

HERBALIFE LTD.

Form 4

May 02, 2014

FORM 4

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

OMB APPROVAL

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Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tartol John

(Last) (First) (Middle)

800 W. OLYMPIC BOULEVARD,
#406

(Street)

LOS ANGELES, CA 90015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HERBALIFE LTD. [HLF]

3. Date of Earliest Transaction
(Month/Day/Year)

04/04/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

 Form filed by One Reporting Person
 Form filed by More than One Reporting Person
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/04/2014		G	V 178,361 ₍₁₎ D \$ 0 0		I	By Corporation
Common Stock	04/04/2014		G	V 178,361 A \$ 0 178,863		D	
Common Stock	04/29/2014		G	V 53,130 ₍₂₎ D \$ 0 0		I	By Trust
Common Stock	04/29/2014		G	V 53,130 A \$ 0 231,993		D	
Common Stock	04/30/2014		A ₍₃₎	2,000 A \$ 0 233,993		D	

Common Stock	150	I	In custodial account ⁽⁴⁾
Common Stock	150	I	In custodial account ⁽⁴⁾
Common Stock	150	I	In custodial account ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tartol John 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015		X		

Signatures

John Tartol by Jim Berklas,
Attorney-in-Fact

05/02/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This transaction is voluntarily filed to reflect the transfer by the reporting person of 178,361 shares of Herbalife common stock from Tartol Enterprises, Inc. directly to the reporting person.

(2) This transaction is voluntarily filed to reflect the transfer by the reporting person of 53,130 shares of Herbalife common stock from the Tartol Enterprises Profit Sharing Plan to a SEP IRA.

(3) Consists of restricted stock units granted under the Herbalife Ltd. 2014 Stock Incentive Plan, of which 25% will vest on each of July 15, 2014, October 15, 2014, January 15, 2015 and April 15, 2015.

(4) Shares held in custodial accounts for the benefit of each of the reporting person's children under the Uniform Transfer to Minors Act. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purposes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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