

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

FORM 10-K/A
(Amendment No.1)

Annual Report Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

For the fiscal year ended JUNE 30, 1998 Commission file number 0-15701

NATURAL ALTERNATIVES INTERNATIONAL, INC.

Incorporated in Delaware
1185 Linda Vista Drive, San Marcos, California 92069
(760) 744-7340

84-1007839
(I.R.S. Employer
Identification No.)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock - \$.01 par value Nasdaq Stock Market

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of 4,499,485 shares of voting stock held by non-affiliates (assuming for this purpose that all officers and directors, and affiliates of directors, are affiliates) of the Registrant was approximately \$62,151,000 based on the closing sale price as of September 25, 1998.

At September 25, 1998, the Registrant had outstanding 5,887,375 shares of Common Stock, \$.01 par value.

Documents Incorporated by Reference

NONE

EXPLANATORY STATEMENT

This Amendment No. 1 to the Annual Report on Form 10-K for Natural Alternatives International, Inc. (the "Company") for the fiscal year ended June 30, 1998 is being filed to amend Item 14 (2) (a) by adding as Exhibits, certain restated financial data schedules.

As reported in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1998, the Company was required to adopt, in the second quarter of fiscal 1998, Statement of Financial Accounting Standards No. 128, "Earnings Per Share" ("SFAS 128"). SFAS 128 requires the presentation of basic earnings per share, computed using the weighted average number of shares outstanding during the period, and diluted earnings per share, computed using the additional dilutive effect of all dilutive securities. The dilutive impact of stock options and warrants account for the additional weighted average shares of common stock outstanding for the Company's diluted earnings per share computation. All prior periods were restated to conform with the provisions of SFAS 128 in the Company's Annual Report on Form 10-K, but restated financial data schedules were not included for such annual periods and subsequent interim periods. Such restated financial data schedules are now being filed pursuant to this Amendment No. 1.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

2. (b) EXHIBITS

Exhibit 23*	Re: Consent of KPMG Peat Marwick LLP
Exhibit 27*	Financial Data Schedule
Exhibit 27.1**	Restated - Financial Data Schedule for the Fiscal Years Ended June 30, 1997 and 1996.
Exhibit 27.2**	Restated - Financial Data Schedule for the Nine Months Ended March 31, 1997.
Exhibit 27.3**	Restated - Financial Data Schedule for the Six Months Ended December 31, 1996.

* Previously filed as part of the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on September 28, 1998.

** Filed herein

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 ALTERNATIVES INTERNATIONAL, INC.
(Registrant)

Date: October 14, 1998 By: Mark A. Ledoux

(Mark A. LeDoux, Chief Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
Marie A. LeDoux ----- (Marie A. LeDoux)	Chairperson of the Board, Secretary, and Director	October 14, 1998
Mark A. LeDoux ----- (Mark A. LeDoux)	Chief Executive Officer and Director	October 14, 1998
William P. Spencer ----- (William P. Spencer)	President, and Chief Operating Officer, and Treasurer, and Chief Financial Officer, and Chief Accounting Officer, and Director	October 14, 1998
William R. Kellas ----- (William R. Kellas)	Director	October 14, 1998
Lee G. Weldon ----- (Lee G. Weldon)	Director	October 14, 1998

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EXHIBIT LIST

Exhibit 23*	Re: Consent of KPMG Peat Marwick LLP
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* Previously filed as part of the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on September 28, 1998.

** Filed herein

<ARTICLE> 5

<LEGEND>

THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED JUNE 30, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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<F1>"EPS-PRIMARY" DENOTES BASIC EPS.

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THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED MARCH 31, 1997, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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<F1>"EPS-PRIMARY" DENOTES BASIC EPS

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THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED DECEMBER 31, 1996, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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RESTATED PURSUANT TO REGULATION S-K, ITEM 601(c), TO CONFORM TO FASB NO. 128.

<F1>"EPS-PRIMARY" DENOTES BASIC EPS

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