

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

**FORM S-8**

**REGISTRATION STATEMENT**  
**Under**  
**The Securities Exchange 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)

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

**Copies to:**

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

**M. Truman Hunt**  
**Executive 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	Amount of Registration Fee
Class A Common Stock, par value \$.001 per share	4,000,000 shares	\$12.14	\$48,560,000	\$4,468

(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. Stock Incentive Plan.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) 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 December 31, 2002.

### EXPLANATORY NOTE

This registration statement registers 4,000,000 additional shares of the Class A common stock of Nu Skin Enterprises, Inc. (the "Company") to be issued pursuant the Second Amended and Restated Nu Skin Enterprises, Inc. 1996 Stock Incentive Plan. Accordingly, the contents of the previous Form S-8 Registration Statement No. 333-48611 filed on March 25, 1998 by the Company with the Securities and Exchange Commission (as amended pursuant to the Post-Effective Amendment No. 1 filed on January 2, 2003) to register 3,825,000 shares of the Company's Class A common stock are incorporated by reference into this registration statement pursuant to General Instruction E of Form S-8.

### PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

The Exhibits to this registration statement are listed in the Exhibit Index of this registration statement, which Exhibit Index is incorporated in this registration statement by reference.

### 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 December 31, 2002.

**NU SKIN ENTERPRISES, INC.**  
(Registrant)

By: /s/ Steven J. Lund  
Steven J. Lund  
Its: *Chief Executive Officer*

### POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Steven J. Lund and M. Truman Hunt, acting together or singly, 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 below on the dates indicated by the following persons in the capacities indicated.

Signature	Title	Date
<u>/s/ Blake M. Roney</u> Blake M. Roney	Chairman of the Board of Directors	December 31, 2002

<u>/s/ Steven J. Lund</u> Steven J. Lund	President and Chief Executive Officer and Director (Principal Executive Officer)	December 31, 2002
<u>/s/ Ritch Wood</u> Ritch Wood	Chief Financial Officer (Principal Financial and Accounting Officer)	December 31, 2002
<u>/s/ Sandra N. Tillotson</u> Sandra N. Tillotson	Senior Vice President, Director	December 31, 2002
<u>/s/ Brooke B. Roney</u> Brooke B. Roney	Senior Vice President, Director	December 31, 2002

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Max L. Pinegar</u> Max L. Pinegar	Senior Vice President, Director	December 31, 2002
<u>/s/ Daniel W. Campbell</u> Daniel W. Campbell	Director	December 31, 2002
<u>/s/ E.J. "Jake" Garn</u> E.J. "'Jake" Garn	Director	December 31, 2002
<u>/s/ Paula Hawkins</u> Paula Hawkins	Director	December 9, 2002
<u>/s/ Andrew D. Lipman</u> Andrew D. Lipman	Director	December 10, 2002
<u>/s/ Takashi Bamba</u> Takashi Bamba	Director	December 31, 2002

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#### INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Dorsey & Whitney LLP regarding the legality of the securities covered by this Registration Statement
23.1	Consent of PricewaterhouseCoopers LLP, independent accountants
23.2	Consent of Dorsey & Whitney LLP (included as part of Exhibit 5.1)
24.1	Power of Attorney (included with the signatures in Part II of this registration statements)



December 30, 2002

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

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 4,000,000 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 (collectively, 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, 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), 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.

Our opinions expressed above are limited to the Delaware General Corporation Law, as amended.

Nu Skin Enterprises, Inc.  
December 30, 2002  
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We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement.

Very truly yours,

/s/ Dorsey & Whitney LLP

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## CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 1, 2002 relating to the financial statements of Nu Skin Enterprises, Inc., which appears in Nu Skin Enterprises, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001.

/s/PricewaterhouseCoopers LLP  
PricewaterhouseCoopers LLP  
Salt Lake City, Utah  
December 27, 2002