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NATURAL HEALTH TRENDS CORP

Form 8-K

July 12, 2005

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) June 29, 2005

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.) |
| 12901 Hutton 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 8.01 Other Events

On June 29, 2005, Natural Health Trends Corp., a Florida corporation ("NHTC-FL") reincorporated in the State of Delaware by merging with and into Natural Health Trends Corp, a Delaware corporation ("NHTC-DE") and a wholly

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owned subsidiary of NHTC-FL. As a result of the merger, NHTC-DE is the surviving corporation and each share of common stock outstanding of NHTC-FL prior to the merger is currently one share of common stock of NHTC-DE. Other than being incorporated in the State of Delaware, no other changes were effected with respect to the registrant or its capitalization.

Item 9.01(c) Financial Statements and Exhibits.

- 3.01 Certificate of Incorporation of NHTC-DE.
- 3.02 Bylaws of NHTC-DE
- 10.1 Agreement and Plan of Merger dated March 23, 2005 between NHTC-FL and NHTC-DE.

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: July 11, 2005

By: /s/ MARK D. WOODBURN

Name: Mark D. Woodburn
Title: President