

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

AMENDMENT NO. 5  
 TO  
 FORM S-1  
 REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933

NU SKIN ASIA PACIFIC, INC.  
 (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE 5122 87-0565309  
 (STATE OF JURISDICTION OF (PRIMARY STANDARD INDUSTRIAL (I.R.S. EMPLOYER  
 INCORPORATION OR CLASSIFICATION CODE NUMBER) IDENTIFICATION NO.)  
 ORGANIZATION)

75 WEST CENTER STREET  
 PROVO, UTAH 84601  
 (801) 345-6100  
 (ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
 REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

STEVEN J. LUND, PRESIDENT  
 NU SKIN ASIA PACIFIC, INC.  
 75 WEST CENTER STREET  
 PROVO, UTAH 84601  
 (801) 345-6100

(NAME, AND ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA  
 CODE, OF AGENT FOR SERVICE)

COPIES TO:

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as  
 practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered  
 pursuant to dividend or interest reinvestment plans, please check the  
 following box.

If any of the securities being registered on this Form are to be offered on  
 a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
 1933, other than securities offered only in connection with dividend or  
 interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering  
 pursuant to Rule 462(b) under the Securities Act, please check the following  
 box and list the Securities Act registration statement number of the earlier  
 effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
 under the Securities Act, check the following box and list the Securities Act  
 registration statement number of the earlier effective registration statement  
 for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434,  
 please check the following box.

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
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Class A Common Stock, .001 par value(2)(3)..	10,099,000	\$22.00	\$222,178,000	previously paid
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Class A Common Stock(3)(4).....	1,725,000	\$22.00	\$ 37,950,000	\$9,746.20
Options to purchase Class A Common Stock..	2,000,000	--	--	--
Class A Common Stock underlying Options(5).....	2,000,000	\$5.50	\$ 11,000,000	previously paid
Total.....		--		\$9,746.20

- (1) Estimated pursuant to Rule 457(a) under the Securities Act of 1933 solely for the purposes of calculating the amount of registration fee.
- (2) Includes 4,100,000 shares being offered by certain stockholders of the Company. Also includes 884,317 shares and 255,683 shares which the U.S. Underwriters and the International Underwriters, respectively, have the option to purchase from certain stockholders of the Company to cover over-allotments, if any. Filing fees of \$64,403.10 and \$12,210.00 have been previously paid in connection with the 8,489,500 shares included in this Registration Statement as filed on September 16, 1996 and the 1,609,500 shares included in this Registration Statement as filed on September 30, 1996, respectively.
- (3) The amount of shares registered also includes any shares initially offered or sold outside the United States that are thereafter sold or resold in the United States. Offers and sales of shares outside the United States are being made pursuant to the exemption afforded by Rule 901 of Regulation 5 and this Registration Statement shall not be deemed effective with respect to such offers and sales.
- (4) Includes 174,025 shares and 50,975 shares which the U.S. Underwriters and the International Underwriters, respectively, have the option to purchase from certain stockholders of the Company, and 1,500,000 shares being offered by certain stockholders of the Company. The filing fee of \$11,500 relating to these shares was partially paid by payment of \$1,753.40 in connection with Amendment No. 4.
- (5) Pursuant to Rule 416, includes such indeterminate number of additional securities as may be required for issuance on exercise of the options as a result of any adjustment in the number of securities issuable upon such exercise by reason of the anti-dilution provisions of the options. A filing fee of \$3,793.10 has been previously paid in connection with the 2,000 shares of Class A Common Stock underlying options included in this Registration Statement as filed on September 30, 1996.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Amendment No. 5 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on November 21, 1996.

NU SKIN ASIA PACIFIC, INC.

/s/ Steven J. Lund

By: \_\_\_\_\_  
 Steven J. Lund  
 President and Chief  
 Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 5 to the Registration Statement has been signed below on November 21, 1996 by the following persons in the capacities indicated.

SIGNATURE	TITLE	DATE
* ----- Blake M. Roney	Chairman of the Board of Directors	November 21, 1996
/s/ Steven J. Lund ----- Steven J. Lund	President and Chief Executive Officer and Director (Principal Executive Officer)	November 21, 1996
* ----- Corey B. Lindley	Vice President Finance (Principal Financial and Accounting Officer)	November 21, 1996
* ----- Sandie N. Tillotson	Director	November 21, 1996
* ----- Keith R. Halls	Director	November 21, 1996
* ----- Brooke B. Roney	Director	November 21, 1996
* ----- Kirk V. Roney	Director	November 21, 1996

SIGNATURE

TITLE

DATE

\*

Director

November 21,  
1996

-----  
Max E. Esplin

\*

Director

November 21,  
1996

-----  
Max L. Pinegar

/s/ Steven J. Lund

\*By: \_\_\_\_\_  
Steven J. Lund as attorney-in-fact  
for each of the persons indicated