

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 平成31年3月15日

【会社名】 ニュースキン・エンタープライジズ・インク
(Nu Skin Enterprises, Inc.)

【代表者の役職氏名】 アシスタント・ジェネラル・カウンセル
(Assistant General Counsel)
グレゴリー・ベリストン
(Gregory Belliston)

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【代理人の氏名又は名称】 弁護士 門 田 正 行

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【縦覧に供する場所】 該当事項なし。

(注)

別段の記載がある場合を除き、本報告書に記載の「ドル」、「US\$」又は「\$」は米国ドルを指すものとする。本報告書において便宜上記載されている日本円への換算は、別段の記載がある場合を除き、1ドル=110.44円の換算率(株式会社三菱UFJ銀行が公表した2019年2月15日現在の対顧客電信直物相場の仲値)により換算されている。

(Note)

The term “dollars”, “US\$” or “\$” in this document, unless otherwise noted, refers to United States dollars. For the convenience of the Japanese readers, conversion into Japanese yen has been made at the exchange rate of \$1.00=JPY 110.44 (the mean of the Telegraphic Transfer Selling Rate and Telegraphic Transfer Buying Rate for Customers quoted by MUFG Bank, Ltd. as of February 15, 2019).

1【提出理由】

本報告書は、2019年2月15日にニュースキン・エンタープライジズ・インク（以下、本書において「当社」という。）が、本邦以外の地域において新株予約権証券（以下「本新株予約権」という。）の募集を開始したため、金融商品取引法第24条の5第4項並びに企業内容等の開示に関する内閣府令第19条第1項及び第2項第1号の規定に基づき提出するものである。

2【報告内容】

A. Type of Securities:

Certificates of Stock Acquisition Rights

B. Number of Securities Issued:

886,082

C. Issue Price per Stock Acquisition Right:

US\$ 0 (JPY 0)

D. Aggregate Amount of Issue Price of Stock Acquisition Rights:

US\$ 0 (JPY 0)

E. Type, Details and Number of Shares to be Acquired upon Exercise of Stock Acquisition Rights:

1. Type of Shares

Shares of Class A Common Stock of the Company, non-bearer, par value of \$0.001 (“Class A Common Stock”).

2. Details of Shares

The Certificate of Incorporation of the Company provides that the Company may issue shares of Class B Common Stock, par value \$0.001 per share and Preferred Stock, par value \$0.001 per share in addition to the shares of Class A Common Stock.

Each share of Class A Common Stock shall entitle the holder thereof to one vote on all matters submitted to vote of the stockholders of the Company and each share of Class B Common Stock shall entitle the holder thereof to ten votes on such matters. Class B Common Stock, with the noted supervoting rights, was issued at the time the Company was established in order to allow the original stockholders to retain voting control. In 2003, in connection with a large repurchase of shares by the Company from the original stockholders, these stockholders agreed to convert all of their Class B Common Stock to Class A Common Stock. Subsequently, the Company has not had any Class B Common Stock outstanding.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized, by resolution adopted and filed in accordance with the Delaware General Corporation Law, to provide for the issuance of such series of shares of Preferred Stock and to establish from time to time the number of

shares to be included in each such series. Each series of Preferred Stock may have such voting powers, full or limited, or may be without voting powers; provided, however, that unless holders of at least sixty-six and two thirds percent (66-2/3%) of the combined voting power of the Common Stock have approved the issuance of such shares of Preferred Stock, the Board of Directors may not issue any shares of Preferred Stock that have the right (i) to vote for the election of directors under ordinary circumstances or (ii) under any circumstances to elect fifty percent (50%) or more of the directors of the Corporation.

Preferred Stock may be issued with voting and economic rights that differ from Common Stock, allowing the Company flexibility in the structure and terms of equity finance offerings.

As of the filing of this report, there are no issued and outstanding shares of Class B Common Stock or Preferred Stock.

3. Number of Shares

1 Share of Class A Common Stock per 1 Stock Acquisition Right

886,082 shares of Class A Common Stock, in case all of the Stock Acquisition Rights are exercised, subject to adjustment as described below.

- a) In the event of any merger, reorganization, consolidation, recapitalization, dividend or distribution (whether in cash, shares or other property, other than a regular cash dividend), stock split, reverse stock split, spin-off or similar transaction or other change in corporate structure affecting the shares of the Company (the “Shares”) or the value thereof, such adjustments and other substitutions shall be made to the Plan (Please see Note below) and to the Stock Acquisition Rights as the Executive Compensation Committee of the Company (the “Committee”) deems equitable or appropriate taking into consideration the accounting and tax consequences, including such adjustments in the number, class, kind and option or exercise price of securities subject to the outstanding Stock Acquisition Rights granted under the Plan (including, if the Committee deems appropriate, the substitution of similar options to purchase the shares of, or other awards denominated in the shares of, another company) as the Committee may determine to be appropriate; provided, however, that the number of Shares subject to any Stock Acquisition Rights shall always be a whole number.
- b) The portion of the Stock Acquisition Rights that will vest shall be determined by the earnings per share achieved in 2019, 2020 and 2021.

(Note) This offering is related to the Stock Acquisition Rights, which are granted to a total of 5 officers of the Company and 63 directors, officers or employees of the Company’s subsidiaries or other affiliated companies, and which vest in proportion to the achievement of certain earnings per share targets during certain periods (the “Performance-Vesting Stock Options”) in accordance with “Nu Skin Enterprises, Inc. Second Amended and Restated 2010 Omnibus Incentive Plan” (the “Plan”).

The Plan was approved at the Annual Meeting of Stockholders on May 26, 2010, of which the amendments and restatements were approved at the Annual Meetings of Stockholders on June 3, 2013 and May 24, 2016. The offering of the Stock Acquisition Rights in accordance with this Foreign Company Extraordinary Report was adopted on February 13, 2019, by the unanimous written consent of the Committee of the Board of Directors of the Company.

F. Amount to be Paid upon Exercise of the Stock Acquisition Rights:

1. Amount to be Paid upon Exercise of Stock Acquisition Rights
US\$ 55,902,913 (JPY 6,173,917,712)
(In the case that all of the Stock Acquisition Rights are exercised.)
2. Exercise Price
US\$ 63.09 (JPY 6,968) per Stock Acquisition Right
3. Adjustment to the Exercise Price
Please see Section E. 3. above.

G. Period During Which Stock Acquisition Rights May Be Exercised:

The Stock Acquisition Rights may be exercised from upon vesting, beginning from the later of (a) the date that the Committee approves the calculation of earnings per share for the tranche but only to the extent that the performance targets have been achieved, and (b) February 15, 2020, through expiration on February 15, 2026.

(Note) The Stock Acquisition Rights are exercisable once they have vested. The Stock Acquisition Rights expire 7 years from the date of grant. See "Terms and Conditions of Exercise of Stock Acquisition Rights" below for the vesting schedule.

H. Terms and Conditions of Exercise of Stock Acquisition Rights:

1. Vesting:

- (a) With respect to one third of the 886,082 Performance-Vesting Stock Options, all or a part, or none, thereof shall vest based on the 2019 earnings per share, on the later of February 15, 2020 or date the Committee approves the calculation of the 2019 earnings per share;
- (b) With respect to one third of the 886,082 Performance-Vesting Stock Options, all or a part, or none, thereof shall vest based on the 2020 earnings per share, on the date the Committee approves the calculation of the 2020 earnings per share; and
- (c) With respect to one third of the 886,082 Performance-Vesting Stock Options, all or a part, or none, thereof shall vest based on the 2021 earnings per share, on the date the Committee approves the calculation of the 2021 earnings per share.

For purposes of the Performance-Vesting Stock Options, earnings per share shall mean annual fully-diluted earnings per share attributable to the Company, calculated in accordance with generally accepted accounting principles in the United States of America; provided, however, that:

- (1) The calculation shall be based on a number of shares equal to the greater of the actual number of shares outstanding and the following:

2019	54,000,000 shares
2020	52,500,000 shares
2021	51,000,000 shares
- (2) The following shall be excluded from the calculation of earnings per share:
 - (A) Any expense, accrual, loss or gain incurred as a result of, or in anticipation of, a development, decision or settlement of any litigation related to events that occurred prior to January 1, 2019;

- (B) Any loss or gain from the disposal of an asset or sale or disposition of a business or division;
- (C) The impact of any stock dividend, stock split or reverse stock split;
- (D) The impact of the adoption of any accounting pronouncements or changes to historical accounting practices;
- (E) Any impact of material tax law changes announced and implemented after January 1, 2019; and
- (F) Any other non-recurring, unusual or infrequent items, or items outside of the management's control, including litigation or internal investigation costs.

The Committee shall review and approve the calculation of earnings per share in accordance with the grant terms of the Performance-Vesting Stock Options and its determination shall be binding on the Company and a participant to the Plan (the "Participant"). Each Performance-Vesting Stock Option tranche shall vest on the later of (a) the date that the Committee approves the calculation of earnings per share for such tranche but only to the extent that the performance targets have been achieved, or (b) one year following the grant date.

2. Termination:

- (1) Any portion of a tranche of Performance-Vesting Stock Options that does not vest because of a failure to achieve the performance targets shall immediately terminate following the later of (a) the date that the Committee approves the calculation of earnings per share for such tranche or (b) one year following the date of grant.
- (2) In the event Participant's Continuous Service (as defined in the grant agreement) is terminated for any reason prior to the full vesting of the Performance-Vesting Stock Options, the Performance-Vesting Stock Options shall terminate to the extent they are not vested as of the termination of Participant's Continuous Service, as determined in accordance with the grant agreement, and Participant shall not have any right to exercise such unvested Performance-Vesting Stock Options.
- (3) Subject to the provisions of the Plan and the grant agreement, all Performance-Vesting Stock Options that are vested but unexercised shall terminate on the earliest to occur of:
 - (a) the date on which Participant's Continuous Service is terminated for Cause (as defined in the grant agreement);
 - (b) 12 months after the termination of Participant's Continuous Service due to Participant's death or Disability (as defined in the grant agreement);
 - (c) 3 months after the termination of Participant's Continuous Service for any other reason; or
 - (d) The seventh anniversary of the grant date.

3. Change in Control:

If, within six months prior to and in connection with a Change in Control (as defined under the Plan) or within two years following such Change in Control, Participant's employment is terminated (i) by the Company and its subsidiaries without Cause, or (ii) by Participant for Good Reason (as defined under the grant agreement), the vesting of outstanding Performance-Vesting Stock Options shall be accelerated such that the number of Performance-Vesting Stock Options that would vest upon achievement of the 100% earnings per share levels for each outstanding tranche shall

be deemed to be vested in full immediately prior to the termination of Participant's employment.

I. Amount to be Accounted for as Stated Capital, in the Case of Issuance of Shares upon Exercise of Stock Acquisition Rights:

N/A (When the Share Acquisition Rights are to be exercised, new shares shall not be issued, and the treasury shares shall be delivered.)

J. Matters Concerning Transfer of Stock Acquisition Rights:

The Stock Acquisition Rights are not transferable, except by will or by the laws of descent and distribution, and are exercisable during the director's, the officer's or the employee's life only by the director, the officer or the employee.

K. Method of Issuance:

Allotment to officers of the Company and directors, officers or employees of the Company's subsidiaries or other affiliated companies.

L. Name of the Underwriter(s):

N/A

M. The Place where the Securities are to be Offered:

The United States, Germany, Denmark, Hungary, Russia, Belgium, South Korea, Australia, Singapore, Malaysia, Indonesia, Thailand, China, Hong Kong and Taiwan.

N. Total Amount of the Proceeds to be Obtained by the Company and the Details of Usage, the Amount and the Scheduled Time(s) for the Spending of Such Proceeds by the Categories of Their Use:

1. Total Amount of Proceeds

US\$ 55,902,913 (JPY 6,173,917,712)

(Note) In the case that all of the Stock Acquisition Rights are exercised.

2. Details of Usage, the Amount and the Scheduled Time(s) for the Spending of Such Proceeds by the Categories of Their Use

The offering of the Stock Acquisition Rights is to be made in order to grant stock options to directors, officers or employees for the purpose of improving the Company's corporate value by raising the directors, officers' or employees' motivation and morale in order for them to contribute to the improvement of the Company's business results. Consequently, the offering of the Stock Acquisition Rights is not intended to raise funds. With respect to the exercise of stock acquisition rights, a person who has been granted stock acquisition rights can decide whether to exercise these. Therefore, at this moment, it is not possible to incorporate the amount to be paid upon exercise of the Stock Acquisition Rights and details as to the timing of exercise of the Stock Acquisition Rights into the Company's financial plan. The Company expects to appropriate the amount to be paid upon exercise of

the Stock Acquisition Rights for funds for business; however, the specific amount will be determined according to the circumstances at the time of payment upon exercise of the Stock Acquisition Rights.

O. Date of Issuance:

February 15, 2019

P. Name of the Financial Instruments Exchange(s) on which the Securities Concerned are Listed:

N/A

Q. Amount of Share Capital and Number of Issued Shares of the Company:

1. Amount of Share Capital

US\$ 90,562 (JPY 10,001,667)

2. Number of Issued Shares

Class A Common Stock: 90,561,954 shares

以上