

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**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 Number)

**75 West Center Street  
Provo, Utah 84601  
(801) 345-1000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**M. Truman Hunt  
Chief Executive Officer  
Nu Skin Enterprises, Inc.  
75 West Center Street  
Provo, Utah 84601  
(801) 345-1000**

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

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*With copies to:*

**D. Matthew Dorny, Esq.  
Nu Skin Enterprises, Inc.  
75 West Center Street  
Provo, Utah 84601  
(801) 345-1000**

**Kevin P. Kennedy, Esq.  
Simpson Thacher & Bartlett LLP  
3330 Hillview Avenue  
Palo Alto, California 94304  
(650) 251-5000**

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## RECENT EVENTS: DEREGISTRATION

The Registrant registered 750,000 shares of its class A common stock, par value \$0.001 per share (the "Common Stock"), under the Registration Statement filed with the Securities and Exchange Commission on October 20, 2003 and subsequently amended on December 10, 2003, January 12, 2004, February 11, 2004 and July 26, 2004 (Registration No. 333-109836) (the "Registration Statement"). Pursuant to an amended and restated registration rights agreement dated September 18, 2003, entered into among the Registrant, Sandra N. Tillotson, The Sandra N. Tillotson Family Trust and the investors signatory thereto (filed as Exhibit 4.9 to the Registration Statement), the Registrant's obligation to maintain the effectiveness of the Registration Statement has expired. Accordingly, pursuant to an undertaking made in Item 17 of the Registration Statement, the Registrant hereby removes the Common Stock from registration.

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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-3 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Provo, State of Utah, on December 9, 2005.

NU SKIN ENTERPRISES, INC.

By: /s/ D. MATTHEW DORNY

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Name: D. Matthew Dorny  
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> * M. Truman Hunt	Chief Executive Officer and Director (Principal Executive Officer)	December 9, 2005
<hr/> * Ritch N. Wood	Chief Financial Officer (Principal Financial and Accounting Officer)	December 9, 2005
<hr/> * Blake M. Roney	Chairman of the Board	December 9, 2005
<hr/> * Sandra N. Tillotson	Director	December 9, 2005
<hr/> * Daniel W. Campbell	Director	December 9, 2005

E.J. "Jake" Garn

\*

Director

December 9,  
2005

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Paula F. Hawkins

\*

Director

December 9,  
2005

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Andrew D. Lipman

\*

Director

December 9,  
2005

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Jose Ferreira, Jr.

\*By: /s/ D. MATTHEW DORNY

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D. Matthew Dorny  
Attorney-In-Fact

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**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 Number)

**75 West Center Street  
Provo, Utah 84601  
(801) 345-1000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

---

**M. Truman Hunt  
Chief Executive Officer  
Nu Skin Enterprises, Inc.  
75 West Center Street  
Provo, Utah 84601  
(801) 345-1000**

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

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*With copies to:*

**D. Matthew Dorny, Esq.  
Nu Skin Enterprises, Inc.  
75 West Center Street  
Provo, Utah 84601  
(801) 345-1000**

**Kevin P. Kennedy, Esq.  
Simpson Thacher & Bartlett LLP  
3330 Hillview Avenue  
Palo Alto, California 94304  
(650) 251-5000**

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The Registrant registered 6,178,800 shares of its class A common stock, par value \$0.001 per share (the "Common Stock"), under the Registration Statement filed with the Securities and Exchange Commission on November 13, 2003 and subsequently amended on July 26, 2004 (Registration No. 333-110476) (the "Registration Statement"). Pursuant to a registration rights agreement dated October 22, 2003, entered into among the Registrant and the purchasers signatory thereto (filed as Exhibit 4.6 to the Registration Statement), the Registrant's obligation to maintain the effectiveness of the Registration Statement has expired. Accordingly, pursuant to an undertaking made in Item 17 of the Registration Statement, the Registrant hereby removes the Common Stock from registration.

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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-3 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Provo, State of Utah, on December 9, 2005.

NU SKIN ENTERPRISES, INC.

By: /s/ D. MATTHEW DORNY

---

Name: D. Matthew Dorny  
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	Chief Executive Officer and Director (Principal Executive Officer)	December 9, 2005
M. Truman Hunt		
*	Chief Financial Officer (Principal Financial and Accounting Officer)	December 9, 2005
Ritch N. Wood		
*	Chairman of the Board	December 9, 2005
Blake M. Roney		
*	Director	December 9, 2005
Sandra N. Tillotson		
*	Director	December 9, 2005
Daniel W. Campbell		
*	Director	December 9, 2005
E.J. "Jake" Garn		
*	Director	December 9,

<hr/>			2005
Paula F. Hawkins			
*	Director		December 9, 2005
<hr/>			
Andrew D. Lipman			
*	Director		December 9, 2005
<hr/>			
Jose Ferreira, Jr.			

\*By: /s/ D. MATTHEW DORNY

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D. Matthew Dorny  
Attorney-In-Fact

As filed with the Securities and Exchange Commission on May 10, 2005

Registration No. 333-\_\_\_\_\_

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

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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**

(IRS Employer  
Identification No.)

**75 West Center Street**

**Provo, UT 84601**

(Address of Principal Executive Offices and Zip Code)

**Second Amended and Restated Nu Skin Enterprises, Inc.**

**1996 Stock Incentive Plan**

(Full title of the plan)

**Mr. Truman Hunt**

**President and Chief Executive Officer**

**NU SKIN ENTERPRISES, INC.**

**75 West Center Street**

**Provo, Utah 84601**

**(801) 345-6000**

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

*Copies to:*

-

**Nolan S. Taylor , Esq.**  
**Dorsey & Whitney**  
**LLP**  
**170 South Main Street,**  
**Suite 900**  
**Salt Lake City, Utah**  
**84101**  
**(801) 933-7360**

**D. Matthew Dorny**  
**Vice President,**  
**Secretary and General**  
**Counsel**  
**Nu Skin Enterprises,**  
**Inc.**  
**75 West Center Street**  
**Provo, UT 84601**  
**(801) 345-6000**

## CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price(2)	Amount of Registration Fee
Class A Common Stock, par value \$.001 per share	5,000,000 shares	\$21.84	\$109,200,000	\$12,852.84

- (1) Pursuant to Rule 416 under the Securities Act of 1933, this registration statement also covers an indeterminate number of shares of the registrant's Class A common stock which may become issuable under the antidilution provisions of the Second Amended and Restated Nu Skin Enterprises, Inc. 1996 Stock Incentive Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) and Rule 457(c) based upon the average of the high and low prices of the Class A common stock as reported on the New York Stock Exchange on May 9, 2005.

## REGISTRATION OF ADDITIONAL SECURITIES

This registration statement registers 5,000,000 additional shares of the Class A common stock, par value \$.001 per share (the “Common Shares”), of Nu Skin Enterprises, Inc. (the “Company”) to be issued pursuant to the Second Amended and Restated Nu Skin Enterprises, Inc. 1996 Stock Incentive Plan (the “Incentive Plan”). A total of 7,825,000 Common Shares under the Incentive Plan have been previously registered pursuant to the Company’s Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) (File No. 333-48611 filed on March 25, 1998 by the Company with the Commission (as amended pursuant to the Post-Effective Amendment No. 1 filed on January 2, 2003) to register 3,825,000 shares of the Common Shares, and File No. 333-102327 filed on January 2, 2003 by the Company with the Commission to register 4,000,000 Common Shares). The contents of such earlier Registration Statements, taken together, are incorporated herein by reference pursuant to General Instruction E of Form S-8.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

<b>Item 8.</b>	<b>Exhibits.</b>
<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.1	Specimen Form of Stock Certificate for Class A Common Stock (incorporated by reference to Exhibit 4.1 to the Company’s Registration Statement on Form S-3 (File No. 333-90716))
4.2	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company’s Registration Statement on Form S-1 (File No. 333-12073))
4.3	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, 2003)
4.4	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)
4.5	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company’s Registration Statement on Form S-1 (File No. 333-12073))
5.1	Opinion of Dorsey & Whitney LLP regarding the legality of the securities covered by this Registration Statement
23.1	Consent of PricewaterhouseCoopers LLP, independent accountants
23.2	Consent of Dorsey & Whitney LLP (included as part of Exhibit 5.1)
24.1	Power of Attorney (included with the signatures in Part II of this registration statement)

## 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 May 10, 2005.

**NU SKIN ENTERPRISES, INC.**

By: /s/ M. Truman Hunt  
Name: M. Truman Hunt  
Title: Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints M. Truman Hunt, his or her true and lawful attorney-in-fact and agent with full powers of substitution and resubstitution, for him or her 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 other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in 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 attorney-in-fact and agent or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Blake M. Roney</u> Blake M. Roney	Chairman of the Board of Directors	May 10, 2005
<u>/s/ M. Truman Hunt</u> M. Truman Hunt	President and Chief Executive Officer and Director (Principal Executive Officer)	May 10, 2005
<u>/s/ Ritch N. Wood</u> Ritch N. Wood	Chief Financial Officer (Principal Financial and Accounting Officer)	May 10, 2005
<u>/s/ Sandra N. Tillotson</u> Sandra N. Tillotson	Director	May 10, 2005

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Daniel W. Campbell</u> Daniel W. Campbell	Director	May 10, 2005
<u>/s/ E.J. "Jake" Garn</u> E.J. "Jake" Garn	Director	May 10, 2005
<u>/s/ Paula F. Hawkins</u> Paula F. Hawkins	Director	May 10, 2005
<u>/s/ Andrew D. Lipman</u> Andrew D. Lipman	Director	May 10, 2005
<u>/s/ Jose Ferreira, Jr.</u> Jose Ferreira, Jr.	Director	May 10, 2005
<u>/s/ D. Allen Anderson</u> D. Allen Andersen	Director	May 10, 2005

## INDEX TO EXHIBITS

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4.3	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, 2003)
4.4	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)
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5.1	Opinion of Dorsey & Whitney LLP regarding the legality of the securities covered by this Registration Statement
23.1	Consent of PricewaterhouseCoopers LLP, independent accountants
23.2	Consent of Dorsey & Whitney LLP (included as part of Exhibit 5.1)
24.1	Power of Attorney (included with the signatures in Part II of this registration statement)

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM 8-K/A**

(Amendment No. 2)

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**February 7, 2006**

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, UT 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))

Nu Skin Enterprises, Inc. (the "Company") filed a Current Report on Form 8-K dated November 30, 2005 (the "November Form 8-K") in which the Company furnished information under Item 7.01 "Regulation FD Disclosure" related to the issuance of a press release and the hosting of the annual Investor Day Presentation. Among other things, the press release announced plans for an organizational restructuring. On December 1, 2005 the Company filed an amendment to the November Form 8-K (the "December Form 8-K") in order to report the restructuring plans under Item 2.05 "Costs Associated with Exit or Disposal Activities." The Company is now filing an additional amendment in order to update and provide further detail on the restructuring plans under Item 2.05, and add disclosure under Item 2.06.

This amendment does not modify or update the information previously provided under Item 7.01 of the November Form 8-K.

#### **Item 2.05 Costs Associated with Exit or Disposal Activities.**

In the December Form 8-K the Company indicated that it expected to incur a total cost of \$15 to \$25 million on a pre-tax basis over several quarters to implement its planned restructuring initiatives. The Company indicated that the analysis was preliminary and subject to change, and that it was not at that time able in good faith to make a determination of the estimated amount or range of amounts to be incurred for each major type of cost nor the charges and future cash expenditures associated therewith, as required by Item 2.05 of Form 8-K. The Company undertook to announce further details as initiatives are finalized.

On February 7, 2006, the Audit Committee of the Company's Board of Directors reviewed and approved estimates of the restructuring charges and the amounts of each major type of cost associated with the planned restructuring, including (i) costs related to employee severance payments, (ii) costs related to the write-down of the book-value of the first-generation BioPhotonic Scanner units due to the Company's planned introduction of and transition to the second-generation model of the BioPhotonic Scanner, and (iii) expenses related to various other streamlining initiatives. As a result, the Company now expects to incur a total cost of \$30 to \$40 million on a pre-tax basis, primarily in the first quarter of 2006, to implement these initiatives. The Company estimates that it will record charges (before taxes) in its first quarter 2006 results as follows:

Employee severance costs:	\$10 to \$15 million (will result in future cash expenditures)
Scanner write-down:	\$15 to \$20 million (non-cash charge)
Other streamlining initiatives	\$5 million (some non-cash and some future cash expenditures)
Total:	\$30 to \$40 million

#### **Item 2.06 Material Impairments.**

On February 7, 2006, management met with the Audit Committee of the Company's Board of Directors and discussed the Company's planned restructuring initiatives and the planned timing of the Company's introduction of and transition to the second-generation model of the BioPhotonic Scanner, resulting in the need to write down the book-value of the first-generation units. Based on its analysis and its discussions with the Audit Committee, management determined that a write-down of the book-value is required and has preliminarily estimated this write-down to be in the range of \$15 to \$20 million. This write-down is non-cash in nature and will be recorded in the first quarter of 2006.

**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 N. Wood \_\_\_\_\_  
Ritch N. Wood  
Chief Financial Officer

Date: February 9, 2006

**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**

**February 8, 2006**

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, UT 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))

## **Item 2.02 Results of Operations and Financial Condition.**

On February 8, 2006, Nu Skin Enterprises, Inc. (the “Company”) issued a press release announcing its financial results for the fourth quarter and year ended December 31, 2005, and certain other information. A copy of the Company’s press release is attached as Exhibit 99.1 to this report and incorporated by reference.

The information furnished pursuant to this Item 2.02 and the exhibit hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as shall be expressly set forth by specific reference in such filing.

In the press release furnished herewith in Exhibit 99.1, the Company provides earnings per share projections for the first quarter and for the year 2006 that exclude certain restructuring charges that are expected to be incurred in the first quarter as described in the press release. These projections adjust estimated GAAP earnings per share to remove the impact of these anticipated charges that are unusual in nature and unlikely to impact results of operations going forward. Management believes these non-GAAP financial measures assist management and investors in evaluating, and comparing from period to period, results from ongoing operations in a more meaningful and consistent manner while also highlighting more meaningful trends in the results of operations. A reconciliation of projected earnings per share, excluding the anticipated restructuring charges, to projected earnings per share, on a GAAP basis, is provided in the press release furnished herewith.

## **Item 9.01 Financial Statements and Exhibits.**

(c) Exhibit.

99.1 Nu Skin Enterprises’ press release dated February 8, 2006, regarding financial results for the fourth quarter and year ended December 31, 2005.

**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 N. Wood  
Ritch N. Wood  
Chief Financial Officer

Date: February 8, 2006

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
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99.1	Nu Skin Enterprises' press release dated February 8, 2006, regarding financial results for the fourth quarter and year ended December 31, 2005.
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**FOR IMMEDIATE RELEASE**

**CONTACTS:**

**Nu Skin Enterprises**

Scott Pond (investors)

(801) 345-2657, spond@nuskin.com

Kara Schneck (media)

(801) 345-2116, kschneck@nuskin.com

**NU SKIN ENTERPRISES ANNOUNCES  
11 PERCENT INCREASE IN QUARTERLY DIVIDEND**

PROVO, Utah — Feb. 8, 2006 — Nu Skin Enterprises, Inc. (NYSE: NUS) today announced the board of directors declared a quarterly cash dividend of \$0.10 per share which will be paid on March 22, 2006 to stockholders of record on March 3, 2006.

“Our strong cash flow allows us to increase our dividend for the fifth consecutive year,” said Truman Hunt, president and chief executive officer. “Increasing our quarterly dividend by 11 percent is part of our commitment to utilize cash to improve the value of our stock for our shareholders.”

**The Company**

Nu Skin Enterprises, Inc. is a global direct selling company operating in 41 markets throughout Asia, the Americas and Europe. The company markets premium quality personal care products under the Nu Skin® brand, science-based nutritional supplements under the Pharmanex® brand, and technology based products and services under the Big Planet® brand. Nu Skin Enterprises is traded on the New York Stock Exchange under the symbol “NUS.”

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