

NATURAL HEALTH TRENDS CORP
Form SC 13G/A
February 09, 2012

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

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 2)1

Natural Health Trends Corp.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

63888P406
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 63888P406

1 NAME OF REPORTING PERSON

ROBERT L. FROME

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|--|---|--|
| NUMBER OF SHARES | 5 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | 704,925 (1)(2) SHARED VOTING POWER |
| | 7 | 30,000 (3) SOLE DISPOSITIVE POWER |
| | 8 | 704,925 (1)(2) SHARED DISPOSITIVE POWER |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

734,925 (1)(2)(3)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.5%

12 TYPE OF REPORTING PERSON

IN

(1) Includes (i) shares held by Frome & Co., a limited partnership of which Mr. Frome is the general partner, (ii) shares held by the Jennifer Frome Trust, of which Mr. Frome serves as a trustee, and (iii) shares held in Mr. Frome's IRA account. Mr. Frome disclaims beneficial ownership of all such shares except to the extent of his pecuniary interest therein. See Item 4(a) for additional information regarding beneficial ownership.

(2) Includes 14,707 shares of Common Stock currently issuable upon the exercise of certain warrants. See Item 4(a) for a full description of the Reporting Person's beneficial ownership.

(3) Includes shares held by Mr. Frome's spouse, LouAnn Moore, with respect to which Mr. Frome disclaims beneficial ownership.

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Item 1(a). Name of Issuer:

Natural Health Trends Corp., a Delaware corporation (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

2603 Oak Lawn Ave.
Fifth Floor
Dallas, Texas 75219

Item 2(a). Name of Person Filing
Item 2(b). Address of Principal Business Office or, if None, Residence
Item 2(c). Citizenship

Robert L. Frome
Park Avenue Tower
65 East 55th Street
New York, New York 10022
Citizenship: United States

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value (the "Common Stock")

Item 2(e). CUSIP Number:

63888P406

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

/x/

Not applicable.

- (a) // Broker or dealer registered under Section 15 of the Exchange Act.
- (b) // Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) // Investment company registered under Section 8 of the Investment Company Act.
- (e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

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(i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

(j) // Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

(k) // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

(a) Amount beneficially owned:

As of the close of business on December 31, 2011, Mr. Frome directly beneficially owned 574,925 shares of Common Stock, which includes 14,707 shares of Common Stock currently issuable upon the exercise of certain warrants. Of the shares of Common Stock beneficially owned by Mr. Frome, 225,913 shares of Common Stock are held in Mr. Frome's IRA account. As the general partner of Frome & Co., a family partnership, Mr. Frome may be deemed to beneficially own 100,000 shares of Common Stock beneficially owned by Frome & Co. As the trustee of the Jennifer Frome Trust, Mr. Frome may be deemed to beneficially own 30,000 shares of Common Stock held by the Jennifer Frome Trust. Mr. Frome may also be deemed to beneficially own 30,000 shares of Common Stock held by his spouse, LouAnn Moore.

The filing of this Schedule 13G shall not be construed as an admission that the Reporting Person is, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the shares of Common Stock reported herein. The Reporting Person specifically disclaims beneficial ownership of the shares of Common Stock reported herein that are not directly owned by such Reporting Person.

(b) Percent of class:

Based on 11,326,323 shares outstanding, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2011 plus 14,707 shares of Common Stock issuable upon the exercise of certain warrants held by Mr. Frome. As of the date hereof, Mr. Frome beneficially owns 6.5% of the outstanding shares of Common Stock.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

(ii) Shared power to vote or to direct the vote

See Cover Pages Items 5-9.

(iii) Sole power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below each of the undersigned certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2012

By: /s/ Robert L. Frome
Name: Robert L. Frome