

HERBALIFE LTD.  
Form 8-K  
November 03, 2014

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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): November 1, 2014

Herbalife Ltd.

(Exact name of registrant as specified in its charter)

Cayman Islands	1-32381	98-0377871
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

P.O. Box 309GT, Ugland House, KY1-1106  
South Church Street, Grand

Cayman, Cayman Islands

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: c/o (213) 745-0500

Not Applicable

Former name or former address, if changed since last report

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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 2.02. Results of Operations and Financial Condition.**

The following information is furnished pursuant to Item 2.02, Results of Operations and Financial Condition.

On November 3, 2014, Herbalife Ltd. ("the Company") issued a press release announcing its financial results for its fiscal quarter ended September 30, 2014. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information contained in this Item 2.02 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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

On November 1, 2014, Leroy T. Barnes, a Class III member of the Company's Board of Directors, notified the Company that he intends to resign from the Company's Board of Directors on February 17, 2015 following completion of the Company's 2014 Annual Report on Form 10-K. Mr. Barnes' resignation is not due to any disagreement with the Company on any matter relating to any of the Company's operations, policies or practices.

A copy of the Company's press release announcing Mr. Barnes' resignation is attached hereto as Exhibit 99.2 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release issued by Herbalife Ltd. on November 3, 2014

99.2 Press Release issued by Herbalife Ltd. on November 3, 2014

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**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.

Herbalife Ltd.

*November 3, 2014* By: /s/ Mark J. Friedman

Name: Mark J. Friedman

Title: General Counsel

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**Exhibit Index**

**Exhibit    Description**

99.1        Press Release issued by Herbalife Ltd. on November 3, 2014

99.2        Press Release issued by Herbalife Ltd. on November 3, 2014