

NU SKIN ENTERPRISES INC  
Form SC 13G/A  
February 16, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**NU SKIN ENTERPRISES, INC.**

(Name of Issuer)

**Class A Common Stock, \$0.001 par value**

(Title of Class of Securities)

**67018T105**

(CUSIP Number)

**December 31, 2015**

(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)

\* 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. 67018T105

NAMES OF REPORTING  
PERSONS

I.R.S. IDENTIFICATION  
NOS. OF ABOVE PERSONS  
(entities only)

**I**

**Prescott General Partners  
LLC**

CHECK THE (a)   
APPROPRIATE  
**J** BOX IF A (b)   
MEMBER OF A  
GROUP  
SEC USE ONLY

**K**

CITIZEN OR PLACE OF  
ORGANIZATION

**L**

**Delaware**

SOLE  
VOTING  
POWER

**5**

**0**

**NUMBER OF**

**SHARES**

**6** SHARED  
VOTING  
POWER

**BENEFICIALLY**

**OWNED BY EACH**

**REPORTING**

**1,836,622**

SOLE  
DISPOSITIVE  
POWER

**7**

**0**

SHARED  
DISPOSITIVE  
POWER

**8**

**1,836,622**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

**9**

**1,836,622**

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

**10**

**Not Applicable**

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

**11**

**3.2%**

TYPE OF REPORTING  
PERSON

**I2**

**00**

- 2 -

CUSIP No. 67018T105

NAMES OF REPORTING  
PERSONS

I.R.S. IDENTIFICATION  
NOS. OF ABOVE PERSONS  
(entities only)

**I**

**Prescott Associates L.P.**

CHECK THE (a)   
APPROPRIATE  
J BOX IF A (b)   
MEMBER OF A  
GROUP  
SEC USE ONLY

**K**

CITIZEN OR PLACE OF  
ORGANIZATION

**L**

**New York**

SOLE  
VOTING  
POWER

**5**

**0**

**NUMBER OF**

**SHARES**

**6** SHARED  
VOTING  
POWER

**BENEFICIALLY**

**OWNED BY EACH**

**REPORTING**

**PERSON**

**1,337,073**

SOLE  
DISPOSITIVE  
POWER

**7**

**0**

SHARED  
DISPOSITIVE  
POWER

**8**

**1,337,073**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

**9**

**1,337,073**

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

**I0**

**Not Applicable**

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

**I1**

**2.3%**

**I2**

TYPE OF REPORTING  
PERSON

**PN**

- 3 -



CUSIP No. 67018T105

NAMES OF REPORTING  
PERSONS

I.R.S. IDENTIFICATION  
NOS. OF ABOVE PERSONS  
(entities only)

**I**

**Thomas W. Smith**

CHECK THE (a)   
APPROPRIATE  
J BOX IF A (b)   
MEMBER OF A  
GROUP  
SEC USE ONLY

**K**

CITIZEN OR PLACE OF  
ORGANIZATION

**L**

**United States**

SOLE  
VOTING  
POWER

**5**

**1,316,000**

**NUMBER OF**

**SHARES**

**6** SHARED  
VOTING  
POWER

**BENEFICIALLY**

**OWNED BY EACH**

**REPORTING**

**PERSON**

**278,474**

SOLE  
DISPOSITIVE  
POWER

**7**

**1,316,000**

SHARED  
DISPOSITIVE  
POWER

**8**

**278,474**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

**9**

**1,594,474**

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

**I0**

**Not Applicable**

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

**I1**

**2.8%**

**I2**

TYPE OF REPORTING  
PERSON

**IN**

- 4 -

CUSIP No. 67018T105

NAMES OF REPORTING  
PERSONS

I.R.S. IDENTIFICATION  
NOS. OF ABOVE PERSONS  
(entities only)

**I**

**Scott J. Vassalluzzo**

CHECK THE (a)   
APPROPRIATE  
J BOX IF A (b)   
MEMBER OF A  
GROUP  
SEC USE ONLY

**J**

**K**

CITIZEN OR PLACE OF  
ORGANIZATION

**L**

**United States**

SOLE  
VOTING  
POWER

**5**

**0**

**NUMBER OF**

**SHARES**

**BENEFICIALLY**

**OWNED BY EACH**

**REPORTING**

**PERSON**

**6** SHARED  
VOTING  
POWER

**75,124**

SOLE  
DISPOSITIVE  
POWER

**7**

**0**

SHARED  
DISPOSITIVE  
POWER

**8**

**75,124**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

**9**

**75,124**

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

**I0**

**Not Applicable**

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

**I1**

**0.1%**

**I2**

TYPE OF REPORTING  
PERSON

**IN**

- 5 -

Explanatory Note:

The following constitutes Amendment No. 1 to the joint filing on Schedule 13G by Prescott General Partners LLC (“PGP”), Prescott Associates L.P. (“Prescott Associates”), Thomas W. Smith and Scott J. Vassalluzzo originally filed with the Securities and Exchange Commission (the “SEC”) on October 10, 2014 (the “Schedule 13G”). Unless otherwise indicated, all capitalized terms used herein shall have the meanings given to them in the Schedule 13G.

ITEM 1. (a) Name of Issuer:

Nu Skin Enterprises, Inc.

(b) Address of Issuer’s Principal Executive Offices:

75 West Center Street

Provo, UT 84601

ITEM 2. (a) Name of Person Filing:

(i) PGP

(ii) Prescott Associates

(iii) Thomas W. Smith

(iv) Scott J. Vassalluzzo

The joint filing of this statement shall not be deemed to be an admission that the filing persons (the “Reporting Persons”) comprise a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as

amended. The Reporting Persons each disclaim beneficial ownership of the shares reported in this statement in excess of those shares as to which they have or share voting or investment authority.

(b) Address of Principal Business Office:

The following is the address of the principal business office of each of the Reporting Persons:

2200 Butts Road, Suite 320

Boca Raton, FL 33431

- 6 -



(c) Citizenship:

PGP is a Delaware limited liability company. Prescott Associates is a New York limited partnership. Each of Messrs. Thomas W. Smith and Scott J. Vassalluzzo is a United States citizen.

(d) Title of Class of Securities:

Class A Common Stock, \$0.001 par value

(e) CUSIP Number:

67018T105

ITEM 3. If this Statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

**If this Statement is filed pursuant to Rule 13d-1(c), check this box**

ITEM 4. Ownership

(a) PGP – 1,836,622 shares; Prescott Associates – 1,337,073 shares; Thomas W. Smith – 1,594,474 shares; Scott J. Vassalluzzo – 75,124 shares.

(b) PGP – 3.2%; Prescott Associates – 2.3%; Thomas W. Smith – 2.8%; Scott J. Vassalluzzo – 0.1%.

PGP, as the general partner of three private investment limited partnerships (including Prescott Associates), may be (c) deemed to share the power to vote or to direct the vote and to dispose or to direct the disposition of 1,836,622 shares.

Prescott Associates has the shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,337,073 shares.

Mr. Smith has the sole power to vote or to direct the vote of and to dispose or to direct the disposition of 1,316,000 shares, consisting of (i) 16,000 shares held by a private charitable foundation established by Mr. Smith and for which Mr. Smith acts as trustee, and (ii) 1,300,000 shares held by Ridgeview Smith Investments LLC, a limited liability company established by Mr. Smith and of which he is the sole member.

Mr. Vassalluzzo has the sole power to vote or to direct the vote of and to dispose or to direct the disposition of no shares.

In their capacities as investment managers for certain managed accounts, Messrs. Smith and Vassalluzzo may be deemed to have the shared power to vote or to direct the vote of 278,474 and 75,124 shares, respectively, and to dispose or to direct the disposition of 278,474 and 75,124 shares, respectively. Voting and investment authority over managed accounts established for the benefit of certain family members and friends of Mr. Smith is subject to each beneficiary's right, if so provided, to terminate or otherwise direct the disposition of the managed account.

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

Not applicable.

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

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

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. Certification

By signing below, I certify that, to the best of my 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, other than activities solely in connection with a nomination under § 240.14a-11.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 2016

PRESCOTT General partners LLC

/s/ Scott J. Vassalluzzo  
Name: Scott J. Vassalluzzo  
Title: Managing Member

PRESCOTT ASSOCIATES L.P.

By: Prescott General Partners LLC  
Its: General Partner

/s/ Scott J. Vassalluzzo  
Name: Scott J. Vassalluzzo  
Title: Managing Member

/s/ Thomas W. Smith  
Thomas W. Smith

/s/ Scott J. Vassalluzzo  
Scott J. Vassalluzzo

- 9 -

**JOINT FILING AGREEMENT**

The undersigned agree that the foregoing Statement on Schedule 13G, dated February 16, 2016, is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k).

Dated: February 16, 2016

PRESCOTT General partners LLC

/s/ Scott J. Vassalluzzo  
Name: Scott J. Vassalluzzo  
Title: Managing Member

PRESCOTT ASSOCIATES L.P.

By: Prescott General Partners LLC  
Its: General Partner

/s/ Scott J. Vassalluzzo  
Name: Scott J. Vassalluzzo  
Title: Managing Member

/s/ Thomas W. Smith  
Thomas W. Smith

/s/ Scott J. Vassalluzzo  
Scott J. Vassalluzzo

- 10 -