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

FORM 8-K

CURRENT REPORT
pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

DATE OF REPORT (Date of earliest event reported): JUNE 29, 2007

000-15701
(Commission file number)

NATURAL ALTERNATIVES INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

1185 Linda Vista Drive
San Marcos, California 92078
(Address of principal executive offices)

84-1007839
(IRS Employer Identification No.)

(760) 744-7340
(Registrant's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

(a) Natural Alternatives International, Inc., a Delaware corporation (“NAI”), entered into a consulting agreement with Dr. John A. Wise effective as of July 1, 2007 (“Consulting Agreement”). Dr. Wise had been NAI’s Chief Scientific Officer until his retirement on June 30, 2007. Under the terms of the Consulting Agreement, Dr. Wise will receive a monthly consulting fee of \$10,000 and reimbursement of any expenses incurred by him in connection with services provided under the Consulting Agreement. He also will be entitled to certain group health insurance benefits during the term of the Consulting Agreement. The Consulting Agreement terminates on December 31, 2009, unless sooner terminated by NAI or Dr. Wise. As part of the Consulting Agreement, Dr. Wise agreed to release NAI from all possible claims between Dr. Wise and NAI arising out of his relationship with NAI prior to July 1, 2007, and he will remain subject to certain confidentiality provisions pertaining to NAI’s proprietary information.

(b) NAI has agreed to repurchase 100,000 shares, in the aggregate, of its common stock held by its Chairman and Chief Executive Officer, Mark LeDoux, his wife, and their family limited partnership and related children’s trust (together, the “LeDoux’s”). The repurchase was approved by the independent members of NAI’s Board of Directors at their regularly scheduled meeting on June 29, 2007. The Board’s approval was conditioned on a purchase price of \$6.489 per share, which price represents a 10% discount from the closing price on June 29, 2007.

Item 1.02 Termination of a Material Definitive Agreement.

As of June 30, 2007, in connection with Dr. Wise’s retirement and entry into the Consulting Agreement, the employment agreement dated as of January 30, 2004, by and between NAI and Dr. Wise was terminated. A copy of the employment agreement was previously filed as Exhibit 10.7 of NAI’s Annual Report on Form 10-K for the fiscal year ended June 30, 2004, filed with the United States Securities and Exchange Commission on September 14, 2004.

In addition, Dr. Wise has vested options to purchase 130,000 shares of NAI’s common stock, 70,000 of which will expire on September 30, 2007 as a result of his change in status from an employee to a consultant, and 60,000 of which will expire on the earlier of January 29, 2009, or 12 months from the date of termination of the Consulting Agreement, if Dr. Wise elects not to exercise such options within such time periods.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As discussed under Items 1.01 and 1.02 above, effective as of June 30, 2007, Dr. John A. Wise retired as NAI’s Chief Scientific Officer.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 29, 2007, NAI’s Board of Directors approved an amendment to Article VI of NAI’s Bylaws to clarify NAI’s ability to issue and transfer uncertificated shares of its stock.

The foregoing description of the amendment to the Bylaws is qualified in its entirety by reference to the full text of the amendment, which is filed as Exhibit 3(ii) to this Current Report on Form 8-K and incorporated herein by reference.

Item 8.01 Other Events.

On July 6, 2007, NAI issued a press release announcing the retirement of Dr. Wise, the entry into the Consulting Agreement, and the agreement to repurchase the LeDoux’s’ shares. A copy of the press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3(ii) Amendment to the Bylaws of NAI effective as of June 29, 2007.

99.1 Press release dated July 6, 2007

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 hereunto duly authorized.

Natural Alternatives International, Inc.

Date: **July 6, 2007**

By: /s/ John Reaves

John Reaves
Chief Financial Officer

AMENDMENT TO THE BYLAWS
OF
NATURAL ALTERNATIVES INTERNATIONAL, INC.
a Delaware corporation

I. Article VI is amended in its entirety to read as follows:

ARTICLE VI

Shares and Their Transfer

SECTION 6.01 Certificates for Stock. The shares of the Corporation's stock may be certificated or uncertificated, as provided under Delaware law, and shall be entered in the books of the Corporation and registered as they are issued. Any certificates representing shares of stock shall be in such form as the Board shall prescribe, certifying the number and class of shares of the stock of the Corporation owned by the stockholder. Any certificates representing shares of such stock shall be signed in the name of the Corporation by the President or a Vice President, and by the Secretary or an Assistant Secretary or by the Treasurer or an Assistant Treasurer. Any of or all of the signatures on the certificates may be a facsimile. In case any officer, transfer agent or registrar who has signed, or whose facsimile signature has been placed upon, any such certificate, shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, such certificate may nevertheless be issued by the Corporation with the same effect as though the person who signed such certificate, or whose facsimile signature shall have been placed thereupon, were such officer, transfer agent or registrar at the date of issue. A record shall be kept of the respective names of the persons, firms or corporations owning the Corporation's stock, the number and class of shares owned, and the respective dates the stock was acquired, and in case of cancellation, the respective dates of cancellation. Any certificate surrendered to the Corporation for exchange or transfer shall be canceled, and no new certificate or certificates shall be issued in exchange for any existing certificate until such existing certificate shall have been so canceled, except in cases provided for in Section 6.04.

SECTION 6.02 Transfers of Stock. Transfers of shares of stock of the Corporation shall be made only on the books of the Corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary, or with a transfer clerk or a transfer agent appointed as provided in Section 6.03, and, in the case of certificated shares, upon surrender of the certificate or certificates for such shares properly endorsed, and the payment of all taxes thereon. The person in whose name shares of stock stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation. Whenever any transfer of shares shall be made for collateral security, and not absolutely, such fact shall be so expressed in the entry of transfer if, when any certificate or certificates shall be presented to the Corporation for transfer or upon receipt of proper transfer instructions for uncertificated shares, both the transferor and the transferee request the Corporation to do so.

SECTION 6.03 Regulations. The Board may make such rules and regulations as it may deem expedient, not inconsistent with these Bylaws, concerning the issue, transfer and registration of the stock of the Corporation. It may appoint, or authorize any officer or officers to appoint one or more transfer clerks or one or more transfer agents and one or more registrars, and may require all certificates for stock to bear the signature or signature of any of them.

SECTION 6.04 Lost, Stolen, Destroyed and Mutilated Certificates. In any case of loss, theft, destruction, or mutilation of any certificate of stock, upon proof of such loss, theft, destruction or mutilation and upon the giving of a bond of indemnity to the Corporation in such form and in such sum as the Board may direct, the Corporation may issue (i) a new certificate or certificates of stock, or (ii) uncertificated shares in place of any certificate or certificates previously issued by the Corporation alleged to have been lost, stolen, destroyed or mutilated, provided, however, that a new certificate or uncertificated shares may be issued without requiring any bond when, in the judgment of the Board, it is proper so to do.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of Natural Alternatives International, Inc., a Delaware corporation; and
2. The foregoing Amendment to the Bylaws of said Corporation is a true and correct copy of the Amendment to the Bylaws adopted by the Board of Directors of said Corporation at its meeting duly held on June 29, 2007.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation as of this 29th day of June, 2007.

/s/ Randell Weaver
Randell Weaver, Secretary



**Natural Alternatives International, Inc.
Announces Retirement of Chief Scientific Officer and
Repurchase of 100,000 Shares from Founder**

Highlights

- *In connection with the retirement of its Chief Scientific Officer, John A. Wise, Ph.D., NAI entered into a Consulting Agreement with Dr. Wise through December 31, 2009.*
- *NAI repurchased 100,000 shares of its common stock held by its Chairman and CEO, Mark A. LeDoux, his wife, their family partnership and related children's trust.*

SAN MARCOS, CALIF, July 6, 2007 /PRNewswire/ —Natural Alternatives International, Inc. (“NAI”) (Nasdaq: NAI), a leading formulator, manufacturer and marketer of customized nutritional supplements, today announced the retirement of John A. Wise, Ph.D., 67, as Chief Scientific Officer effective June 30, 2007, and that Dr. Wise has agreed to continue with NAI as a consultant through December 31, 2009.

Dr. Wise stated, “It has been personally rewarding and gratifying to participate in and contribute to the significant growth and success of NAI over the past 20 years. NAI has been an industry leader in applying evidence-based science to establish the efficacy of our products for improving health. Our science-based formulas have been widely distributed throughout the world, resulting in high consumer acceptance and positively affecting many peoples’ lives. I am proud to have been part of this and I look forward to my continuing relationship and contribution to NAI during this transition in my career.”

CEO Mark Le Doux added, “Dr. Wise has demonstrated true leadership in the area of nutritional science. His advocacy for research, design and development of effective dietary supplements exemplifies his dedication to excellence. Dr. Wise’s long tenure at NAI has been the hallmark of our

commitment to quality science underlying our nutritional supplements. We wish Dr. Wise well in this new phase of his career and are pleased he has agreed to continue working with NAI and help us continue that commitment.”

NAI also announced it has agreed to repurchase 100,000 shares of its common stock held by its Chairman and CEO, Mark LeDoux, his wife, their family partnership and related children’s trust (together, the “LeDoux”). The purchase of the shares was approved by the independent members of NAI’s board of directors at their meeting on June 29, 2007, provided NAI was able to purchase the shares at a 10% discount from the closing price on such date. The sale of the shares by the LeDoux has been undertaken for estate tax reasons related to the death of Mr. LeDoux’s mother, a co-founder of NAI. Given the relatively thin trading market for NAI’s stock, the board determined the repurchase of the shares from the LeDoux was in the best interest of NAI and its stockholders, particularly in view of the discounted price and the potential negative impact of repeated periodic sales on the open market. The shares to be repurchased represent a relatively small percentage of the overall shares beneficially owned by Mr. LeDoux and, following the sale, he will continue to own approximately 18% of NAI’s outstanding shares.

NAI, headquartered in San Marcos, California, is a leading formulator, manufacturer and marketer of nutritional supplements and provides strategic partnering services to its customers. Our comprehensive partnership approach offers a wide range of innovative nutritional products and services to our clients including: scientific research, clinical studies, proprietary ingredients, customer-specific nutritional product formulation, product testing and evaluation, marketing management and support, packaging and delivery system design, regulatory review and international product registration assistance. For more information about NAI, please see our website at www.nai-online.com.

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 that are not historical facts and information. These statements represent our intentions, expectations and beliefs concerning future events, including, among other things, our expectations and beliefs with respect to our future relationship with Dr. Wise and the success of such relationship, and the potential impact on our stock price from the repurchase. We wish to caution readers these statements involve risks and uncertainties that could cause actual results and outcomes for future periods to differ materially from any forward-looking statement or

views expressed herein. NAI's financial performance and the forward-looking statements contained herein are further qualified by other risks including those set forth from time to time in the documents filed by us with the Securities and Exchange Commission, including our most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q.

SOURCE – Natural Alternatives International, Inc.

CONTACT – John R. Reaves, Chief Financial Officer, Natural Alternatives International, Inc.,

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