HERBALIFE LTD. Form 4

August 29, 2013

FORM 4

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

(State)

(7:n)

1. Name and Address of Reporting Person * CHAPMAN BRETT	2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
800 W. OLYMPIC BOULEVARD, #406	(Month/Day/Year) 08/28/2013	Director 10% Own _X Officer (give title Other (special below) Chief Legal Officer			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Che Applicable Line) _X_ Form filed by One Reporting Person			
LOS ANGELES, CA 90015		Form filed by More than One Reporting Person			

(City)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially						lly Owned		
1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of		7. Nature of
Security (Instr. 3)	(Month/Day/Year)	<i>'</i>	Transactio Code	ransactionAcquired (A) or			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
(IIISU. 3)		any (Month/Day/Year)	(Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)		Owned Indirect (I) Following (Instr. 4)		Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	08/28/2013		A <u>(1)</u>	100	A	\$0	39,445	D	
Common Stock							200	I	By children (2)

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

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SEC 1474

(9-02)

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

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)		or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) rivative curities quired) or sposed (D) str. 3,		Underlying		Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

CHAPMAN BRETT 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015

Chief Legal Officer

Signatures

Brett R. 08/29/2013 Chapman

**Signature of Date Reporting Person

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).
- Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemd as an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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