

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

March 4, 2017

Date of Report (Date of earliest event reported)

NU SKIN ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-12421

(Commission File Number)

87-0565309

(IRS Employer Identification
Number)

75 West Center Street
Provo, Utah 84601

(Address of principal executive offices and zip code)

(801) 345-1000

(Registrant's telephone number, including area code)

N/A

(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 registrant under any of the following provisions:

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b), (c)

On March 7, 2017, Nu Skin Enterprises, Inc. (the "Company") effected the previously disclosed transition of its Chief Executive Officer and Chief Financial Officer positions. Mark H. Lawrence was appointed as the Company's Chief Financial Officer, effective March 27, 2017. Mr. Lawrence will replace Ritch N. Wood, who became the Chief Executive Officer of the Company as of March 7, 2017. Also as of March 7, 2017, M. Truman Hunt, who had served as the Company's Chief Executive Officer and President since 2003, became the Vice Chairman of the Company's Board of Directors, and Ryan S. Napierski became the Company's President.

Mark H. Lawrence, 47, served since June 2016 as vice president of finance for the Innovation Center at Vivint Smart Home, a privately owned home automation company. From October 2013 to May 2016, Mr. Lawrence was head of finance at Amazon Lab126, a consumer electronics research and development company that is a subsidiary of Amazon.com. He served from March 2013 to September 2013 as senior vice president of worldwide finance at Polycm, a voice and video communications company, and from 2002 to March 2013 he served in various financial positions at Brocade Communications Systems, a networking hardware, software and services company. Mr. Lawrence holds a bachelor's degree from Brigham Young University and a Master of Business Administration degree from the University of California, Davis.

On March 4, 2017, the Company's Executive Compensation Committee approved the following compensation arrangements in connection with these appointments:

- Mr. Wood's base salary will be \$900,000, and his target bonus will be 100% of base salary, contingent on the achievement of revenue and profitability goals. He was granted 25,200 restricted stock units, which will vest in four annual installments beginning on March 4, 2018. He was granted 126,750 performance-based stock options, which will vest, if at all, in three annual installments based on the achievement of performance goals.
- Mr. Napierski's base salary will be \$600,000, and his target bonus will be 90% of base salary, contingent on the achievement of revenue and profitability goals. He was granted 10,400 restricted stock units, which will vest in four annual installments beginning on March 4, 2018. He was granted 70,050 performance-based stock options, which will vest, if at all, in three annual installments based on the achievement of performance goals.
- Mr. Lawrence's base salary will be \$425,000, and his target bonus will be 75% of base salary, contingent on the achievement of revenue and profitability goals. He will receive a signing bonus of \$85,000, together with a tax gross-up on such amount. He will be granted 10,200 restricted stock units, 2,000 of which will vest one year after his date of hire and 8,200 of which will vest in four annual installments beginning on March 2, 2018. He will be granted 31,350 performance-based stock options, which will vest, if at all, in three annual installments based on the achievement of performance goals.

Messrs. Wood, Napierski and Lawrence do not have family relationships with any of the Company's other executive officers or directors. Other than as set forth herein, there are no arrangements or understandings between Messrs. Wood, Napierski or Lawrence and any other person pursuant to which they were selected for their positions.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 Employment Letter Agreement with Mark H. Lawrence

SIGNATURE

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.

NU SKIN ENTERPRISES, INC.
(Registrant)

/s/ Ritch Wood
Ritch Wood
Chief Executive Officer

Date: March 8, 2017

EXHIBIT INDEX

Exhibit No.

Exhibit Description

10.1

Employment Letter Agreement with Mark H. Lawrence



NU SKIN®
DISCOVER THE BEST YOU™

Mar. 1, 2017

Mark H. Lawrence

Dear Mark:

It is with great pleasure that we offer you the position of Chief Financial Officer with Nu Skin Enterprises!

We would like to offer you a starting base salary of \$425,000 annually at a 20 pay grade level. In this role, you will have an opportunity for regular annual increases, and a potential 75% annual bonus subject to company profitability and personal performance. We will also grant you \$775,000 worth of Nu Skin equity based on the stock price on your start date. In addition, we will extend a one-time sign-on RSU grant in the value of \$100,000 that will vest one year from your start date. Lastly, we will reimburse and gross-up the \$85,000 of relocation expenses that we understand needs to be paid back to your previous employer.

We have traditional health insurance, 401K, cafeteria benefits, and other benefits which you will enjoy as an employee of Nu Skin. Finally, as a Nu Skin employee you will receive a monthly credit toward the purchase of Pharmanex and Nu Skin products made available to you at our company store.

This offer is subject to favorable reference, past employment, background and credit checks. You will be employed on an at-will basis. As such, your employment may be terminated by either party at any time for any reason.

We look forward to having you join Nu Skin Enterprises. This offer reflects our confidence in your abilities to lead at the most senior level and make a significant and sustainable contribution to Nu Skin. We express our commitment to help your experience with us be challenging and worthwhile. If you agree to the offer stated above, we would ask that you sign below, and return a copy of this letter to us at your earliest convenience.

We look forward to a rich and rewarding professional relationship. If there is anything more we can do to assist you in making a smooth transition to the Nu Skin organization, please let us know as soon as possible.

Sincerely,

/s/ Dave Daines

Dave Daines, VP Human Resources
Nu Skin Enterprises

I accept the offer as stipulated above: /s/ Mark H. Lawrence
Signature

3/2/2017
Date