

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

NU SKIN ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

87-0565309

(I.R.S. Employer Identification No.)

75 West Center Street  
Provo, Utah 84601

(Address of Principal Executive Offices) (Zip Code)

Nu Skin Enterprises, Inc. Amended and Restated 2024 Omnibus Incentive Plan  
(Full title of the plan)

Chayce D. Clark  
Executive Vice President and General Counsel  
Nu Skin Enterprises, Inc.  
75 West Center Street  
Provo, Utah 84601  
(801) 345-1000

(Name, address and telephone number, including area code, of agent for service)

With copies to:  
Jay H. Knight  
Barnes & Thornburg LLP  
1600 West End Avenue, Suite 800  
Nashville, TN 37203-3494  
(615) 621-6100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐  
Non-accelerated filer ☐

Accelerated filer ☒  
Smaller reporting company ☐  
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Nu Skin Enterprises, Inc. (the “Company”), a Delaware corporation, for the purpose of registering 790,000 additional shares of Company Class A common stock, par value \$0.001 (the “Common Stock”), for issuance under the Company’s Amended and Restated 2024 Omnibus Incentive Plan (the “Amended Plan”). On March 31, 2025, the Company’s Board of Directors approved the Amended Plan, which amends and restates the 2024 Omnibus Incentive Plan effective as of June 5, 2024 (the “Plan”) in its entirety. The Amended Plan was later approved by the Company’s stockholders at the 2025 Annual Meeting of Stockholders.

The 790,000 additional shares of Common Stock available for issuance under the Amended Plan registered pursuant to this Registration Statement are the same class as those registered on the [Registration Statement on Form S-8](#) on June 7, 2024 (File No. 333-280044) (the “Prior Registration Statement”), which is currently effective. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement, including any amendments thereto or filings incorporated therein, are incorporated herein by reference, except as modified, supplemented or superseded herein.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Securities and Exchange Commission (the “Commission”) by the Company, are incorporated by reference in this Registration Statement, except to the extent that information therein is deemed furnished and not filed pursuant to securities laws and regulations:

- (a) the Company’s [Annual Report on Form 10-K](#) for the year ended December 31, 2024;
- (b) the Company’s [Quarterly Report on Form 10-Q](#) for the quarter ended March 31, 2025;
- (c) the Company’s Current Reports on Form 8-K filed on [January 3, 2025](#), [March 6, 2025](#), and [May 30, 2025](#); and
- (d) the description of the Company’s Class A Common Stock filed as [Exhibit 4.2](#) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed on February 15, 2024, together with any amendment or report filed with the Commission for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**Item 8. Exhibits.**

Unless otherwise noted, the SEC file number for exhibits incorporated by reference is 001-12421.

<b>Exhibit Number</b>	<b>Description of Document</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed September 16, 1996, File No. 333-12073).</u></a>
4.2	<a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed March 1, 2010).</u></a>
4.3	<a href="#"><u>Certificate of Designation, Preferences and Relative Participating, Optional and Other Special Rights of Preferred Stock and Qualifications, Limitations and Restrictions Thereof (incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed March 15, 2005).</u></a>
4.4	<a href="#"><u>Sixth Amended and Restated Bylaws of Nu Skin Enterprises, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed November 1, 2024).</u></a>
4.5	<a href="#"><u>Specimen Form of Stock Certificate for Class A Common Stock (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2022, filed February 16, 2023).</u></a>
5.1*	<a href="#"><u>Opinion of Barnes &amp; Thornburg LLP.</u></a>
23.1*	<a href="#"><u>Consent of Barnes &amp; Thornburg LLP (included as part of Exhibit 5.1).</u></a>
23.2*	<a href="#"><u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</u></a>
24.1*	<a href="#"><u>Power of Attorney (included in the signature pages to this Registration Statement).</u></a>
99.1	<a href="#"><u>Nu Skin Enterprises, Inc. Amended and Restated 2024 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 30, 2025).</u></a>
107.1*	<a href="#"><u>Filing Fee Table.</u></a>

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\* Filed herewith

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Provo, State of Utah, on this 2nd day of June, 2025.

### NU SKIN ENTERPRISES, INC.

By: /s/ Ryan S. Napierski

Name: Ryan S. Napierski

Title: President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Ryan S. Napierski, Chayce D. Clark and Gregory S. Belliston, and each of them, any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney shall be governed by and construed with the laws of the State of Delaware and applicable federal securities laws.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 2nd day of June, 2025.

<u>Signature</u>	<u>Title</u>
<u>/s/ Steven J. Lund</u> Steven J. Lund	Executive Chairman of the Board
<u>/s/ Ryan S. Napierski</u> Ryan S. Napierski	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ James D. Thomas</u> James D. Thomas	Chief Financial Officer (Principal Financial Officer and Accounting Officer)
<u>/s/ Emma S. Battle</u> Emma S. Battle	Director
<u>/s/ Daniel W. Campbell</u> Daniel W. Campbell	Director
<u>/s/ Laura Nathanson</u> Laura Nathanson	Director
<u>/s/ Thomas R. Pisano</u> Thomas R. Pisano	Director
<u>/s/ James M. Winett</u> James M. Winett	Director
<u>/s/ Edwina D. Woodbury</u> Edwina D. Woodbury	Director
<u>/s/ Mark A. Zorko</u> Mark A. Zorko	Director

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1600 West End Avenue  
Suite 800  
Nashville, TN 37203-3494 U.S.A  
(615) 621-6021

[www.btlaw.com](http://www.btlaw.com)

June 2, 2025

Nu Skin Enterprises, Inc.  
75 West Center Street  
Provo, Utah 84601

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Nu Skin Enterprises, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing of a Registration Statement on Form S-8 (the “**Registration Statement**”) relating to an additional 790,000 shares (the “**Shares**”) of the Company’s Class A Common Stock, par value \$0.001 per share (the “**Common Stock**”) that may be issued pursuant to the Company’s Amended and Restated 2024 Omnibus Incentive Plan (the “**Plan**”).

In connection with this opinion, we have examined and relied upon such records, documents, certificates, and other instruments as we have deemed necessary or appropriate in order to express the opinions hereinafter set forth. We have also assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents, the legal competence of all signatories to such documents, and, except to the extent we express an opinion as to due authorization in the next paragraph of this letter, the due authorization, execution and delivery of all documents by the parties thereto. As to various questions of fact relevant to the opinion expressed herein, we have relied upon, and assume the accuracy of, certificates and oral or written statements and other information of or from public officials and officers and representatives of the Company.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based upon and subject to the qualifications, assumptions and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinions expressed above are limited to the General Corporation Law of the State of Delaware (which includes applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the General Corporation Law of the State of Delaware and the Delaware Constitution).

We hereby consent to the filing of this opinion with the Securities and Exchange Commission (the “**Commission**”) as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission.

Atlanta | Boston | Chicago | Dallas | Delaware | Florida | Indiana | Los Angeles | Michigan | Minneapolis | Nashville | New Jersey  
New York | North Carolina | Ohio | Philadelphia | Salt Lake City | San Diego | Washington, D.C.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

This opinion is furnished to you in connection with the filing of the Registration Statement. Our opinion is rendered as of the date hereof, and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention.

Very truly yours,

/s/ Barnes & Thornburg LLP

The logo for Barnes & Thornburg, featuring a teal square to the left of the firm's name in a bold, sans-serif font.

**Barnes & Thornburg**

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Nu Skin Enterprises, Inc. of our report dated February 14, 2025 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Nu Skin Enterprises, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ PricewaterhouseCoopers LLP  
Salt Lake City, Utah  
June 2, 2025

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Calculation of Filing Fee Tables

Form S-8  
(Form Type)

Nu Skin Enterprises, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price <sup>(2)</sup>	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, par value \$0.001 per share	Other	790,000	\$7.21	\$5,695,900.00	0.0001531	\$872.04
Total Offering Amounts					\$5,695,900.00		\$872.04
Total Fee Offsets							\$ —
Net Fee Due							\$872.04

(1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the “Securities Act”), this Registration Statement on Form S-8 also relates to such additional number of shares of the Company’s Class A Common Stock available for issuance under the Company’s Amended and Restated 2024 Omnibus Incentive Plan (the “Plan”) as may be required pursuant to the plan in the event of a stock dividend, stock split, recapitalization or other similar event or transaction, or as otherwise provided for in the Plan.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act, on the basis of the average of the high and low prices per share of the Company’s Class A Common Stock as reported on the New York Stock Exchange on May 23, 2025.