

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

FORM S-8

REGISTRATION STATEMENT
Under
The Securities Act of 1933
NU SKIN ENTERPRISES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation or
organization)

87-0565309
(IRS Employer
Identification No.)

75 West Center Street
Provo, UT 84601
(Address of Principal Executive Offices and Zip Code)

Second Amended and Restated Nu Skin Enterprises, Inc.
1996 Stock Incentive Plan
(Full title of the plan)

Mr. Truman Hunt
President and Chief Executive Officer
NU SKIN ENTERPRISES, INC.
75 West Center Street
Provo, Utah 84601
(801) 345-6000
(Name, address and telephone number, including area code, of agent for service)

Copies to:

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

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

CALCULATION OF REGISTRATION FEE

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

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

REGISTRATION OF ADDITIONAL SECURITIES

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

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description of Exhibit
4.1	Specimen Form of Stock Certificate for Class A Common Stock (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (File No. 333-90716))
4.2	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (File No. 333-12073))
4.3	Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003)
4.4	Certificate of Designation, Preferences and Relative Participating, Optional, and Other Special Rights of Preferred Stock and Qualifications, Limitations and Restrictions Thereof (incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004)
4.5	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 (File No. 333-12073))
5.1	Opinion of Dorsey & Whitney LLP regarding the legality of the securities covered by this Registration Statement

- 23.1 Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
- 23.2 Consent of Dorsey & Whitney LLP (included as part of Exhibit 5.1)
- 24.1 Power of Attorney (included with the signatures in Part II of this registration statement)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Provo, State of Utah, on May 10, 2005.

NU SKIN ENTERPRISES, INC.

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

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints M. Truman Hunt, his or her true and lawful attorney-in-fact and agent with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

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

Signature	Title	Date
/s/ Daniel W. Campbell Daniel W. Campbell	Director	May 10, 2005
/s/ E.J. "Jake" Garn E.J. "Jake" Garn	Director	May 10, 2005
/s/ Paula F. Hawkins Paula F. Hawkins	Director	May 10, 2005
/s/ Andrew D. Lipman	Director	May 10, 2005

Andrew D. Lipman

/s/ Jose Ferreira, Jr.
Jose Ferreira, Jr

Director

May 10, 2005

/s/ D. Allen Anderson
D. Allen Andersen

Director

May 10, 2005

INDEX TO EXHIBITS

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[Dorsey & Whitney LLP Letterhead]

May 10, 2005

Nu Skin Enterprises, Inc.
75 West Center Street
Provo, Utah 84601

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Nu Skin Enterprises, Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-8 (the "Registration Statement") relating to the sale by the Company from time to time of up to 5,000,000 shares of the Company's Class A common stock, \$0.001 par value per share (the "Shares"), issuable pursuant to the Second Amended and Restated Nu Skin Enterprises, Inc. 1996 Stock Incentive Plan (the "Plan").

We have examined such documents and have reviewed such questions of law as we have considered necessary and appropriate for the purposes of the opinions set forth below.

In rendering our opinions set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise) and executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to questions of fact material to our opinions, we have relied upon certificates of officers of the Company and of public officials.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance, delivery and payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

Nu Skin Enterprises, Inc.
May 10, 2005
Page 2

Our opinion expressed above is limited to the laws of the State of Utah and the Delaware General Corporation Law.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Dorsey & Whitney LLP

SPG

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 15, 2005 relating to the financial statements, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in Nu Skin Enterprises Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
Salt Lake City, UT
May 10, 2005