

HERBALIFE LTD.  
Form 8-K  
March 20, 2018

**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): March 20, 2018**

**Herbalife Ltd.**

**(Exact name of registrant as specified in its charter)**

**Cayman Islands**  
**(State or other jurisdiction**

**of incorporation)**

**1-32381**  
**(Commission**

**File Number)**

**98-0377871**  
**(I.R.S. Employer**

**Identification Number)**

**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**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On March 20, 2018, Herbalife Ltd. issued a press release announcing a proposed offering of \$500 million aggregate principal amount of convertible senior notes in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act.

A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Effective March 16, 2018, the Company amended its senior secured credit facility to make certain technical amendments thereto in connection with the proposed offering.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release issued by Herbalife Ltd. on March 20, 2018 announcing a proposed offering of \$500 million aggregate principal amount of convertible senior notes.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Herbalife Ltd.

*March 20, 2018*

By: /s/ John G. DeSimone  
Name: John G. DeSimone  
Title: Chief Financial Officer