INFORMATICA CORP
Form DEF 14A
April 29, 2010

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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:

o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
þ Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material under Rule 14a-12

Informatica Corporation

(Name of Registrant as Specified In Its Charter)

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Payment of Filing Fee (Check the appropriate box)

þ No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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1) Amount Previously Paid:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held June 15, 2010

To the Stockholders:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the Annual Meeting) of Informatica Corporation, a Delaware corporation (Informatica), will be held on Tuesday, June 15, 2010 at 3:00 p.m., Pacific Time, at Informatica s corporate headquarters, 100 Cardinal Way, Redwood City, CA 94063, for the following purposes:

1. To elect three Class I directors for a term of three years or until their respective successors have been duly elected and qualified.

2. To ratify the appointment of Ernst & Young LLP as Informatica s independent registered public accounting firm for the fiscal year ending December 31, 2010.

3. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting.

Only holders of record of Informatica s common stock at the close of business on Thursday, April 22, 2010, the record date, are entitled to vote on the matters listed in this Notice of Annual Meeting.

All stockholders are cordially invited to attend the Annual Meeting in person. However, to ensure your representation at the Annual Meeting, please vote as soon as possible using one of the following methods: (1) by using the Internet as instructed on the enclosed proxy card, (2) by telephone by calling the toll-free number as instructed on the enclosed proxy card or (3) by mail by completing, signing, dating and returning the enclosed proxy card in the postage-prepaid envelope enclosed for such purpose. For further details, please see the section entitled Voting on page 2 of the accompanying Proxy Statement. Any stockholder attending the Annual Meeting may vote in person even if he or she has voted using the Internet, telephone or proxy card.

By Order of the Board of Directors
of Informatica Corporation

Sohaib Abbasi
Chairman & Chief Executive Officer

Redwood City, California
May 7, 2010

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE VOTE BY (1) USING THE INTERNET, (2) TELEPHONE OR (3) COMPLETING AND RETURNING THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE IN THE ENCLOSED ENVELOPE.

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INFORMATICA CORPORATION

PROXY STATEMENT
FOR
2010 ANNUAL MEETING OF STOCKHOLDERS

PROCEDURAL MATTERS

General

This Proxy Statement is being furnished to holders of common stock of Informatica Corporation, a Delaware corporation, in connection with the solicitation of proxies by the Board of Directors of Informatica for use at the Annual Meeting of Stockholders (the Annual Meeting) to be held on Tuesday, June 15, 2010 at 3:00 p.m., Pacific Time, and at any adjournment or postponement thereof for the purpose of considering and acting upon the matters set forth herein. The Annual Meeting will be held at Informatica s corporate offices, located at 100 Cardinal Way, Redwood City, CA 94063. The telephone number at that location is (650) 385-5000.

This Proxy Statement, the accompanying form of proxy card and our 2009 Annual Report to Stockholders are first being mailed on or about May 7, 2010 to all stockholders entitled to vote at the Annual Meeting.

Stockholders Entitled to Vote; Record Date

Only holders of record of Informatica s common stock at the close of business on April 22, 2010 (the Record Date) are entitled to notice of and to vote at the Annual Meeting. Such stockholders are entitled to cast one vote for each share of common stock held as of the Record Date on all matters properly submitted for the vote of stockholders at the Annual Meeting. As of the Record Date, there were 91,599,021 shares of common stock outstanding and entitled to vote at the Annual Meeting. No shares of preferred stock were outstanding. For information regarding security ownership by management and by the beneficial owners of more than 5% of Informatica s Common Stock, see the section of this Proxy Statement entitled Security Ownership by Principal Stockholders and Management.

Quorum; Required Vote

The presence of the holders of a majority of the shares of Common Stock entitled to vote generally at the Annual Meeting is necessary to constitute a quorum at the Annual Meeting. Stockholders are counted as present at the meeting if they are present in person or have properly submitted a proxy card or voted by telephone or by Internet.

A plurality of the votes duly cast is required for the election of directors. The affirmative vote of a majority of the votes duly cast is required to ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of Informatica.

Under the General Corporation Law of the State of Delaware, an abstaining vote and a broker non-vote are counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the Annual Meeting. An abstaining vote is deemed to be a vote cast and has the same effect as a vote cast against approval of a proposal requiring approval by a majority of the votes cast. However, broker non-votes are not deemed to be votes cast. As a result, broker non-votes are not included in the tabulation of the voting results on the election of directors or issues requiring approval of a majority of the votes cast and, therefore, do not have the effect of votes in opposition in such tabulations. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

Board of Directors Recommendation

The Board of Directors recommends that you vote your shares:

- *FOR* the nominees for election as Class I directors; and
- *FOR* the ratification of the appointment of Ernst & Young LLP as Informatica s independent registered public accounting firm for the fiscal year ending December 31, 2010.

Voting

Voting by Telephone or the Internet

A stockholder may vote his or her shares by calling the toll-free number indicated on the enclosed proxy card and following the recorded instructions or by accessing the website indicated on the enclosed proxy card and following the instructions provided. When a stockholder votes by telephone or via the Internet, his or her vote is recorded immediately. Informatica encourages its stockholders to vote using these methods whenever possible.

Voting by Proxy Card

All shares entitled to vote and represented by properly executed proxy cards received prior to the Annual Meeting, and not revoked, will be voted at the Annual Meeting in accordance with the instructions indicated on those proxy cards. If no instructions are indicated on a properly executed proxy card, the shares represented by that proxy card will be voted as recommended by the Board of Directors. If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named as proxies in the enclosed proxy card and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. Informatica does not currently anticipate that any other matters will be raised at the Annual Meeting.

Voting by Attending the Meeting

A stockholder may also vote his or her shares in person at the Annual Meeting. A stockholder planning to attend the Annual Meeting should bring proof of identification for entrance to the Annual Meeting. If a stockholder attends the Annual Meeting, he or she may also submit his or her vote in person, and any previous votes that were submitted by the stockholder, whether by Internet, telephone or mail, will be superseded by the vote that such stockholder casts at the Annual Meeting. A stockholder may obtain directions to Informatica s corporate headquarters in order to attend the Annual Meeting in the Contact Us section of our website at www.informatica.com, or by calling 1-650-385-5000.

Changing Your Vote; Revocability of Proxy

If a stockholder has voted by telephone or the Internet or by sending a proxy card, such stockholder may change his or her vote before the Annual Meeting as set forth below.

A stockholder that has voted by telephone or the Internet may change his or her vote by making a timely and valid later telephone or Internet vote, as the case may be.

Any proxy card given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted. A proxy card may be revoked by (1) filing with the Secretary of Informatica, at or before the taking of the vote at the Annual Meeting, a written notice of revocation or a duly executed proxy card, in either case dated later than the prior proxy card relating to the same shares, or (2) attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not of itself revoke a proxy). Any written notice of revocation or subsequent proxy card must be received by the Secretary of Informatica prior to the taking of the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be hand delivered to the Secretary of Informatica or should be sent so as to be delivered to Informatica Corporation, 100 Cardinal Way, Redwood City, CA 94063, Attention: Corporate Secretary.

Expenses of Solicitation

Informatica will bear all expenses of this solicitation, including the cost of preparing and mailing this solicitation material. Informatica may reimburse brokerage firms, custodians, nominees, fiduciaries and other persons representing beneficial owners of Common Stock for their reasonable expenses in forwarding solicitation materials to such beneficial owners. Directors, officers and employees of Informatica may also solicit proxies in person or by telephone, letter, e-mail, telegram, facsimile or other means of communication. Such directors, officers and employees will not be additionally compensated, but they may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation. Informatica may engage the services of a professional proxy solicitation firm to aid in the solicitation of proxies from certain brokers, bank nominees and other institutional owners. Informatica s costs for such services, if retained, will not be significant.

Procedure for Submitting Stockholder Proposals

Requirements for Stockholder Proposals to be Considered for Inclusion in Informatica s Proxy Materials

Stockholders may present proper proposals for inclusion in Informatica s proxy statement and for consideration at the next annual meeting of its stockholders by submitting their proposals in writing to the Secretary of Informatica in a timely manner. In order to be included in Informatica s proxy materials for the 2011 annual meeting of stockholders, stockholder proposals must be received by the Secretary of Informatica no later than January 7, 2011 and must otherwise comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Requirements for Stockholder Proposals to be Brought before an Annual Meeting

In addition, Informatica s Bylaws establish an advance notice procedure for stockholders who wish to present certain matters before an annual meeting of stockholders. In general, nominations for the election of directors may be made by (1) the Board of Directors, (2) the Corporate Governance and Nominating Committee or (3) any stockholder entitled to vote who has delivered written notice to the Secretary of Informatica within the Notice Period (as defined below), which notice must contain specified information concerning the nominees and concerning the stockholder proposing such nominations. However, if a stockholder wishes only to recommend a candidate for consideration by the Corporate Governance and Nominating Committee as a potential nominee for Informatica s Board of Directors, see the procedures discussed in Proposal One Election of Directors Corporate Governance Matters.

Informatica s Bylaws also provide that the only business that may be conducted at an annual meeting is business that is (1) specified in the notice of meeting given by or at the direction of the Board of Directors, (2) properly brought before the meeting by or at the direction of the Board of Directors, or (3) properly brought before the meeting by any stockholder entitled to vote who has delivered written notice to the Secretary of Informatica within the Notice Period (as defined below), which notice must contain specified information concerning the matters to be brought before such meeting and concerning the stockholder proposing such matters.

The Notice Period is defined as that period not less than 45 days nor more than 75 days prior to the anniversary of the date on which Informatica first mailed its proxy materials for the previous year s annual meeting of stockholders. As a result, the Notice Period for the 2011 annual stockholder meeting will start on February 21, 2011 and end on March 23, 2011.

If a stockholder who has notified Informatica of his or her intention to present a proposal at an annual meeting does not appear to present his or her proposal at such meeting, Informatica need not present the proposal for vote at such meeting.

A copy of the full text of the Bylaw provisions discussed above may be obtained by writing to the Secretary of Informatica or by accessing Informatica s filings on the SEC s website at www.sec.gov. All notices of proposals by stockholders, whether or not included in Informatica s proxy materials, should be sent to Informatica Corporation, 100 Cardinal Way, Redwood City, CA 94063, Attention: Corporate Secretary.

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Delivery of Proxy Materials to Stockholders

If you share an address with another stockholder, each stockholder may not receive a separate copy of the proxy materials and 2009 annual report to stockholders. Stockholders who do not receive a separate copy of the proxy materials and 2009 annual report may request to receive a separate copy of the proxy materials and 2009 annual report by calling 1-650-385-5289, by sending an email to ir@informatica.com or by writing to Informatica Corporation, 100 Cardinal Way, Redwood City, CA 94063, Attention: Corporate Secretary. Alternatively, stockholders who share an address and receive multiple copies of Informatica s proxy materials and 2009 annual report can request to receive a single copy by following the same instructions.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 15, 2010

The proxy statement and 2009 annual report to stockholders are available at www.proxyvote.com.

PROPOSAL ONE

ELECTION OF DIRECTORS

General

Informatica s Board of Directors is currently comprised of nine members who are divided into three classes with overlapping three-year terms as follows:

Class I Directors (Term Expires in 2010)	Class II Directors (Term Expires in 2011)	Class III Directors (Term Expires in 2012)
Mark Garrett	Mark A. Bertelsen	Sohaib Abbasi
Gerald Held	A. Brooke Seawell	David W. Pidwell
Charles J. Robel	Godfrey R. Sullivan	Geoffrey W. Squire, OBE

A director serves in office until his or her respective successor is duly elected and qualified or until his or her earlier death or resignation. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of an equal number of directors. Three Class I directors shall be elected at the Annual Meeting.

Nominees for Class I Directors

Three Class I directors are to be elected at the Annual Meeting for a three-year term ending in 2013. Upon the recommendation of the Corporate Governance and Nominating Committee, the Board of Directors has nominated **Mark Garrett, Gerald Held** and **Charles J. Robel** for election as Class I directors.

In 2008, the Corporate Governance and Nominating Committee identified certain key experiences, qualifications, attributes or skills that the Corporate Governance and Nominating Committee believed new members of the Board of Directors should possess. The Corporate Governance and Nominating Committee used these key standards when targeting and evaluating potential director candidates to fill vacancies on the Board of Directors in late 2008. In October 2008, Mr. Garrett was appointed to the Board of Directors upon the recommendation of the Corporate Governance and Nominating Committee. Mr. Garrett was recommended to the Corporate Governance and Nominating Committee by Mr. Robel. After conducting its evaluation, including interviews with Mr. Garrett, the Corporate Governance and Nominating Committee recommended his election to the Board of Directors. In November 2008, Dr. Held was appointed to the Board of Directors upon the recommendation of the Corporate Governance and Nominating Committee. Dr. Held was recommended to the Corporate Governance and Nominating Committee by Mr. Abbasi. After conducting its evaluation, including interviews with Dr. Held, the Corporate Governance and Nominating Committee recommended his election to the Board of Directors. Mr. Robel was elected by the stockholders at the 2007 annual meeting of stockholders.

Informatica expects that Mr. Garrett, Mr. Held and Mr. Robel will accept such nomination; however, in the event that any nominee is unable or declines to serve as a director at the time of the meeting, the proxies will be voted for any nominee who shall be designated by the Board of Directors to fill the vacancy. The term of office of each person elected as a director will continue until such director s term expires in 2013 or until such director s successor has been elected and qualified.

The Board of Directors recommends a vote FOR the nominees listed above.

Board Composition and Director Biographies

Our Corporate Governance Principles and the charter of the Corporate Governance and Nominating Committee provide that such committee should review the size and composition of the Board, including issues of character, judgment, diversity, age, expertise, corporate experience, length of service, other commitments and the like. The Corporate Governance and Nominating Committee conducts this review annually in the context of recommending directors for election by the stockholders. In addition, the Board of Directors believes that, as a matter of policy, there should be a substantial majority of independent directors on the Board and the mix of Board members should provide a range of expertise and perspective in relevant areas. The Corporate Governance and Nominating Committee believes that certain experiences, qualifications, attributes or skills are important for members of our Board of Directors to have in light of our business, including: leadership expertise, financial expertise, industry expertise, technology expertise, corporate development and merger and acquisition (M&A) expertise, legal and compliance expertise and global expertise. While we do not have a policy with regard to the consideration of diversity in identifying director nominees, as noted above diversity is one of the many criteria that the Corporate Governance and Nominating Committee considers.

For each nominee and other director, the biographies below identify and describe the specific experiences, qualifications, attributes or skills that the Corporate Governance and Nominating Committee and Board of Directors considered when nominating such director for election, as well as such directors recent employment or principal occupation, names of other public companies for which they currently serve or within the past five years have served as a director, their length of service on our Board of Directors and their age.

Name	Age	Principal Occupation and Business Experience
Sohaib Abbasi	53	*Chief Executive Officer, President and Chairman of the Board, Informatica Corporation*

Mr. Abbasi has served as our chief executive officer and president of Informatica since July 2004, and as chairman since March 2005. From 2001 to 2003, Mr. Abbasi was senior vice president, Oracle Tools Division and Oracle Education at Oracle Corporation, which he joined in 1982. From 1994 to 2000, he was senior vice president, Oracle Tools Product Division. Mr. Abbasi graduated with honors from the University of Illinois at Urbana-Champaign in 1980, where he earned both a B.S. and an M.S. degree in computer science.

Mr. Abbasi has been a director since February 2004.

Among other skills and qualifications, Mr. Abbasi brings to the Board:
Leadership and Global Expertise current CEO and director of publicly-traded international company
Industry, Technology and Corporate Development and M&A Expertise over 20 years in senior management of technology companies, including software companies

Mark A. Bertelsen	65	*Senior Partner, Wilson Sonsini Goodrich & Rosati.*

Mr. Bertelsen joined Wilson Sonsini Goodrich & Rosati in 1972 and was the firm s managing partner from 1990 to 1996. He received his law degree (J.D.) from the University of California Berkeley School of Law in 1969, and a B.A. in political science from the University of California Santa Barbara in 1966. Mr. Bertelsen is a member of the executive committee of the U.C. Santa Barbara Foundation and served as its chair from 2001 to 2003. He also serves on the Dean s Cabinet of the College of Engineering and on the Director s Council of the Institute of Energy Efficiency of the University of California Santa Barbara. Mr. Bertelsen also served on the boards of directors of Autodesk, Inc., Kana Software, Inc. and Taleo Corporation during the past five years.

Mr. Bertelsen has been a director since September 2002.

Among other skills and qualifications, Mr. Bertelsen brings to the Board:
Leadership Expertise former managing partner of national law firm; director of technology companies
Legal and Compliance, Industry, Corporate Development and M&A Expertise legal advisor to technology and high growth business enterprises for over 30 years

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Name	**Age**	**Principal Occupation and Business Experience**
Mark Garrett	***52***	***Executive Vice President and Chief Financial Officer, Adobe Systems Incorporated***

Mr. Garrett has been the executive vice president and chief financial officer of Adobe Systems Incorporated since February 2007. From June 2004 to January 2007, Mr. Garrett served as senior vice president and chief financial officer of EMC Software, the software group of EMC Corporation. Prior to its acquisition by EMC, Mr. Garrett was the chief financial officer of Documentum. Mr. Garrett began his career in 1979 at IBM where he spent 12 years in senior accounting and finance management positions. Thereafter, he joined Cadence Design Systems where he was eventually named vice president of finance. Mr. Garrett currently serves on the board of directors for Model N, Inc., the Adobe Foundation and the Children s Discovery Museum of San Jose. He holds bachelor s degrees in accounting and marketing from Boston University and a MBA from Marist College.

Mr. Garrett has been a director since October 2008.

Among other skills and qualifications, Mr. Garrett brings to the Board:
Leadership, Industry and Corporate Development and M&A Expertise over 20 years in senior management of technology companies, including software companies
Financial, Legal and Compliance and Global Expertise current and former CFO of publicly-traded international companies

Gerald Held	***62***	***Chief Executive Officer, Held Consulting Group, LLC.***

Dr. Held has been chief executive officer of Held Consulting Group, LLC since 1999. Dr. Held has also served as the executive chairman of Vertica Systems, a provider of database management systems, since January 2007. In 1998, Dr. Held was CEO-in-residence at the venture capital firm of Kleiner Perkins Caufield and Byers. From 1993 to 1997, Dr. Held was senior vice president, Oracle Server Technologies Division. From 1976 to 1993, Dr. Held served in various executive roles at Tandem Computers, Inc. He was a member of the technical staff at RCA Corporation from 1970 to 1976. Dr. Held holds a B.S. degree in electrical engineering from Purdue University, an M.S. degree in systems engineering from the University of Pennsylvania and a Ph.D. degree in computer science from the University of California, Berkeley. Dr. Held serves on the board of directors of NetApp, Inc., Openwave Systems Inc. and a number of privately-held companies. Dr. Held is also a member of the board of directors and vice chairman of The Tech Museum of Innovation and a member of the board of trustees of the Montalvo Arts Center. Dr. Held also served on the board of directors of Business Objects S.A. during the past five years.

Dr. Held has been a director since November 2008.

Among other skills and qualifications, Dr. Held brings to the Board:
Leadership Expertise former executive and CEO-in-residence; director of technology companies
Industry and Technology Expertise over 20 years in senior management of technology companies, including software companies

David W. Pidwell	***62***	***Venture Partner, Alloy Ventures.***

Mr. Pidwell has been a venture partner with Alloy Ventures, a venture capital firm, since 1996. From January 1988 to January 1996, Mr. Pidwell was president and chief executive officer of Rasna Corporation, a software company. Mr. Pidwell holds a B.S. degree in electrical engineering and an M.S.I.S.E. degree in computer systems engineering from Ohio University and has completed three years of work at Stanford University on a Ph.D. in engineering economic systems. Mr. Pidwell also serves on the board of directors of a number of privately-held companies.

Mr. Pidwell has been a director since February 1996 and was the lead independent director from March 2005 to January 2009.

Among other skills and qualifications, Mr. Pidwell brings to the Board:

Leadership Expertise former CEO; director of technology companies

Industry, Technology and Corporate Development and M&A Expertise over 20 years in senior management of technology companies, including software companies, or venture capital firms

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Name	Age	Principal Occupation and Business Experience
Charles J. Robel	*60*	*Chairman of the Board, McAfee, Inc.*

Mr. Robel has served as chairman of the board of directors of McAfee, Inc., since October 2006. From June 2000 to December 2005, Mr. Robel was a general partner and chief of operations of Hummer Winblad Venture Partners, a venture capital firm. From January 1974 to May 2000, Mr. Robel was a partner with PricewaterhouseCoopers, LLP. From mid 1995 to May 2000, Mr. Robel led PricewaterhouseCoopers High Technology Transaction Services Group in Silicon Valley. From May 1985 to mid 1995, Mr. Robel was the partner in charge of the Software Industry Group at PricewaterhouseCoopers, LLP in Silicon Valley, and prior to that, Mr. Robel was with PricewaterhouseCoopers, LLP in Los Angeles and Phoenix. Mr. Robel holds a B.S. degree in accounting from Arizona State University. In addition to McAfee, Mr. Robel serves on the Board of Directors of Autodesk, Inc., DemandTec, Inc. and two privately-held companies.

Mr. Robel has been a director since November 2005 and lead independent director since January 2009.

Among other skills and qualifications, Mr. Robel brings to the Board:

Leadership, Industry and Corporate Development and M&A Expertise over 30 years in public accounting and advising on strategy, valuation and M&A structuring for technology companies, including software companies

Financial and Legal and Compliance Expertise former partner of international accounting firm and current audit committee chair/member for publicly-traded software companies

A. Brooke Seawell	*62*	*Venture Partner, New Enterprise Associates.*

Mr. Seawell has been a venture partner with New Enterprise Associates, a venture capital firm, since January 2005. From February 2000 to December 2004, Mr. Seawell was a partner with Technology Crossover Ventures, a venture capital firm. From January 1997 to August 1998, Mr. Seawell was executive vice president of NetDynamics, an applications server software company, which was acquired by Sun Microsystems. From March 1991 to January 1997, Mr. Seawell was senior vice president and chief financial officer of Synopsys, an electronic design automation software company. Mr. Seawell holds a B.A. degree in economics and an M.B.A. degree in finance from Stanford University. Mr. Seawell serves on the Board of Directors of NVIDIA Corporation, Glu Mobile Inc. and a number of privately-held companies. Mr. Seawell also serves on the Management Board of the Stanford Graduate School of Business.

Mr. Seawell has been a director since December 1997.

Among other skills and qualifications, Mr. Seawell brings to the Board:

Leadership and Industry Expertise over 20 years in senior management of technology companies, including software companies, or venture capital firms; director of technology companies

Financial and Legal and Compliance Expertise former CFO of publicly-traded company

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Name	Age	Principal Occupation and Business Experience
Geoffrey W. Squire, OBE	*63*	*Chairman, Kognitio Ltd.*

Mr. Squire is presently the chairman of Kognitio Ltd., a provider of business intelligence services. From May 2002 to January 2009, he was chairman of a UK-based public company, The Innovation Group, a provider of business services to the global insurance community. From April 1997 to June 2005, Mr. Squire was vice chairman of VERITAS, a storage solutions software company. From June 1995 to April 1997, Mr. Squire was CEO of OpenVision, a systems management software company. Prior to OpenVision, Mr. Squire was responsible for the launch of Oracle UK, and served as the chief executive officer of Oracle Europe and president of Oracle Worldwide Operations. A former president of the UK Computing Services & Software Association and the European Information Services Association, Mr. Squire holds an honorary doctorate from Oxford Brookes University and was awarded an Officer of the Order of the British Empire for his contributions to the information industry. Mr. Squire also serves on the Board of Directors of a number of privately-held companies.

Mr. Squire has been a director since October 2005.

Among other skills and qualifications, Mr. Squire brings to the Board:
Leadership, Industry, Technology and Corporate Development and M&A Expertise over 20 years in senior management of technology companies, including software companies
Global Expertise former executive and director of international companies

Godfrey R. Sullivan	*56*	*President and Chief Executive Officer, Splunk, Inc.*

Mr. Sullivan is the President and CEO of Splunk, Inc., an IT search software company. Prior to Splunk, Mr. Sullivan was president and chief operating officer of Hyperion Solutions from 2001 through 2004 and as president and chief executive officer from July 2004 until its acquisition by Oracle in 2007. From 2000 to 2001, Mr. Sullivan served as chief executive officer of Promptu Corporation, an enterprise marketing automation software company. From 1992 to 2000, Mr. Sullivan served in senior management positions at Autodesk, Inc., a design software and digital media company, including as president, Discreet Division and executive vice president, Personal Solutions Group. From 1981 to 1992, Mr. Sullivan served in various executive positions at Apple Computer, Inc. Mr. Sullivan earned his BBA from Baylor University, and has completed executive programs at Stanford and Wharton. Mr. Sullivan also serves on the Board of Directors of Citrix Systems.

Mr. Sullivan has been a director since January 2008.

Among other skills and qualifications, Mr. Sullivan brings to the Board:
Leadership and Global Expertise current CEO; former CEO of publicly-traded international software company; director of technology companies
Industry and Corporate Development and M&A Expertise over 25 years in senior management of technology companies, including software companies

Leadership Structure

At present, Mr. Abbasi serves as our chairman of the board and chief executive officer. Our Corporate Governance Principles provide that our Board of Directors will appoint the chairman and chief executive officer (CEO) positions based upon what it believes is in our best interests at any point in time. Currently, the Board of Directors does not require separation of the chairman and CEO positions or that the chairman is a non-employee director. The Corporate Governance and Nominating Committee annually reviews the combination of the chairman and CEO positions. We believe that as CEO, Mr. Abbasi is in the best position to direct the focus and attention of the Board of Directors to the areas most relevant for Informatica and its stockholders. Mr. Abbasi is the most familiar with Informatica s business, industry and strategic priorities. By combining the role of chairman and CEO, Mr. Abbasi is able to provide strong and valuable leadership for Informatica both internally and externally.

In addition, our Corporate Governance Principles provide that the Board of Directors should elect a lead independent director. We have had a lead independent director since 2005. At present, Mr. Robel serves as our lead independent director. The lead independent director is primarily responsible for:

communicating with the chairman and CEO, and consulting with the chairman and CEO regarding board meeting agendas and materials;

preparing agendas and approving materials for meetings of the independent directors, leading such meetings and calling additional meetings of the independent directors as necessary;

disseminating information to the other directors; and

facilitating communication between management and the independent directors, and raising issues with management on behalf of the independent directors when appropriate.

Also, as discussed in Board Meetings and Committees below, all of the directors on the Board s standing committees are independent, and each of these committees is led by a committee chair.

Our Board of Directors feels that combining the positions of chairman and CEO, selecting a lead independent director to provide independent leadership and maintaining independent committees with individual chairs is the appropriate leadership structure to encourage the effective, efficient and engaged governance of Informatica by the Board of Directors and management.

Board Meetings and Committees

During 2009, the Board of Directors held twelve meetings (including regularly scheduled and special meetings), and no director attended fewer than 75% of the total number of meetings of the Board of Directors and the committees of which he or she was a member.

The Board of Directors currently has four standing committees: an Audit Committee, a Compensation Committee, a Corporate Governance and Nominating Committee and a Strategy Committee.

Audit Committee

The Audit Committee, which has been established in accordance with Section 3(a)(58)(A) of the Exchange Act, currently consists of Messrs. Seawell, Robel, and Garrett, each of whom is independent, as such term is defined for audit committee members by the listing standards of The NASDAQ Stock Market. The Board of Directors has determined that each of Messrs. Seawell, Robel, and Garrett is an audit committee financial expert as defined under the rules of the Securities Exchange Commission (the SEC). Mr. Seawell is the Chairman of the Audit Committee. The Audit Committee had eight meetings in 2009. The Audit Committee (1) provides oversight of Informatica s accounting and financial reporting processes and of the audit of Informatica s financial statements, (2) assists the Board of Directors in oversight of the integrity of Informatica s financial statements, Informatica s compliance with legal and regulatory requirements, the independent registered public accounting firm s qualifications, independence and performance, and Informatica s internal accounting and financial controls, and (3) provides to the Board of Directors such information and materials as it may deem necessary to make the Board of Directors aware of significant financial matters that require the attention of the Board of Directors. The Audit Committee acts pursuant to a written charter adopted by the Board of Directors, which is available in the Investor Relations Corporate Governance section of our website at www.informatica.com.

Compensation Committee

The Compensation Committee currently consists of Messrs. Pidwell, Sullivan, and Held, each of whom is independent as defined in the listing standards of The NASDAQ Stock Market. Mr. Pidwell is the chairman of the Compensation Committee. The Compensation Committee had nine meetings in 2009. The Compensation Committee reviews and approves the compensation and benefits for Informatica s executive officers and the Board of Directors, administers Informatica s stock plans and performs such other duties as may from time to time be determined by the Board of Directors. The Compensation Committee acts pursuant to a written charter

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adopted by the Board of Directors, which is available in the Investor Relations Corporate Governance section of our website at www.informatica.com.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee currently consists of Messrs. Robel, Pidwell and Sullivan, each of whom is independent as defined in the listing standards of The NASDAQ Stock Market. Mr. Robel is the chairman of the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee had two meetings in 2009. This committee is responsible for making recommendations to the Board on matters concerning corporate governance, evaluating and recommending candidates for election to the Board of Directors, reviewing and making recommendations regarding the composition and mandate of Board committees, developing overall governance guidelines, and overseeing the performance of the Board of Directors. It is the policy of the Corporate Governance and Nominating Committee to consider recommendations of candidates for the Board of Directors submitted by the stockholders of Informatica; for more information see the discussion in Corporate Governance Matters. The Corporate Governance and Nominating Committee acts pursuant to a written charter adopted by the Board of Directors, which is available in the Investor Relations Corporate Governance section of our website at www.informatica.com.

Strategy Committee

The Strategy Committee currently consists of Mtember 2002. On June 23, 2005, the court stayed discovery pending resolution of the pending motion to dismiss.

On November 1, 2004, Toyota Jidosha Kabushiki Kaisha (d/b/a Toyota Motor Corporation) and Toyota Motor Sales, U.S.A. filed a complaint against the Company and Lexxus U.S. in United States District Court for the Central District of California (CV04-9028). The complaint alleges trademark and service mark dilution, unfair competition, trademark and service mark infringement, and trade name infringement, each with respect to Toyota s Lexus trademark. Toyota seeks to enjoin the Company and Lexxus U.S. from using the Lexxus mark and otherwise competing unfairly with Toyota, to transfer the ownership of the mylexxus.com and lexxusinternational.com internet sites to Toyota, and reimbursement of costs and reasonable attorney fees incurred by Toyota in connection with this matter. The Company has reached a tentative settlement agreement under which the Company will discontinue use of the Lexxus name and mark and change the name of its Lexxus operations and domain names, which could have a material adverse effect on the financial condition, results of operations, cash flow or business prospects of the Company.

On November 12, 2004, Dorothy Porter filed a complaint against the Company in the United States District Court for the Southern District of Illinois alleging that she sustained a brain hemorrhage after taking Formula One, an ephedra-containing product marketed by Kaire Nutraceuticals, Inc., a former subsidiary of the Company, and, thereafter, eKaire.com, Inc., a wholly-owned subsidiary of the Company. Ms. Porter has sued the Company for strict liability, breach of warranty and negligence. The Company intends to defend this case vigorously and on December 27, 2004 filed an answer denying the allegations contained in the complaint. The plaintiff demanded $2 million in damages to settle the case. On March 7, 2005, a Notice of Tag-Along Action was filed by Ms. Porter with the Judicial Panel on Multidistrict Litigation. It is anticipated that this case will be placed on the next Conditional Transfer Order and, ultimately, transferred to the consolidated Ephedra Products Liability proceedings in the United States District Court for the Southern District of New York. The Company does not believe that the plaintiff can demonstrate that its products caused the alleged injury and intends to vigorously defend this action.

On January 13, 2005, Nature s Sunshine Products, Inc. and Nature s Sunshine Products de Mexico S.A. de C.V. (collectively Nature s Sunshine) filed suit against the Company in the Fourth Judicial District Court, Utah County, State of Utah seeking injunctive relief and unspecified damages against the Company, Lexxus U.S., the Company s Mexican subsidiary, and the Company s Mexico management team, Oscar de la Mora Romo and Jose Villarreal Patino, alleging among other things that the Company s employment of De la Mora and Villarreal violated or could lead to the violation of certain non-compete, non-solicitation, and confidentiality agreements allegedly in effect between De la Mora and Villarreal and Nature s Sunshine. Following repeated unsuccessful attempts by Nature s Sunshine to remand the case to state court, Nature s Sunshine voluntarily dismissed its lawsuit on May 5, 2005. On May 17, 2005, Oscar de la Mora, Jose Villarreal commenced an action against Nature s Sunshine in Utah federal district court seeking a declaration that the non-compete agreement Nature s Sunshine seeks to enforce violates Mexican law and public policy, and is therefore unenforceable. On May 19, 2005, Nature s Sunshine again filed suit in Utah state court against De la Mora and Villarreal and on June 17, 2005 filed suit against Natural Health Trends Corp. and related subsidiaries in federal court in Dallas, Texas. The Company has sought to transfer the Dallas federal court case to federal court in Utah for consolidation with the Company s previously filed declaratory judgment action. Nature s Sunshine seeks injunctive relief against the Company, including De la Mora and Villarreal and subsidiaries of the Company. The Company intends to vigorously defend this case on its own behalf, to the extent the Company remains a party, and on behalf of De la Mora and Villarreal. The Company believes the voluntary dismissal is another attempt by Nature s Sunshine to avoid federal court jurisdiction and that a case will be re-filed against De la Mora and Villarreal in state court. If the Company or De la Mora and Villarreal are unsuccessful in defending this action, the Company may be required to change its Mexico management team, at least during the unexpired term of any enforceable non-compete period.

Currently, there is no other significant litigation pending against the Company other than as disclosed in the paragraphs above. From time to time, the Company may become a party to litigation and subject to claims incident to the ordinary course of the Company s business. Although the results of such litigation and claims in the ordinary course of business cannot be predicted with certainty, the Company believes that the final outcome of such matters will not have a material adverse effect on the Company s business, results of operations or financial condition. Regardless of outcome, litigation can have an adverse impact on the Company because of defense costs, diversion of management resources and other factors.

7. RELATED PARTY TRANSACTIONS

In August 2001, the Company entered into a written lease agreement and an oral management agreement with S&B Business Services, an affiliate of Brad LaCore, the brother of Terry LaCore, Chief Executive Officer of Lexxus U.S. and a director of the Company, and Sherry LaCore, Brad LaCore s spouse. Under the terms of the two agreements, S&B Business Services provides warehouse facilities and certain equipment, manages and ships inventory, provides independent distributor support services and disburses payments to independent distributors. In exchange for these services, the Company pays $18,000 annually for leasing the warehouse, $3,600 annually for the lease of warehouse equipment and $120,000 annually for the management services provided, plus an annual average of approximately $12,000 for business related services. The Company paid S&B Business Services approximately $39,000 for each of the three month periods ended June 30, 2004 and 2005 and approximately $78,000 for each of the six month periods ended June 30, 2004 and 2005.

In September 2001, the Company entered into an oral consulting agreement with William Woodburn, the father of Mark Woodburn, President of the Company and a director, pursuant to which William Woodburn provided the Company with management advice and other advisory assistance. In exchange for such services, the Company starting June 8, 2001 paid to Ohio Valley Welding, Inc., an affiliate of William Woodburn, $6,250 on a bi-weekly basis. The Company paid $37,500 and $75,000 for the three and six month periods ended June 30, 2004, respectively, to Ohio Valley Welding, Inc. The consulting agreement between the Company and William Woodburn was terminated as of September 30, 2004.

The Company s former controller is married to Mark Woodburn, President of the Company and a director. Her employment with the Company ended in August 2004. The Company paid her approximately $23,000 and $46,000 for the three and six month periods ended June 30, 2004, respectively.

On March 31, 2004, the Company entered into a merger agreement with MarketVision, pursuant to which the Company acquired all of the outstanding capital stock of MarketVision (see Note 5). As a founding stockholder of MarketVision, Terry LaCore, Chief Executive Officer of Lexxus U.S. and a director of the Company, received 450,000 shares of the Company s common stock and is entitled to receive approximately $840,000 plus interest from promissory notes issued by the Company. As of June 30, 2005, the outstanding balance due Mr. LaCore was approximately $130,000.

Item 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management s Discussion and Analysis should be read in conjunction with Management s Discussion and Analysis included in our 2004 Annual Report on Form 10-K filed with the United States Securities and Exchange Commission (SEC) on March 31, 2005, and our other filings, including Current Reports on Form 8-K, filed with the SEC through the date of this report.

Company Overview

Natural Health Trends Corp. (the Company) is an international direct selling organization. We control subsidiaries that distribute products through two separate direct selling businesses that promote health, wellness and vitality. Lexxus International, Inc., our wholly-owned subsidiary (Lexxus U.S.), and other Lexxus subsidiaries (collectively, Lexxus), sell certain cosmetic products, consumer as well as quality of life products, which accounted for approximately 99% of our consolidated net revenues in 2004 as well as in the six months ended June 30, 2005. eKaire.com, Inc. (eKaire), our wholly-owned subsidiary, distributes nutritional supplements aimed at general health and wellness.

Lexxus commenced operations in January 2001 and has experienced tremendous growth, as we are currently conducting business in at least 30 countries through approximately 149,000 active distributors as of June 30, 2005. (We consider a distributor active if he or she has placed at least one product order with us during the preceding year). The Lexxus business includes KGC Networks Pte. Ltd. (KGC), a Singapore company owned 51% by the Company and 49% by a European private investor. KGC sells Lexxus products into a separate network with distributors primarily in Russia and other Eastern European countries. eKaire has been in business since 2000 and is operating in four countries through approximately 3,200 active distributors.

We have experienced significant revenue growth over the last few years due in part to our efforts to expand into new markets. We intend to pursue additional foreign markets in 2005. We began accepting orders in Mexico the week of July 18, 2005 and anticipate commencing revenue generation in Japan in the fourth quarter of 2005. We also opened our first of up to four experience centers in Guangzhou, China the week of July 18, 2005.

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In the quarter ended June 30, 2005, we generated approximately 91% of our revenue from outside North America, with sales in Hong Kong representing approximately 64% of revenue. Because of the size of our foreign operations, operating results can be impacted negatively or positively by factors such as foreign currency fluctuations, and economic, political and business conditions around the world. In addition, our business is subject to various laws and regulations, in particular regulations related to direct selling activities that create certain risks for our business, including improper claims or activities by our distributors and potential inability to obtain necessary product registrations.

Income Statement Presentation

Net Sales. The Company derives its revenue from sales of its products, sales of its enrollment packages, and from shipping charges. Substantially all of its product sales are to independent distributors at published wholesale prices. We translate revenue from each market s local currency into U.S. dollars using average rates of exchange during the period. The following table sets forth revenue by market and product line for the time periods indicated (in thousands).

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2005	2004	2005
			As Restated	
North America	$ 3,277	$ 4,296	$ 6,825	$ 8,952
Hong Kong	2,889	32,041	29,047	57,249
Taiwan	695	935	1,547	1,813
Southeast Asia	194	1,526	306	2,806
Eastern Europe	8,607	8,230	15,020	16,634
South Korea	1,394	2,129	2,382	3,613
Australia/New Zealand	152	402	252	738
Other	15		85	
Total Lexxus	17,223	49,559	55,464	91,805
North America	343	291	714	689
Australia/New Zealand	120	109	253	224
Total Kaire	463	400	967	913
	$17,686	$49,959	$56,431	$92,718

Cost of Sales. Cost of sales consist primarily of products purchased from third-party manufacturers, freight cost of shipping products to distributors and import duties for the products, costs of promotional materials sold to the Company s distributors at or near cost, provisions for slow moving or obsolete inventories and, prior to the closing of the merger with MarketVision Communications Corp. (MarketVision) as of March 31, 2004, the amortization of fees charged by the Company s third party software service provider. Cost of sales also includes purchasing costs, receiving costs, inspection costs and warehousing costs. Certain prior year amounts have been re-classified into cost of sales so that the financial statements are comparable between periods.

Distributor Commissions. Distributor commissions are our most significant expense and are classified as operating expenses. Under our compensation plan, distributors are paid weekly commissions in the distributor s home country, in their local currency, for product sold by that distributor s down-line distributor network across all geographic markets. Distributors are not paid commissions on purchases or sales of our products made directly by them. This seamless compensation plan enables a distributor located in one country to sponsor other distributors located in other countries where we are authorized to do business.

Currently, there are two fundamental ways in which our distributors can earn income:

Through retail markups on sales of products purchased by distributors at wholesale prices; and

Through a series of commissions paid on product purchases made by their down-line distributors.

Each of our products carries a specified number of sales volume points. Commissions are based on total personal and group sales volume points per sales period. Sales volume points are essentially based upon a percentage of a product s wholesale cost. To be eligible to receive commissions, a distributor may be required to make nominal monthly purchases of our products. Certain of our subsidiaries do not require these nominal purchases for a distributor to be eligible to receive commissions.

In determining commissions, the number of levels of down-line distributors included within the distributor s commissionable group increases as the number of distributorships directly below the distributor increases. Distributor commissions are dependent on the sales mix and, for 2004, typically ranged between 42% and 55% of net sales. From time to time we make modifications and enhancements to our compensation plan to help motivate distributors, which can have an impact on distributor commissions. In

January 2005, we implemented a 5% price increase across all product lines without changing the sales volume points assigned to them. Effectively the price increase is expected to reduce the distributor commissions as a percentage of revenue.

Selling, General and Administrative Expenses (SG&A). Selling, general and administrative expenses consist of administrative compensation and benefits, travel, credit card fees and assessments, professional fees, certain occupancy costs, depreciation and amortization, and other corporate administrative expenses. In addition, this category includes selling, marketing, and promotion expenses including costs of distributor conventions which are designed to increase both product awareness and distributor recruitment. Because our various distributor conventions are not always held at the same time each year, interim period comparisons will be impacted accordingly.

Income Tax Provision. Provision for income taxes depends on the statutory tax rates in each of the jurisdictions in which we operate. We expect to complete by the end of 2005 the implementation of a foreign holding and operating company structure for our non-United States businesses. This new structure will re-organize our non-United States subsidiaries in the Cayman Islands. Though our goal is to improve the overall tax rate, there is no assurance that the new tax structure could be successful. If the United States Internal Revenue Service or the taxing authorities of any other jurisdiction were to successfully challenge these agreements, plans, or arrangements, or require changes in our transfer pricing practices, we could be required to pay higher taxes, interest and penalties, and our earnings would be adversely affected.

Critical Accounting Policies and Estimates

In response to SEC Release No. 33-8040, Cautionary Advice Regarding Disclosure about Critical Accounting Policies and SEC Release Number 33-8056, Commission Statement about Management s Discussion and Analysis of Financial Condition and Results of Operations, the Company has identified certain policies that are important to the portrayal of its consolidated financial condition and consolidated results of operations. These policies require the application of significant judgment by the Company s management.

The most significant accounting estimates inherent in the preparation of the Company s financial statements include estimates associated with obsolete inventory and the fair value of acquired intangible assets and goodwill, as well as those used in the determination of liabilities related to sales returns, distributor commissions, and income taxes. Various assumptions and other factors prompt the determination of these significant estimates. The process of determining significant estimates is fact specific and takes into account historical experience and current and expected economic conditions. Historically, actual results have not significantly deviated from those determined using the estimates described above. If circumstances change relating to the various assumptions or other factors used in such estimates the Company could experience an adverse effect on its consolidated financial condition, changes in financial condition, and results of operations. The Company s critical accounting policies at June 30, 2005 include the following:

Inventory Valuation. The Company reviews its inventory carrying value and compares it to the net realizable value of its inventory and any inventory value in excess of net realizable value is written down. In addition, the Company reviews its inventory for obsolescence and any inventory identified as obsolete is reserved or written off. The Company s determination of obsolescence is based on assumptions about the demand for its products, product expiration dates, estimated future sales, and management s future plans. Also, if actual sales or management plans are less favorable than those originally projected by management, additional inventory reserves or write-downs may be required. The Company s inventory value at June 30, 2005 was approximately $13.4 million. Inventory write-downs for the three and six months ended June 30, 2005 were not significant.

Asset Impairment. The Company reviews the book value of its property and equipment and intangible assets whenever an event or change in circumstances indicates that the net book value of an asset or group of assets may be unrecoverable. The Company s impairment review includes a comparison of future projected cash flows (undiscounted and without interest charges) generated by the asset or group of assets with its associated carrying value. The Company believes its expected future cash flows approximate or exceed its net book value. However, if circumstances change and the net book value of the asset or group of assets exceeds expected cash flows, the Company would have to recognize an impairment loss to the extent the net book value of the asset exceeds its fair value. At June 30, 2005, the net book value of the Company s property and equipment and intangible assets were approximately $1.6 million and $5 million, respectively. No such losses were recognized for the three and six months ended June 30, 2005.

Allowance for Sales Returns. An allowance for sales returns is provided during the period Lexxus and Kaire product is shipped. The allowance is based upon the return policy of each country, which varies from 14 days to one year, and their historical return rates, which range from approximately 1% to approximately 18% of product sales. Sales returns are approximately 4% of product sales for the three and six months ended June 30, 2004 and 2005. The allowance for sales returns was approximately $1.5 million and $2.7 million at December 31, 2004 and June 30, 2005, respectively. No material changes in estimates have been recognized for the three and six months ended June 30, 2005.

Revenue Recognition. Product sales are recorded when the products are shipped and title passes to independent distributors. Product sales to distributors are made pursuant to a distributor agreement that provides for transfer of both title and risk of loss upon our delivery to the carrier, which is commonly referred to as F.O.B. Shipping Point. The Company primarily receives payment by credit card at the time distributors place orders. The Company s sales arrangements do not contain right of inspection or customer acceptance provisions other than general rights of return. Amounts received for unshipped product are recorded as deferred revenue. Such amounts totaled $4.9 million at December 31, 2004 and $7.5 million at June 30, 2005.

Enrollment package revenue, including any nonrefundable set-up fees, is deferred and recognized over the term of the arrangement, generally twelve months. Enrollment packages provide distributors access to both a personalized marketing website and a business management system. Prior to the merger with MarketVision on March 31, 2004, the Company paid MarketVision a fixed amount in exchange for MarketVision creating and maintaining individual web pages for such distributors. These payments to MarketVision were deferred and recorded as a prepaid expense. The related amortization was recorded to cost of sales over the term of the arrangement. The remaining unamortized costs were included in the determination of the purchase price of MarketVision. Subsequent to the acquisition of MarketVision, no upfront costs are deferred as the amount is nominal. Deferred enrollment package revenue totaled $4.7 million at December 31, 2004 and $6.2 million at June 30, 2005. Although the Company has no immediate plans to significantly change the terms or conditions of enrollment packages, any changes in the future could result in additional revenue deferrals or could cause us to recognize its deferred revenue over a longer period of time.

During April 2005, the Company launched a new product line, Gourmet Coffee Café, which consists of coffee machines and the related coffee and tea pods, in the North American market. As the Gourmet Coffee Café is a very different product than the Company s other products and there is no reliable information on the Company s sales returns or warranty obligation, the Company has deferred revenue generated from their sale until sufficient return and warranty experience on the product can be established. The $7.5 million deferred revenue for product sales at June 30, 2005 included $1.4 million of Gourmet Coffee Café product, including $0.4 million shipped but unrecognized during the three months ended June 30, 2005.

Tax Valuation Allowance. The Company evaluates the probability of realizing the future benefits of any of its deferred tax assets and records a valuation allowance when it believes a portion or all of its deferred tax assets may not be realized. At December 31, 2004, the Company recognized net deferred tax assets of approximately $515 thousand as it expects to utilize a portion of its net operating loss carry-forward in connection with the implementation of a foreign holding and operating company restructure. A valuation allowance of $1.5 million was established for the remainder of its net deferred tax assets. If the Company is unable to realize the expected future benefits of its deferred tax assets, it would be required to provide an additional valuation allowance.

Results of Operations

The following table sets forth our operating results as a percentage of net sales for the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2005	2004	2005
			As Restated	
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	27.5	24.9	23.2	22.2
Gross profit	72.5	75.1	76.8	77.8
Operating expenses:				
Distributor commissions	71.1	55.3	57.3	52.7
Selling, general and administrative expenses	46.3	24.6	25.1	23.3
Total operating expenses	117.4	79.9	82.4	76.0

Income (loss) from operations	(44.9)	(4.8)	(5.6)	1.8
Other expense, net	(1.1)	(0.8)	(0.1)	(0.7)
Income (loss) before income taxes and minority interest	(46.0)	(5.6)	(5.7)	1.1
Income tax benefit (provision)	8.7	1.4	1.3	(0.3)
Minority interest	(0.8)	(0.1)	(0.9)	(0.1)
Net income (loss)	(38.1)%	(4.3)%	(5.3)%	0.7%

Net Sales. Net sales were approximately $49.9 million for the three months ended June 30, 2005 compared to $17.7 million for the same period in the prior year, an increase of $32.2 million or 182% percent. This increase was largely due to the significant growth in the business based in Hong Kong. In the second quarter of 2005, the Company s Hong Kong business recorded approximately $32 million of net sales. In the second quarter a year ago, all but approximately $2.9 million of Hong Kong s orders were deferred and recognized as revenue in the third quarter as distributors were required to receive additional training before shipments were made and a

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special policy was instituted by the Company to grant extended product return rights. The special policy extended product return rights up to 180 days for goods sold around April 2004. The standard return policy in Hong Kong is 14 days.

Furthermore, in the second quarter of 2005, approximately $1.4 million of the net sales increase could be attributed to distributors purchasing products in anticipation of our opening in the Japanese market. The remainder of the net sales increase for the second quarter over a year ago was due to the North American market ($1 million) and South Korea ($0.7 million).

Net sales were approximately $92.7 million for the six months ended June 30, 2005 compared to $56.4 million for the same period in the prior year, an increase of $36.2 million or 64% percent. The net sales increase was primarily due to Hong Kong (approximately $28 million), Japan ($3 million), KGC ($2 million) and North America ($2 million).

The growth in net sales could be also attributable to a 5% product price increase implemented in January 2005 and an increase in the number of active independent distributors. As of June 30, 2005, the operating subsidiaries of the Company had approximately 152,000 active distributors, compared to 133,000 active independent distributors at the end of 2004, and 101,000 at the end of the second quarter of 2004. As of June 30, 2005, the Company had deferred revenue of approximately $13.7 million, of which $7.5 million pertained to product sales. The $7.5 million deferred revenue for product sales included $1.4 million of Gourmet Coffee Café product, including $0.4 million shipped but unrecognized during the three months ended June 30, 2005.

Cost of Sales. Cost of sales was approximately $12.4 million or 24.9% of net sales for the three months ended June 30, 2005 compared with approximately $4.9 million or 27.5% of net sales for the same period in the prior year. Cost of sales was approximately $20.6 million or 22.2% of net sales for the six months ended June 30, 2005 compared with approximately $13.1 million or 23.2% of net sales for the same period in the prior year. This quarterly increase in cost of sales of approximately $7.6 million or 156% was primarily driven by the significant increase in net sales. Cost of sales as a percentage of net sales decreased over a year ago, mainly due to a 5% price increase instituted in January 2005 as well as, in the case of the six-month comparison, the elimination of the commissions paid to MarketVision (approximately $579,000) after its acquisition by the Company on March 31, 2004.

Gross Profit. Gross profit was approximately $37.5 million or 75.1% of net sales for the three months ended June 30, 2005 compared with approximately $12.8 million or 72.5% of net sales for the same period in the prior year. Gross profit was approximately $72.1 million or 77.8% of net sales for the six months ended June 30, 2005 compared with approximately $43.3 million or 76.8% of net sales for the same period in the prior year. This increase in the dollar amount of gross profit was primarily driven by increased sales, a 5% price increase instituted in January 2005, as well as the elimination of the commissions paid to MarketVision after its acquisition by the Company on March 31, 2004.

Distributor Commissions. Distributor commissions were approximately $27.6 million or 55.3% of net sales for the three months ended June 30, 2005 compared with approximately $12.6 million or 71.1% of net sales for the same period in the prior year. Distributor commissions were approximately $48.9 million or 52.7% of net sales for the six months ended June 30, 2005 compared with approximately $32.3 million or 57.3% of net sales for the same period in the prior year. This increase in the dollar amount of commission expense was mainly due to the increase in net sales. The decrease in distributor commissions as a percentage of sales over a year ago was primarily related to a 5% price increase implemented in January 2005 without changing the commission calculation formula, as well as commissions totaling approximately $3.7 million pertaining to products already returned (approximately $2 million net sales) or those that potentially could be returned ($5.4 million net sales) under the special return policy the Company implemented in April 2004. As a special measure to establish long-term relationships with the distributors doing business with our Hong Kong office, the Company did not seek to recover commissions associated with the products returned. Net sales of approximately $5.4 million associated with $2.7 million of the $3.7 million were recognized in the third quarter of 2004.

Selling, General and Administrative Expenses (SG&A). SG&A costs were approximately $12.3 million or 24.6% of net sales for the three months ended June 30, 2005 compared with approximately $8.2 million or 46.3% of net sales for the same period in the prior year. In the second quarter, this increase of approximately $4.1 million or 50% was mainly attributable to additional marketing-related expenses primarily in Eastern Europe ($1.8 million), preparing the opening of new markets in Mexico and Japan ($0.9 million), increased personnel cost in Hong Kong ($0.4 million), and higher professional fees and personnel cost in North America ($1.0 million). SG&A costs are expected to continue to increase for the balance of the year as spending on new markets and marketing events increase.

SG&A costs were approximately $21.6 million or 23.3% of net sales for the six months ended June 30, 2005 compared with approximately $14.2 million or 25.1% of net sales for the same period in the prior year. The increase was due to increased marketing spending in Eastern Europe ($2.4 million) and North America ($0.4 million), preparing the opening of new markets in Mexico and Japan ($1.5 million), increased personnel cost in Hong Kong ($0.6 million), and higher professional fees and personnel cost in North America ($2.0 million).

Other Expense, Net. Other expense was approximately $399 thousand for the three months ended June 30, 2005 compared to approximately $189 thousand for the same period in the prior year. For the first half of the year, other expense was $673 thousand for 2005, versus $30 thousand a year ago. This unfavorable variance was mainly due to exchange losses caused by a strengthening of the U.S. dollar since December 31, 2004, particularly against the euro.

Income Taxes. Income tax expense was approximately $314 thousand or 31% of income before income taxes and minority interest for the six months ended June 30, 2005, compared with an income tax benefit of approximately $747 thousand or 23% of income before income taxes and minority interest for the same period in the prior year. The increase in the effective tax rate is attributable to use of net operating losses in the United States and lower effective tax rates on foreign earnings in 2004 compared to 2005.

Minority Interest. Minority interest was approximately $46 thousand for the three months ended June 30, 2005, compared to approximately $153 thousand for the same period in the prior year. Minority interest was approximately $63 thousand for the six months ended June 30, 2005, compared to approximately $531 thousand for the same period in the prior year. The change relates primarily to the decreased profitability of our 51%-owned subsidiary, KGC Networks Pte. Ltd.

Net Income. Net loss was approximately $2.2 million or 4.3% of net sales for the three months ended June 30, 2005, compared to net loss of approximately $6.7 million or 38.1% of net sales for the same period in the prior year. Net income was approximately $636 thousand or 0.7% of net sales for the six months ended June 30, 2005, compared to net loss of approximately $3 million or 5.3% of net sales for the same period in the prior year. The improvement was primarily due to increased revenue, better gross profit margin, and a reduction in SG&A as a percent of sales.

Liquidity and Capital Resources

Cash generated from operations is the main funding source for the Company s working capital and capital expenditure. In the past, the Company also borrowed from institutions and individuals and issued preferred stock. In October 2004, the Company raised approximately $16 million, net of transaction fees, through a private equity placement.

At June 30, 2005, the ratio of current assets to current liabilities was 1.55 to 1.00 and the Company had working capital of approximately $17.6 million.

Cash provided by operations for the six months ended June 30, 2005 was approximately $7.6 million. The sales increase and the Company s anticipation of continued sales increase in the near future was the most significant underlying trend for cash flows from operating activities and the change in the Company s working capital. Cash was mainly generated from earnings, increases in accrued distributor commissions and deferred revenue, all driven by sales increase, partly offset by deposits to acquire additional product. But there is no assurance that the expected sales increase in the near term would be realized.

Cash used in investing activities during the period was approximately $762 thousand, which primarily relates to the purchase of property and equipment for our Mexican operations and a manufacturing facility in China. Cash provided by financing activities during the period was approximately $139 thousand as a result of proceeds totaling $643 thousand received from the exercise of a warrant for 51,600 shares of common stock offset by the continued repayment of MarketVision acquisition-related promissory notes. In connection with the MarketVision acquisition, the Company issued three different promissory notes in the aggregate principal amount of approximately $3.2 million. As of June 30, 2005, approximately $288 thousand remained to be paid over the rest of the year in 2005.

Total cash increased by approximately $7 million during the period.

With cash generated from profitable business operations and the net proceeds from the private placement closed in October 2004, the Company believes that its existing liquidity and cash flows from operations, including its cash and cash equivalents, should be adequate to fund normal business operations expected in the future.

The Company intends to continue to open additional operations in new foreign markets. The Company continues to incur expenses to develop its launches into the Mexican and Japanese markets in 2005. The estimated initial cost for entering into the Mexican market is $2 million to $3 million, and $5 million to $7 million for the Japanese market.

China is currently the Company s most important business development project. Direct selling, or multi-level marketing, is currently prohibited in China. The Chinese government has agreed to open the direct selling market and has published drafts of pertinent legislation. We are uncertain as to when the draft legislation will be adopted. Before the formal adoption of direct selling laws, many of the international direct selling companies have started to operate in China by employing a retail format.

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In June 2004, the Company obtained a business license in China. The license stipulates a capital requirement of $12 million over a three-year period, including a $1.8 million initial payment that the Company made in January 2005. In planning for retail operations, the Company estimates that each experience center , where prospective distributors or consumers could sample the Company s products, will cost approximately $50,000 to $100,000 to build out, plus approximately $100,000 to $250,000 of annual lease costs. The Company opened its first experience center in Guangzhou in July 2005 and is evaluating the number, location, timing and format of up to three additional experience centers.

As part of the Company s plan to expand business in China, we are preparing for a manufacturing facility in China with an expected opening during the second half of this year. The Company has leased a factory building and a warehouse as well as purchased machinery in the second quarter. Our current intention is to start with the finishing stage of the manufacturing process needed to produce our products in China. In the future, we expect to add more early-stage manufacturing processes. However, this is dependent upon the progress of our manufacturing facility and the regulatory environment.

On April 12, 2004, an independent TV documentary show was aired on Chinese television, which made allegations that the Company engaged in illegal acts and the distributors made false claims. The show had adversely impacted the Company s Hong Kong based business in 2004. Since the airing of the program, to the knowledge of the Company, the Chinese government has not initiated any investigation of the Company or its independent distributors. Nevertheless the Company is also unable to predict whether it will be successful in obtaining a direct selling license to operate in China, and if it is successful, when it will be permitted to commence direct selling operations there. Further, if the Company is successful in obtaining a direct selling license to do business in China, it is uncertain as to whether the Company will generate profits from such operations.

The Company launched a new product line, Gourmet Coffee Café, in the North American market in the second quarter. The Company received approximately $1.4 million of orders as of June 30, 2005.

The Company has begun a preliminary evaluation of implementing an enterprise resources planning (ERP) system. Internal business processes are mostly manual and do not link to the MarketVision system, the Company s Internet-based distributor interface. At this point, the Company does not know how much the ERP project might cost or when the implementation may start.

Off Balance Sheet Arrangements

The Company does not utilize off-balance sheet financing arrangements other than in the normal course of business. The Company finances the use of certain facilities, office and computer equipment, and automobiles under various operating lease agreements.

Forward Looking Statements

Certain statements contained in this report constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements included in this report, other than statements of historical facts, regarding our strategy, future operations, financial position, estimated revenues, projected costs, prospects, plans and objectives are forward-looking statements. When used in this report, the words believe, anticipate, intend , estimate, expect, project , could may , plan , predict , pursue , continue , feel and similar expressions are intended to identify forward-looking sta although not all forward-looking statements contain these identifying words.

We cannot guarantee future results, levels of activity, performance or achievements, and you should not place undue reliance on our forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or strategic investments. In addition, any forward-looking statements represent our expectation only as of the date of this report and should not be relied on as representing our expectations as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our expectations change.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, such as those disclosed in this report. Important factors that could cause our actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in forward-looking statements include, among others, the following:

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our relationship with our distributors;

our need to continually recruit new distributors;

our internal controls and accounting methods may require further modification;

regulatory matters governing our products and network marketing system;

our relationship with our majority owned subsidiary operating in Russia and other Eastern European countries;

our ability to recruit and maintain key management;

adverse publicity associated with our products or direct selling organizations;

product liability claims; our reliance on outside manufacturers;

risks associated with operating internationally, including foreign exchange risks;

product concentration;

dependence on increased penetration of existing markets;

the competitive nature of our business; and

our ability to generate sufficient cash to operate and expand our business.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Risk

In the first six months of 2005, approximately 10% of our revenue was recorded in United States dollars. The Hong Kong dollar is pegged to the U.S. dollar and we purchase all inventories in U.S. dollars. Therefore, our currency exposure, mainly to European euro, Korean won, Singapore dollar, New Taiwan dollar and Australia dollar, represented approximately 28% of our revenue (18% of that for euro) in the first six months of 2005.

In preparing our consolidated financial statements, we translate revenue and expenses in foreign countries from their local currencies into U.S. dollars using the average exchange rates for the period. The local currency of each subsidiary s primary markets is considered the functional currency. The effect of the translation of the Company s foreign operations is included in accumulated other comprehensive income within stockholders equity and does not impact the statement of operations.

As currency rates change, translation of our foreign currency functional businesses into U.S. dollars affects year-over-year comparability of equity. We do not plan to hedge translation risks because cash flows from our international operations are generally reinvested locally. Changes in the currency exchange rates that would have the largest impact on translating our international net assets included European euro, Korean won, New Taiwan dollar and Australian dollar. Japanese yen and Mexican peso are expected to be more significant as we enter those two markets in the second half of 2005.

The Chinese government announced on July 21, 2005 that its currency will no longer be pegged to the U.S. dollar. Instead, the exchange rates for the Chinese yuan, or RMB, will be determined by a basket of foreign currencies. This change effected a de facto revaluation of the yuan to the U.S. dollar from an 8.28 yuan to 8.11 yuan per U.S. dollar.

This change should have a very modest, potentially positive, effect on the Company s Hong Kong business. The Company currently does not generate revenue in yuan. Revenue recorded in Hong Kong is denominated in Hong Kong dollar, which is not impacted by the yuan revaluation and still pegged to the U.S. dollar. But the Chinese consumers in purchasing the Company s products will now pay a smaller amount of yuan to purchase our products, thus effectively a price decrease is implemented for our Chinese consumers.

The Company does incur some expenses in yuan in China, and these expenses will be translated into a greater amount of U.S. dollars in our financial statements. The expenses, approximately $393 thousand in the second quarter, were, and are expected to continue to be, immaterial.

If the Company determines to increase our capital formulation in China in the near future with cash infusion, the yuan revaluation means that we will need to contribute a greater amount of U.S. dollars. We currently have no plan to infuse more cash into our Chinese entity in the next few months.

Hedging

Our exposure to foreign currency fluctuation is expected to increase when the Company opens for business in Japan and Mexico. The Company currently has no specific plans but expects to evaluate whether it should use forward or option contracts to hedge its foreign currency exposure.

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Seasonality

In addition to general economic factors, the Company s revenue is slightly impacted by seasonal factors and trends such as major cultural events and vacation patterns. For example, most Asian markets celebrate their respective local New Year in the first quarter, which generally has a negative impact on that quarter. We believe that direct selling in the United States and Europe is also generally negatively impacted during the month of August, which is in our third quarter, when many individuals, including our distributors, traditionally take time off for vacations.

The seasonality of the Company s spending in SG&A is significantly impacted by the timing of major meetings, events, advertising, promotions and other marketing-related programs, which are materially discretionary. For example, the marketing-related spending is generally less in the first quarter when no major event is planned. The Company currently does not have a fixed calendar for when these events are held.

Interest Rate Risk

As of June 30, 2005, we do not think the Company has any exposure to interest rate risk as the Company has limited borrowings that are interest rate sensitive.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms and that such information is accumulated and communicated to our management, including our President and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

During its review of its financial statements for the quarter ended March 31, 2004, the Company learned that commission and transportation-related expenses incurred as of December 31, 2003 were under-accrued by approximately $640,000 (on a pre-tax basis) for the quarter and year ended December 31, 2003. Adjusting entries of approximately $640,000 were included as expenses in the financial statements for the quarter ended March 31, 2004.

At that time, the Company concluded that the error was not material, and therefore, did not warrant a restatement of the 2003 financial statements. Based upon the Company s pre-tax income of approximately $4.0 million for the first quarter of 2004 combined with the Company s historical sales and net income growth rates, the Company believed that the recording of $640,000 of pre-tax expenses during the first quarter of 2004 would not have a material effect on the Company s net income for the 2004 fiscal year.

However, while sales continued to grow significantly, net income for the 2004 fiscal year declined substantially. As a consequence, the adjusting entries made in the first quarter of 2004 are now considered by management to materially affect the Company s net income for fiscal 2004.

During its review of its financial statements for the year ended December, 31, 2004, the Company discovered that certain revenues not earned until 2004 were improperly recorded as revenue by its Eastern European business, KGC Networks Ptd. Ltd., for the year ended December 31, 2003. The amount of revenues that was over-stated for the 2003 fiscal year was approximately $310,000.

On March 23, 2005, the Audit Committee of the Company s Board of Directors determined that the inclusion of the aforementioned two items in the financial statements for the quarter ended March 31, 2004 would materially affect the Company s net income for the year ended December 31, 2004, and the Company believes that an amendment to its financial statements for the year ended December 31, 2003 is warranted.

The restatement of the financial statements for the year ended December 31, 2003 reduced the Company s net sales by approximately $310,000, increased cost of sales by approximately $180,000, increased distributor commission expense by approximately $460,000, reduced the minority interest expense by approximately $300,000, and reduced after-tax net income by approximately $650,000 for the quarter as well as the year ended December 31, 2003.

For the quarter ended March 31, 2004, the restatement increased the Company s net sales by approximately $310,000, reduced cost of sales by approximately $180,000, reduced distributor commission expense by approximately $460,000, increased the minority interest expense by approximately $300,000, and increased after-tax net income by approximately $650,000 for the quarter ended March 31, 2004.

The Company, after consultation with its Audit Committee, concluded that the consolidated financial statements for the quarter and the year ended December 31, 2003 as well as the first quarter of 2004 should no longer be relied upon, including the consolidated financial statements and other financial information in the Company s Annual Report on Form 10-KSB for the year ended December 31, 2003 and the Quarterly Report on Form 10-Q for the first quarter ended March 31, 2004. Although the financial statements for the three month periods ended June 30, 2004 and September 30, 2004 are unaffected by this error, the consolidated financial statements for the second and third quarters of 2004 include inaccurate information on a year to date basis because they include the erroneous information from the first quarter of 2004 which financial statements should not be relied upon.

The Company s Audit Committee and management have discussed these matters with BDO Seidman LLP (BDO), the Company s independent registered public accounting firm.

The Company recognizes that the improper accounting for commission and transportation-related expenses and revenue recognition for the year ended December 31, 2003 reflected a material control weakness in the Company s internal control over financial reporting that existed at December 31, 2003, such control weakness has been subsequently remedied during 2004.

At March 31, 2005, the Company determined a significant disclosure control weakness resulted from an inaccurate tax provision calculation. Such control weakness was remedied during the second quarter of 2005. The Company may elect to adopt additional procedures and controls related to the tax provision calculation in the future if deemed necessary.

In December 2004, concerns were raised by management regarding certain of the Company s controls and procedures involving related party transactions, personal expenses incurred by management and inventory shipped to a Company subsidiary. The Company s Audit Committee had such transactions, controls and procedures examined by a third party, and the Board of Directors of the Company concluded in July 2005 that there was a lack of documentation with respect to certain related party transactions, subsidiary operations and expense reimbursement procedures. In addition, sufficient policies regarding loans to employees and third parties had not been adopted or implemented. The transactions, taken in the aggregate, are considered by management as a material control weakness.

An evaluation of the Company s disclosure controls and procedures (as defined in Section 13(a)-14(c) of the Exchange Act) as of June 30, 2005 was carried out under the supervision and with the participation of the Company s President, Chief Financial Officer, Chief Accounting Officer and other members of the Company s senior management. The Company s President, Chief Financial Officer and Chief Accounting Officer concluded that, except for certain of the controls and procedures identified in the preceding paragraph, the Company s disclosure controls and procedures as currently in effect are effective in ensuring that the information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is (i) accumulated and communicated to the Company s management (including the President and Chief Financial Officer) in a timely manner, and (ii) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms.

Changes in Internal Controls

In 2004 and the first half of 2005, the Company made changes to improve its internal controls over financial reporting with respect to (i) each of the Restatement Items, and (ii) monthly financial reports provided to the Company by its subsidiaries. The Company hired a new Chief Financial Officer in August 2004, a new Chief Accounting Officer in September 2004, a regional Chief Financial Officer for Greater China and Southeast Asia in October 2004 and other additional staff to upgrade our financial organization. In addition, the Company has commenced its documentation required under the Sarbanes-Oxley Act of 2002 and is developing additional policies and procedures to further strengthen its international reporting, including the areas of revenue recognition, sales and expense cut-off and sales returns. The Company hired a reporting specialist in November 2004 to coordinate the world-wide Sarbanes-Oxley compliance work. In December 2004, the Company hired a general counsel, who subsequently was given additional responsibilities as the Chief Operating Officer, to enhance compliance and control.

In June 2005, the Company engaged the national accounting firm Grant Thornton to assist its effort in designing and documenting controls over business processes, working toward compliance with Section 404 of the Sarbanes-Oxley Act of 2002. The Company is also evaluating whether to implement additional controls and procedures, including but not limited to an enterprise resources planning system to replace its present predominantly manual process, sufficient to accurately report financial performance on a timely basis.

As a result of the examination concluded in July 2005, the Board of Directors formed a Compliance Committee comprised of an independent director and several members of senior management which are advised by outside, independent counsel. The purpose of the Compliance Committee is to review the policies, programs and practices of the Company and its subsidiaries and to monitor the adequacy of compliance systems with respect to foreign, federal and state laws. The Company also appointed an Ethics and Compliance Officer (who is currently the Company s Chief Operating Officer and General Counsel).

In light of the noted material weakness, we have instituted, and will continue to institute, control improvements that we believe will reduce the likelihood of similar errors. If the remedial policies and procedures we have implemented, and will continue to implement, are insufficient to address the material weakness or if additional significant deficiencies or other conditions relating to our internal controls are discovered in the future, we may fail to meet our future reporting obligations, our financial statements may contain material misstatements and our operating results may be adversely affected. Any such failure could also adversely affect the results of the periodic management evaluations and annual auditor attestation reports regarding the effectiveness of our internal controls over financial reporting, which will be required when the SEC s rules under Section 404 of the Sarbanes-Oxley Act of 2002 become applicable to us beginning with the filing of our Annual Report on Form 10-K for the year ended December 31, 2006. Internal control deficiencies could also cause investors to lose confidence in our reported financial information. Although we believe that we have addressed, or will address in the near future, our material weakness in internal controls, we cannot guarantee that the measures we have taken to date or any future measures will remediate the material weakness identified or that any additional material weakness or significant deficiencies will not arise in the future due to a failure to implement and maintain adequate internal controls over financial reporting.

The Company intends to continually review and evaluate the design and effectiveness of its disclosure controls and procedures and to improve its controls and procedures over time and to correct any deficiencies that it may discover in the future. The goal is to ensure that senior management has timely access to all material financial and non-financial information concerning the Company s business. Future events affecting its business may cause the Company to modify its disclosure controls and procedures.

PART II OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

During the fall of 2003, the customs agency of the government of South Korea brought a charge against LXK, Ltd. (LXK), the Company s wholly-owned subsidiary operating in South Korea, with respect to the importation of the Company s Alura product. The customs agency alleges that Alura is not a cosmetic product, but rather should be categorized and imported as a pharmaceutical product. On February 18, 2005, the Seoul Central District Court ruled against LXK and fined it a total of approximately $200,000. LXK also incurred related costs of approximately $40,000 as a result of the judgment. The Company recorded a reserve for the entire $240,000 at December 31, 2004 and is appealing the ruling. The failure to sell Alura in South Korea is not anticipated to have a material adverse effect on the financial condition, results of operations, cash flow or business prospects of LXK.

In May 2005 the Korea Food and Drug Administration (KFDA) asserted that certain product literature produced by independent distributors made improper claims in violation of Korean law. In June 2005, KFDA notified the Company s Korean subsidiary, LXK, Ltd., that it was required to cease all operations for a fifteen-day period and destroy certain existing product inventory. The Company denies responsibility for the actions of its independent distributors and intends to contest imposition of any injunction or punishment.

On or around March 31, 2004, Lexxus International, Inc. (Lexxus U.S.) received a letter from John Loghry, a former Lexxus distributor, alleging that Lexxus U.S. had wrongfully terminated an alleged oral distributorship agreement with Mr. Loghry and that the Company had breached an alleged oral agreement to issue shares of the Company s common stock to Mr. Loghry. After Mr. Loghry threatened to commence suit against Lexxus U.S. and the Company in Nebraska, on May 13, 2004, Lexxus U.S. and the Company filed an action for declaratory relief against Mr. Loghry in the United States District Court for the Northern District of Texas seeking, inter alia, a declaration that Mr. Loghry was not wrongfully terminated and is not entitled to recover anything from Lexxus U.S. or the Company. Mr. Loghry has filed counterclaims against the Company and Lexxus U.S. asserting his previously articulated claims. In September 2004, Mr. Loghry filed third party claims against certain officers of the Company and Lexxus U.S., including against Terry LaCore, the Chief Executive Officer of Lexxus U.S. and a director of the Company, and Mark Woodburn, President of the Company and a director, for fraud, LaCore, Woodburn, and a certain Lexxus distributor for conspiracy to commit fraud and tortuous interference with contract. In February 2005, the court dismissed all of Mr. Loghry s claims against the individual defendants, except the claims for fraud and conspiracy to commit fraud. On June 2, 2005, after Mr. Loghry had filed amended counterclaims, Lexxus U.S., the Company, and the individual defendants moved to dismiss the counterclaims on the grounds that the claims were barred because Mr. Loghry had failed to disclose the existence of the alleged claims when he filed for personal bankruptcy in September 2002. On June 23, 2005, the court stayed discovery pending resolution of the pending motion to dismiss.

On November 1, 2004, Toyota Jidosha Kabushiki Kaisha (d/b/a Toyota Motor Corporation) and Toyota Motor Sales, U.S.A. filed a complaint against the Company and Lexxus U.S. in United States District Court for the Central District of California (CV04-9028). The complaint alleges trademark and service mark dilution, unfair competition, trademark and service mark infringement, and trade name infringement, each with respect to Toyota s Lexus trademark. Toyota seeks to enjoin the Company and Lexxus U.S. from using the Lexxus mark and otherwise competing unfairly with Toyota, to transfer the ownership of the mylexxus.com and lexxusinternational.com internet sites to Toyota, and reimbursement of costs and reasonable attorney fees incurred by Toyota in connection with this matter. The Company has reached a tentative settlement agreement under which the Company will discontinue use of the Lexxus name and mark and change the name of its Lexxus operations and domain names, which could have a material adverse effect on the financial condition, results of operations, cash flow or business prospects of the Company.

On November 12, 2004, Dorothy Porter filed a complaint against the Company in the United States District Court for the Southern District of Illinois alleging that she sustained a brain hemorrhage after taking Formula One, an ephedra-containing product marketed by Kaire Nutraceuticals, Inc., a former subsidiary of the Company, and, thereafter, eKaire.com, Inc., a wholly-owned subsidiary of the Company. Ms. Porter has sued the Company for strict liability, breach of warranty and negligence. The Company intends to defend this case vigorously and on December 27, 2004 filed an answer denying the allegations contained in the complaint. The plaintiff demanded $2 million in damages to settle the case. On March 7, 2005, a Notice of Tag-Along Action was filed by Ms. Porter with the Judicial Panel on Multidistrict Litigation. It is anticipated that this case will be placed on the next Conditional Transfer Order and, ultimately, transferred to the consolidated Ephedra Products Liability proceedings in the United States District Court for the Southern District of New York. The Company does not believe that the plaintiff can demonstrate that its products caused the alleged injury and intends to vigorously defend this action.

On January 13, 2005, Nature s Sunshine Products, Inc. and Nature s Sunshine Products de Mexico S.A. de C.V. (collectively Nature s Sunshine) filed suit against the Company in the Fourth Judicial District Court, Utah County, State of Utah seeking injunctive relief and unspecified damages against the Company, Lexxus U.S., the Company s Mexican subsidiary, and the Company s Mexico management team, Oscar de la Mora Romo and Jose Villarreal Patino, alleging among other things that the Company s employment of De la Mora and Villarreal violated or could lead to the violation of certain non-compete, non-solicitation, and confidentiality agreements allegedly in effect between De la Mora and Villarreal and Nature s Sunshine. Following repeated unsuccessful attempts by Nature s Sunshine to remand the case to state court, Nature s Sunshine voluntarily dismissed its lawsuit on May 5, 2005. On May 17, 2005, Oscar de la Mora, Jose Villarreal commenced an action against Nature s Sunshine in Utah federal district court seeking a declaration that the non-compete agreement Nature s Sunshine seeks to enforce violates Mexican law and public policy, and is therefore unenforceable. On May 19, 2005, Nature s Sunshine again filed suit in Utah state court against De la Mora and Villarreal and on June 17, 2005 filed suit against Natural Health Trends Corp. and related subsidiaries in federal court in Dallas, Texas. The Company has sought to transfer the Dallas federal court case to federal court in Utah for consolidation with the Company s previously filed declaratory judgment action. Nature s Sunshine seeks injunctive relief against the Company, including De la Mora and Villarreal and subsidiaries of the Company. The Company intends to vigorously defend this case on its own behalf, to the extent the Company remains a party, and on behalf of De la Mora and Villarreal. The Company believes the voluntary dismissal is another attempt by Nature s Sunshine to avoid federal court jurisdiction and that a case will be re-filed against De la Mora and Villarreal in state court. If the Company or De la Mora and Villarreal are unsuccessful in defending this action, the Company may be required to change its Mexico management team, at least during the unexpired term of any enforceable non-compete period.

Currently, there is no other significant litigation pending against the Company other than as disclosed in the paragraphs above. From time to time, the Company may become a party to litigation and subject to claims incident to the ordinary course of the Company s business. Although the results of such litigation and claims in the ordinary course of business cannot be predicted with certainty, the Company believes that the final outcome of such matters will not have a material adverse effect on the Company s business, results of operations or financial condition. Regardless of outcome, litigation can have an adverse impact on the Company because of defense costs, diversion of management resources and other factors.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In May 2005, the Company issued 51,600 shares of common stock in connection with the exercise of common stock purchase warrants that were issued to an investor in October 2004. The exercise price was $12.47 per share and the shares were issued pursuant to Section 4(2) of the Securities Act of 1933, as amended.

Item 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On June 1, 2005, the Company held its Annual Meeting of Shareholders. The shareholders of the Company approved each of the following proposals:

(a) Election of Directors. Sir Brian Wolfson, Mark D. Woodburn, Terry L. LaCore, Robert Hesse, and Randall A. Mason were elected to the Board of Directors of the Company for a term of one (1) year, each receiving not less than 3,963,119 votes in favor of his election (58.11% of the shares outstanding).

(b) Ratification of the Appointment of Independent Accountants. The ratification of the appointment of BDO Seidman, LLP as the Company s independent auditors for the fiscal year ending December 31, 2005; was approved by the shareholders of the Company (3,964,590 votes for (58.13% of the shares outstanding); 91,591 votes against; and 15 shares abstained).

(c) Approval of Amendments to the 2002 Stock Option Plan. Certain amendments to the Company s 2002 Stock Option Plan was approved by the shareholders of the Company (1,716,704 votes for (25.17% of the shares outstanding); 274,638 shares against; and 11,317 shares abstained).

(d) Approval of the Company s Reincorporation in the State of Delaware. The reincorporation of the Company from the State of Florida to the State of Delaware was approved by the shareholders of the Company (3,646,608 votes for (53.47% of the shares outstanding); 251,156 votes against; and 12,787 shares abstained).

Item 5. OTHER INFORMATION

None.

Item 6. EXHIBITS

31.1 Certification of the President pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of the President pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

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 thereunto duly authorized.

	NATURAL HEALTH TRENDS CORP.
Date: August 15, 2005	/s/ Mark D. Woodburn
	Mark D. Woodburn President (Principal Executive Officer)
Date: August 15, 2005	/s/ Chris Sharng
	Chris Sharng Executive Vice President and Chief Financial Officer (Principal Financial Officer)

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