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NATURAL HEALTH TRENDS CORP

Form 8-K

April 21, 2006

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) April 18, 2006

NATURAL HEALTH TRENDS CORP.

(Exact name of Company as specified in its charter)

Delaware

0-26272

59-2705336

(State or other jurisdiction
of incorporation)

(Commission
File Number)

IRS Employer
Identification No.)

2050 Diplomat Drive

Dallas, TX

75234

(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 April 18, 2006, Natural Health Trends Corp. (the "Company") received
a letter from The Nasdaq Stock Market stating that the Company is not in

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compliance with Marketplace Rule 4310(c)(14), which obligates Nasdaq listed issuers to timely file those reports and other documents required to be filed with the Securities and Exchange Commission. As previously disclosed, the Company will be filing its Annual Report on Form 10-K late.

Since the Company anticipates requesting a hearing with the Nasdaq Hearings Panel, or filing its Annual Report on Form 10-K, by April 25, 2006, it is not anticipated that the Company's shares of common stock will be delisted on April 27, 2006. However, if the Company fails to file its Annual Report on Form 10-K, or to persuade the Hearings Panel to provide the Company with an exception to Marketplace Rule 4310(c)(14), the Company's shares of Common Stock may be subject to delisting by The Nasdaq Stock Market.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99. Press Release of the Company dated April 21, 2006.

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: April 21, 2006

By: /s/ CHRIS SHARNG

Name: Chris Sharng
Title: Executive Vice President and
Chief Financial Officer