

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

FORM S-8

REGISTRATION STATEMENT

*UNDER
THE SECURITIES ACT OF 1933*

NATURAL ALTERNATIVES INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

84-1007839
(IRS Employer Identification No.)

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

**1999 Employee Stock Purchase Plan
1999 Omnibus Equity Incentive Plan**
(Full title of the plan)

**Ken Wolf
Chief Financial Officer
Natural Alternatives International, Inc.
1185 Linda Vista Drive
San Marcos, California 92078
(760) 736-7745**

(Name, address and telephone number, including area code, of agent for service)

Copy to:

**David A. Fisher, Esq.
Bell, Boyd & Lloyd LLP
3580 Carmel Mt. Road, Suite 200
San Diego, CA 92130
(858) 509-7419**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller
reporting company)

Smaller reporting company

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
1999 Employee Stock Purchase Plan, Common Stock, \$0.01 par value per share	50,000	\$5.389	\$269,450	\$ 10.59
1999 Omnibus Equity Incentive Plan, Common Stock, \$0.01 par value per share	100,000	\$6.340	\$634,000	\$ 24.92

(1) Includes 50,000 shares issuable pursuant to the purchase of shares under the Natural Alternatives International, Inc. (NAI) 1999 Employee Stock Purchase Plan, and 100,000 shares issuable pursuant to the grant or exercise of awards under the NAI 1999 Omnibus Equity Incentive Plan. This registration statement also covers such indeterminate number of additional shares of NAI common stock as may become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction under the adjustment and anti-dilution provisions of such plans, in accordance with Rule 416 under the Securities Act of 1933, as amended (1933 Act).

(2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and 457(h) under the 1933 Act, based on the average of the high and low prices of NAI's common stock reported on the Nasdaq Global Market on October 7, 2008. The 1999 Employee Stock Purchase Plan establishes a purchase price equal to 85% of the fair market value of NAI's common stock and, therefore, the price of the shares under such plan is based on 85% of the average of the high and low prices of NAI's common stock reported on the Nasdaq Global Market on October 7, 2008.

EXPLANATORY NOTE

Natural Alternatives International, Inc. (NAI) is filing this registration statement on Form S-8 to register 50,000 additional shares of NAI's common stock authorized for issuance under NAI's 1999 Employee Stock Purchase Plan, and 100,000 additional shares of NAI's common stock authorized for issuance under NAI's 1999 Omnibus Equity Incentive Plan. In accordance with General Instruction E of Form S-8, NAI incorporates by reference into this registration statement on Form S-8 the contents of its registration statement on Form S-8 filed with the United States Securities and Exchange Commission (SEC) on February 21, 2006 (File No. 333-131968), except that certain provisions contained in Part II of such prior registration statement on Form S-8 are modified as set forth in this registration statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

As permitted by the rules of the SEC, this registration statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the plans covered by this registration statement as required by Rule 428(b)(1) promulgated under the 1933 Act. Such documents are not being filed with the SEC as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the 1933 Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

NAI incorporates by reference into this registration statement the documents listed below, which NAI has already filed with the SEC, and any other documents subsequently filed by NAI under Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (Exchange Act), excluding any information in those documents that is deemed by the rules of the SEC to be furnished but not filed, before the filing of a post-effective amendment that indicates all securities offered herein have been sold or that deregisters all securities covered by this registration statement then remaining unsold:

- (a) NAI's Annual Report on Form 10-K for the fiscal year ended June 30, 2008 (which incorporates by reference certain portions of NAI's Proxy Statement for its Annual Meeting of Stockholders to be held on December 5, 2008), filed with the SEC on September 22, 2008, which contains audited consolidated financial statements for the most recent fiscal year for which such statements have been filed;
- (b) NAI's Current Reports on Form 8-K, filed with the SEC on July 3, 2008, August 8, 2008 and October 2, 2008; and
- (c) The description of NAI's common stock contained in NAI's registration statement on Form S-1, filed with the SEC on March 31, 1994 (SEC File No. 33-44292), including all amendments or reports filed for the purpose of updating such description.

Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supercedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 5. Interests of Named Experts and Counsel

The law firm of Bell, Boyd & Lloyd LLP, 3580 Carmel Mt. Road, Suite 200, San Diego, California, 92130, has rendered an opinion to NAI that the shares included in this registration statement will, when issued and sold in accordance with the terms of the 1999 Employee Stock Purchase Plan or the 1999 Omnibus Equity Incentive Plan, as applicable, be legally issued, fully paid and non-assessable. A partner in Bell, Boyd & Lloyd LLP who has provided advice with respect to this matter holds an option to buy 15,000 shares of NAI's common stock at an exercise price of \$6.65. The option expires on January 29, 2009.

Item 8. Exhibits

The following exhibit index shows those exhibits filed with this registration statement and those incorporated by reference:

EXHIBIT INDEX

Exhibit Number	Description	Incorporated By Reference To
4.1	Amended and Restated Certificate of Incorporation of Natural Alternatives International, Inc. filed with the Delaware Secretary of State on January 14, 2005	Exhibit 3(i) of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2004, filed with the commission on February 14, 2005
4.2	By-laws of Natural Alternatives International, Inc. dated as of December 21, 1990	NAI's Registration Statement on Form S-1 (File No. 33-44292) filed with the commission on December 21, 1992
4.3	Amendment to the By-laws of Natural Alternatives International, Inc. effective as of June 29, 2007	Exhibit 3(ii) of NAI's Current Report on Form 8-K dated June 29, 2007, filed with the commission on July 6, 2007
4.4	Form of NAI's Common Stock Certificate	Exhibit 4(i) of NAI's Annual Report on Form 10-K for the fiscal year ended June 30, 2005, filed with the commission on September 8, 2005
5	Opinion of Bell, Boyd & Lloyd LLP	Filed herewith
23.1	Consent of Independent Registered Public Accounting Firm	Filed herewith
23.2	Consent of Bell, Boyd & Lloyd LLP	Filed herewith (included in Exhibit 5)
99.1	1999 Employee Stock Purchase Plan as adopted effective October 18, 1999	Exhibit B of NAI's definitive Proxy Statement filed with the commission on October 21, 1999
99.2	1999 Omnibus Equity Incentive Plan as adopted effective May 10, 1999, amended effective January 30, 2004, and further amended effective December 3, 2004	Exhibit 10.1 of NAI's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2004, filed with the commission on February 14, 2005

Item 9. Undertakings

(a) NAI hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the 1933 Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by NAI pursuant to Section 13 or Section 15(d) of Exchange Act that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) NAI hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of NAI's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of NAI, NAI has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by NAI of expenses incurred or paid by a director, officer or controlling person of NAI in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, NAI will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the 1933 Act, 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 San Marcos, State of California, on October 10, 2008.

NATURAL ALTERNATIVES INTERNATIONAL, INC.

By: /s/ Mark A. LeDoux
Mark A. LeDoux, Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark A. LeDoux</u> (Mark A. LeDoux)	Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)	October 10, 2008
<u>/s/ Ken Wolf</u> (Ken Wolf)	Chief Financial Officer (principal financial and accounting officer)	October 10, 2008
<u>/s/ Joe E. Davis</u> (Joe E. Davis)	Director	October 10, 2008
<u>/s/ Alan G. Dunn</u> (Alan G. Dunn)	Director	October 10, 2008
<u>/s/ Alan Lane</u> (Alan Lane)	Director	October 10, 2008
<u>/s/ Lee G. Weldon</u> (Lee G. Weldon)	Director	October 10, 2008



3580 Carmel Mountain Road, Suite 200
San Diego, California 92130
858.509.7400 — Fax 858.509.7466

October 9, 2008

Natural Alternatives International, Inc.
1185 Linda Vista Drive
San Marcos, California 92078

Natural Alternatives International, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Natural Alternatives International, Inc., a Delaware corporation (the “Company”), with respect to the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the registration under the Securities Act of 50,000 shares of the Company’s common stock, \$0.01 par value per share (the “Common Stock”), issuable under the Company’s 1999 Employee Stock Purchase Plan (the “Purchase Plan”), and 100,000 shares of the Common Stock issuable under the Company’s 1999 Omnibus Equity Incentive Plan, as amended (the “Equity Plan”). The Purchase Plan and the Equity Plan may collectively be referred to herein as the “Plans” and the additional shares of the Common Stock issuable in connection with the Plans under the Registration Statement may collectively be referred to herein as the “Shares.”

For purposes of rendering this opinion, we have examined the Registration Statement and the Plans, and made such other legal and factual examinations as we have deemed necessary under the circumstances and, as part of such examinations, we have examined, among other things, originals and copies, certified and otherwise, identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate. For the purposes of such examination, we have assumed the genuineness of all signatures on original documents and the conformity to original documents of all copies submitted to us.

On the basis of the foregoing, and subject to the qualifications and assumptions set forth herein, we are of the opinion that, assuming the Registration Statement shall have become effective pursuant to the provisions of the Securities Act, the Shares being registered in the Registration Statement, when such Shares have been issued and sold and the consideration therefor has been received in accordance with the provisions of the Equity Plan, including the stock option agreements duly authorized under the Equity Plan, or the Purchase Plan, as applicable, will be legally issued, fully paid and non-assessable.

Our opinions herein are limited to the General Corporation Law of the State of Delaware, the applicable provisions of the Delaware constitution, and the reported judicial decisions interpreting such laws, and we do not express any opinion concerning any other laws. This opinion is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinions expressed herein. Our opinions are expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Plans or the Common Stock.

chicago — san diego — washington

Natural Alternatives International, Inc.

October 9, 2008

Page 2

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Bell, Boyd & Lloyd LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1999 Omnibus Equity Incentive Plan and 1999 Employee Stock Purchase Plan, of our report dated September 9, 2008, with respect to the consolidated financial statements of Natural Alternatives International, Inc., included in its Annual Report on Form 10-K for the year ended June 30, 2008, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
October 6, 2008