

NU SKIN ENTERPRISES INC  
Form SC 13G  
October 10, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. )\***

**NU SKIN ENTERPRISES, INC.**

(Name of Issuer)

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

(Title of Class of Securities)

**67018T105**

(CUSIP Number)

**October 2, 2014**

(Date of Event which Requires filing of this Statement)

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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 APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

**J** (b)

SEC USE ONLY

**K**

CITIZEN OR PLACE OF ORGANIZATION

**L**

**Delaware**

SOLE VOTING POWER

**5**  
**0**

SHARED VOTING POWER

**NUMBER OF** **6**  
**SHARES** **2,557,287**  
**BENEFICIALLY**  
**OWNED BY**  
**EACH** **SOLE DISPOSITIVE POWER**  
**REPORTING**  
**PERSON**  
**WITH** **7**  
**0**

SHARED DISPOSITIVE POWER

**8**  
**2,557,287**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**9**

**2,557,287**

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

**I0**

**Not Applicable**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

**I1**

**4.3%**

TYPE OF REPORTING PERSON

**I2**

**OO**

CUSIP No. 67018T105

NAMES OF REPORTING PERSONS

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

**I**

**Prescott Associates L.P.**

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

**J**

(b)

SEC USE ONLY

**K**

CITIZEN OR PLACE OF ORGANIZATION

**L**

**New York**

SOLE VOTING POWER

**5  
0**

SHARED VOTING POWER

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **6** **1,895,495**  
**SOLE DISPOSITIVE POWER**  
**7**  
**0**

SHARED DISPOSITIVE POWER

**8**  
**1,895,495**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**9**

**1,895,495**

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

**I0**

**Not Applicable**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

**I1**

**3.2%**

TYPE OF REPORTING PERSON

**I2**

**PN**

CUSIP No. 67018T105

NAMES OF REPORTING PERSONS

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

**I**

**Thomas W. Smith**

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

**J**

(b)

SEC USE ONLY

**K**

CITIZEN OR PLACE OF ORGANIZATION

**L**

**United States**

SOLE VOTING POWER

**5**  
**500,000**

SHARED VOTING POWER

**NUMBER OF** **6**  
**SHARES** **126,198**  
**BENEFICIALLY**  
**OWNED BY**  
**EACH** **SOLE DISPOSITIVE POWER**  
**REPORTING**

**PERSON**  
**WITH** **7**  
**500,000**

SHARED DISPOSITIVE POWER

**8**  
**126,198**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**9**

**626,198**

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

**I0**

**Not Applicable**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9

**I1**

**1.0%**

TYPE OF REPORTING PERSON

**I2**

**IN**

CUSIP No. 67018T105

NAMES OF REPORTING PERSONS

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

**I**

**Scott J. Vassalluzzo**

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

**J**

(b)

SEC USE ONLY

**K**

CITIZEN OR PLACE OF ORGANIZATION

**L**

**United States**

SOLE VOTING POWER

**5**  
**0**

SHARED VOTING POWER

**NUMBER OF** **6**  
**SHARES** **61,148**  
**BENEFICIALLY**  
**OWNED BY**  
**EACH** **SOLE DISPOSITIVE POWER**  
**REPORTING**  
**PERSON**  
**WITH** **7**  
**0**

SHARED DISPOSITIVE POWER

**8**  
**61,148**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**9**

**61,148**

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%**

TYPE OF REPORTING PERSON

**I2**

**IN**

**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) Prescott General Partners LLC ("PGP")
- (ii) Prescott Associates L.P. ("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

**(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 [x]

**ITEM 4.** **Ownership**

(a) PGP – 2,557,287 shares; Prescott Associates – 1,895,495 shares; Thomas W. Smith – 626,198 shares; Scott J. Vassalluzzo – 61,148 shares.

(b) PGP – 4.3%; Prescott Associates – 3.2%; Thomas W. Smith – 1.0%; Scott J. Vassalluzzo – 0.1%.

(c) PGP, as the general partner of three private investment limited partnerships (including Prescott Associates), may be deemed to share the power to vote or to direct the vote and to dispose or to direct the disposition of 2,557,287 shares. Prescott Associates has the shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,895,495 shares. Messrs. Smith and Vassalluzzo have the sole power to vote or to direct the vote of and to dispose or to direct the disposition of 500,000 and no shares, respectively. 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 126,198 and 61,148 shares, respectively, and to dispose or to direct the disposition of 126,198 and 61,148 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.

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**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: October 10, 2014

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

**JOINT FILING AGREEMENT**

The undersigned agree that the foregoing Statement on Schedule 13G, dated October 10, 2014, is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k).

Dated: October 10, 2014

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

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