the Company's "Series A Convertible Preferred Stock," no shares of which remain outstanding as a result of the automatic conversion of all of such shares into the Company's common stock due to the fact that the average closing price of the Company's common stock equaled or exceeded \$10.00 per share over a recent, consecutive trailing 6-month period.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Certificate of Elimination of the Series A Convertible Preferred Stock of the Company

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**SIGNATURES**

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

Date: December 4, 2014

NATURAL HEALTH TRENDS CORP.

By: /s/ Timothy S. Davidson  
Timothy S. Davidson  
Senior Vice President and Chief  
Financial Officer

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EXHIBIT INDEX

Exhibit

Number Description

3.1 Certificate of Elimination of the Series A Convertible Preferred Stock of the Company