

JOHNSON MICHAEL  
Form 4  
December 13, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
JOHNSON MICHAEL

2. Issuer Name and Ticker or Trading Symbol  
HERBALIFE LTD. [HLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
800 W. OLYMPIC BLVD., SUITE #406  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/11/2017

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

LOS ANGELES, CA 90015

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	12/11/2017		M		132,416	A	\$ 22.94
Common Stock	12/11/2017		D <sup>(1)</sup>		43,513	D	\$ 69.81
Common Stock	12/11/2017		F <sup>(1)</sup>		49,120	D	\$ 69.81
Common Stock	12/11/2017		M		210,648	A	\$ 53.29
Common Stock	12/11/2017		D <sup>(2)</sup>		160,800	D	\$ 69.81

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Common Stock	12/11/2017	F <sup>(2)</sup>	27,542	D	\$ 69.81	2,010,373	D	
Common Stock	12/11/2017	M	327,868	A	\$ 44.79	2,338,241	D	
Common Stock	12/11/2017	D <sup>(3)</sup>	210,360	D	\$ 69.81	2,127,881	D	
Common Stock	12/11/2017	F <sup>(3)</sup>	64,924	D	\$ 69.81	2,062,957	D	
Common Stock						35,340	I	Beneficially owned through a trust for his child
Common Stock						113,122	I	Beneficially owned through Michael O. Johnson IRA

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 Security (Instr. 3 and 4)	Am Nur Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Right	\$ 22.94	12/11/2017		M	132,416	05/07/2013	05/07/2020	Common Stock	13
Stock Appreciation Right	\$ 53.29	12/11/2017		M	210,648	05/18/2014	05/18/2021	Common Stock	21
Stock Appreciation Right	\$ 44.79	12/11/2017		M	327,868	05/31/2015	05/31/2022	Common Stock	32

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON MICHAEL 800 W. OLYMPIC BLVD., SUITE #406 LOS ANGELES, CA 90015	X		Executive Chairman	

## Signatures

/s/ Eileen Uy, Attorney-in-Fact for Michael O.  
Johnson

12/13/2017

\_\_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) The reporting person received 39,783 shares of common stock upon the net exercise of 132,416 stock appreciation rights ("SARS"). The reporting person forfeited 43,513 shares of common stock underlying such SARS in payment of the exercise price and 49,120 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on December 11, 2017 of \$69.81.

(2) The reporting person received 22,306 shares of common stock upon the net exercise of 210,648 SARS. The reporting person forfeited 160,800 shares of common stock underlying such SARS in payment of the exercise price and 27,542 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on December 11, 2017 of \$69.81.

(3) The reporting person received 52,584 shares of common stock upon the net exercise of 327,868 SARS. The reporting person forfeited 210,360 shares of common stock underlying such SARS in payment of the exercise price and 64,924 shares of common stock underlying such SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on December 11, 2017 of \$69.81.

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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