

OMB APPROVAL

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. )

Nu Skin Asia Pacific, Inc.  
(Name of Issuer)

Class A Common Stock  
(Title of Class of Securities)

-----  
67018T105  
(CUSIP Number)

Carolyn S. Reiser, Esq.  
Shartsis Friese & Ginsburg  
One Maritime Plaza, 18th Floor  
San Francisco, CA 94111  
(415) 421-6500

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications)

November 25, 1996  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box / /.

Check the following box if a fee is being paid with the statement / /. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



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 1 NAME OF REPORTING PERSON  
 SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON  
  
 West Highland Capital, Inc.  
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 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / X /  
 (b) / /  
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 3 SEC USE ONLY  
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 4 SOURCE OF FUNDS\*  
  
 AF  
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 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(E) / /  
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 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 California  
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NUMBER OF SHARES	7	SOLE VOTING POWER -0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 1,000,000
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 1,000,000

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 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,000,000  
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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
 / /  
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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 8.5  
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 14 TYPE OF REPORTING PERSON\*  
 CO and IA  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
 INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.



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 1 NAME OF REPORTING PERSON  
 SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON  
  
 Estero Partners, LLC  
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 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / X /  
 (b) / /  
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 3 SEC USE ONLY  
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 4 SOURCE OF FUNDS\*  
  
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-----  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(E) / /  
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 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 California  
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NUMBER OF SHARES	7	SOLE VOTING POWER
	-0-	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		840,005
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		840,005

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 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 840,005  
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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 7.2  
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 14 TYPE OF REPORTING PERSON\*  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
 INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.



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 1 NAME OF REPORTING PERSON  
 SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Lang H. Gerhard

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 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / X /  
 (b) / /

-----  
 3 SEC USE ONLY

-----  
 4 SOURCE OF FUNDS\*

AF

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 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(E) / /

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 ----- 8 ----- 9 ----- 10	SOLE VOTING POWER -0- ----- SHARED VOTING POWER 1,000,000 ----- SOLE DISPOSITIVE POWER -0- ----- SHARED DISPOSITIVE POWER 1,000,000
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 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,000,000

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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
 / /

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 8.5

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 14 TYPE OF REPORTING PERSON\*  
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 \*SEE INSTRUCTIONS BEFORE FILLING OUT!  
 INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.





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 1 NAME OF REPORTING PERSON  
 SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON  
  
 West Highland Partners, L.P.  
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 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / X /  
 (b) / /  
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 3 SEC USE ONLY  
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 4 SOURCE OF FUNDS\*  
  
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 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(E) / /  
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-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 California  
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NUMBER OF SHARES	7	SOLE VOTING POWER -0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 699,905
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 699,905

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 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 699,905  
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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
 / /  
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-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 6.0  
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 14 TYPE OF REPORTING PERSON\*  
 PN  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
 INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.



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 1 NAME OF REPORTING PERSON  
 SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON  
  
 Buttonwood Partners, L.P.  
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 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / X /  
 (b) / /  
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 3 SEC USE ONLY  
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-----  
 4 SOURCE OF FUNDS\*  
  
 WC  
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 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(E) / /  
 -----

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 California  
 -----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 ----- 8 ----- 9 ----- 10 -----	SOLE VOTING POWER -0- ----- SHARED VOTING POWER 140,100 ----- SOLE DISPOSITIVE POWER -0- ----- SHARED DISPOSITIVE POWER 140,100 -----
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 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 140,100  
 -----

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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
 / /  
 -----

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 1.2  
 -----

-----  
 14 TYPE OF REPORTING PERSON\*  
 PN  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
 INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.



## ITEM 1. SECURITY AND ISSUER.

This amended statement relates to shares of Class A Common Stock (the "Stock") of Nu Skin Asia Pacific, Inc. ("NUS"). The principal executive office of NUS is located at 75 West Center Street, Provo, Utah 84601.

## ITEM 2. IDENTITY AND BACKGROUND.

The persons filing this statement and the persons enumerated in Instruction C of Schedule 13D and, where applicable, their respective places of organization, general partners, directors, executive officers and controlling persons, and the information regarding them, is as follows:

- (a) Lang H. Gerhard ("Gerhard"); West Highland Capital, Inc., a California corporation ("WHC"); Estero Partners, LLC, a California limited liability company ("LLC"); West Highland Partners, L.P., a California limited partnership ("WHP"); Buttonwood Partners, L.P., a California limited partnership ("BP").
- (b) The business address of Gerhard, WHC, LLC, WHP and BP is 300 Drake's Landing Road, Suite 290, Greenbrae, California 94904.
- (c) Gerhard is the sole director and occupies all the executive offices of WHC, which is an investment adviser. Gerhard is the sole manager of LLC. WHC, LLC and Gerhard are the general partners of WHP and BP, which are investment limited partnerships.
- (d) During the last five years, none of such persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of such persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Gerhard is a citizen of the United States of America.

## ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The source and amount of funds used in purchasing the Stock were as follows:

Purchaser	Source of Funds	Amount
WHC	Funds Under Management(1)	\$25,817,240.95
WHP	Working Capital	\$18,012,202.41
BP	Working Capital	\$ 3,654,454.35

- (1) Includes funds invested by WHP and BP in Stock.



## ITEM 4. PURPOSE OF TRANSACTION.

The sole purpose of the acquisitions of the Stock reported herein was and is for investment.

## ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

The beneficial ownership of the Stock of the persons named in Item 2 of this statement is as follows at the date hereof:

Name	Aggregate Beneficially Owned		Voting Power		Dispositive Power	
	Number	Percent	Sole	Shared	Sole	Shared
WHC	1,000,000	8.5	-0-	1,000,000	-0-	1,000,000
Gerhard	1,000,000	8.5	-0-	1,000,000	-0-	1,000,000
LLC	840,005	7.2	-0-	840,005	-0-	840,005
WHP	699,905	6.0	-0-	699,905	-0-	699,905
BP	140,100	1.2	-0-	140,100	-0-	140,100

The persons filing this statement effected the following transactions in the Stock on the dates indicated, and such transactions are the only transactions by the persons filing this statement in the Stock since September 25, 1996:

Name	Purchase or Sale	Date	Number of Shares	Price Per Share
WHP	P	11-22-96	40,000	29.6388
BP	P	11-22-96	50,000	29.6388
WHC	P	11-22-96	60,000	29.6388
WHP	P	11-22-96	50,000	23.00
BP	P	11-22-96	20,000	29.221
WHC	P	11-22-96	30,000	29.221
WHP	P	11-22-96	150,000	30.125
WHP	P	11-22-96	100,000	30.6563
WHP	P	11-25-96	54,400	29.8519
BP	P	11-25-96	11,200	29.8519
WHC	P	11-25-96	14,400	29.8519
WHP	P	11-26-96	13,600	29.75
BP	P	11-26-96	2,800	29.75
WHC	P	11-26-96	3,600	29.75
WHP	P	12-16-96	13,600	26.50
BP	P	12-16-96	2,800	26.50
WHC	P	12-16-96	3,600	26.50
WHP	S	1-2-97	20,000	30.165
WHP	P	8-15-97	34,500	22.00
BP	P	8-15-97	7,000	22.00
WHC	P	8-15-97	8,500	22.00
WHP	P	8-18-97	3,933	21.8936
BP	P	8-18-97	798	21.8936
WHC	P	8-18-97	969	21.8936
WHP	P	8-19-97	966	22.1875

(Schedule continued on page 9)





(Schedule continued from page 8)

Name	Purchase or Sale	Date	Number of Shares	Price Per Share
BP	P	8-19-97	196	22.1875
WHC	P	8-19-97	238	22.1875
WHP	P	8-20-97	19,044	24.228
BP	P	8-20-97	3,864	24.228
WHC	P	8-20-97	4,692	24.228
WHP	P	8-21-97	10,557	24.4673
BP	P	8-21-97	2,142	24.4673
WHC	P	8-21-97	2,601	24.4673
WHP	P	9-24-97	34,500	19.75
BP	P	9-24-97	7,000	19.75
WHC	P	9-24-97	8,500	19.75
WHP	P	11-5-97	9,453	19.9922
BP	P	11-5-97	1,918	19.9922
WHC	P	11-5-97	2,329	19.9922
WHP	P	11-6-97	25,047	20.4914
BP	P	11-6-97	5,082	20.4914
WHC	P	11-6-97	6,171	20.4914
WHP	P	11-7-97	4,761	19.9909
BP	P	11-7-97	966	19.9909
WHC	P	11-7-97	1,173	19.9909
WHP	P	11-10-97	1,104	20.00
BP	P	11-10-97	224	20.00
WHC	P	11-10-97	272	20.00
WHP	P	11-13-97	10,350	19.5633
BP	P	11-13-97	2,100	19.5633
WHC	P	11-13-97	2,550	19.5633
WHP	P	11-14-97	7,245	19.8405
BP	P	11-14-97	1,470	19.8405
WHC	P	11-14-97	1,785	19.8405
WHP	P	11-17-97	6,417	20.5297
BP	P	11-17-97	1,302	20.5297
WHC	P	11-17-97	1,581	20.5297
WHP	P	11-18-97	7,176	20.555
BP	P	11-18-97	1,456	20.555
WHC	P	11-18-97	1,768	20.555
WHP	P	11-19-97	14,697	20.4953
BP	P	11-19-97	2,982	20.4953
WHC	P	11-19-97	3,621	20.4953
WHP	P	12-31-97	10,005	18.0638
BP	P	12-31-97	2,030	18.0638
WHC	P	12-31-97	2,465	18.0638
WHP	P	1-13-98	21,200	16.50
BP	S	1-13-98	2,700	16.50
WHC	S	1-13-98	18,500	16.50
WHP	P	1-14-98	350	17.375
BP	P	1-14-98	70	17.375
WHC	P	1-14-98	80	17.375

(Schedule continued on page 10)



(Schedule continued from page 9)

Name	Purchase or Sale	Date	Number of Shares	Price Per Share
WHP	P	1-23-98	77,000	20.4035
BP	P	1-23-98	15,400	20.4035
WHC	P	1-23-98	17,600	20.4035

All transactions were executed through the New York Stock Exchange.



ITEM. 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Gerhard, WHC and LLC are the general partners of WHP and BP pursuant to limited partnership agreements providing to Gerhard, WHC and LLC the authority, among other things, to invest the funds of WHP and BP in Stock, to vote and dispose of stock and to file this statement on behalf of WHP and BP. Pursuant to such limited partnership agreements, the general partners of WHP and BP are entitled to allocations based on assets under management and realized and unrealized gains, if certain conditions are met. Pursuant to investment management agreements, WHC is authorized, among other things, to invest funds of its various investment advisory clients, and to vote and dispose of those securities. Such investment management agreements may be terminated by either party on notice as provided in such agreements and provide for fees payable to WHC based on assets under management and realized and unrealized gains.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

A. Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G (including power of attorney).

SIGNATURES

After reasonable inquiry and to the best of my knowledge, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 13, 1998.

/s/ Lang H. Gerhard  
Lang H. Gerhard

WEST HIGHLAND PARTNERS, L.P.

WEST HIGHLAND CAPITAL, INC.

By: /s/ Lang H. Gerhard  
Lang H. Gerhard,  
General Partner

By: /s/ Lang H. Gerhard  
Lang H. Gerhard, President

BUTTONWOOD PARTNERS, L.P.

ESTERO PARTNERS, LLC

By: /s/ Lang H. Gerhard  
Lang H. Gerhard,  
General Partner

By: /s/ Lang H. Gerhard  
Lang H. Gerhard, Manager



## EXHIBIT A

AGREEMENT REGARDING JOINT FILING  
OF STATEMENT ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the "SEC") any and all statements on Schedule 13D or Schedule 13G (and any amendments or supplements thereto) required under section 13(d) of the Securities Exchange Act of 1934, as amended, in connection with purchases by the undersigned of securities of Nu Skin Asia Pacific, Inc. For that purpose, the undersigned hereby constitute and appoint West Highland Capital, Inc., a California corporation, as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended, in connection with said purchases, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present.

DATED: February 13, 1998.

/s/ Lang H. Gerhard  
Lang H. Gerhard

WEST HIGHLAND PARTNERS, L.P.

WEST HIGHLAND CAPITAL, INC.

By: /s/ Lang H. Gerhard  
Lang H. Gerhard,  
General Partner

By: /s/ Lang H. Gerhard  
Lang H. Gerhard, President

BUTTONWOOD PARTNERS, L.P.

ESTERO PARTNERS, LLC

By: /s/ Lang H. Gerhard  
Lang H. Gerhard,  
General Partner

By: /s/ Lang H. Gerhard  
Lang H. Gerhard, Manager

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