Edgar Filing: HERBALIFE LTD. - Form 4

HERBALIFE	E LTD.											
Form 4												
March 03, 20	014											
FORM	4									-	PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287				
Check thi if no long	or.									Expires:	January 31,	
subject to	STATEN	MENT O		CHANGES IN BENEFICIAL OWNER					NERSHIP OF	Estimated a	2005 average	
Section 10		SECURITIES							burden hours per			
Form 4 or									response 0.			
Form 5 obligation	· ·								ge Act of 1934,			
may conti	Section 17			•		•	- ·		f 1935 or Sectio	n		
See Instru	ction	30(h)	of the Inv	vestment	t Co	ompany	y Act	of 19	40			
1(b).												
(Print or Type R	(esponses)											
(I fint of Type K	(esponses)											
1. Name and A	ddress of Reporting	Person *	2 Issuer	Name on	а т;	icker or [Fradin	a	5. Relationship of	Reporting Per	son(s) to	
COURT PLOT PROVIDE				 Issuer Name and Ticker or Trading ymbol 					Issuer			
	HERBALIFE LTD. [HLF]											
		N. 1. 11. \					1		(Chec	k all applicable	e)	
(Last)	(First) (Middle)	3. Date of		rans	saction			Director	100	Owner	
800 W OI Y	MPIC BOULE	VARD	(Month/Da 02/27/20	•					Director X_ Officer (give		6 Owner er (specify	
#406	02121120	02/27/2014					below) below)					
									Chief	Operating Offic	cer	
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
			Filed(Mont	h/Day/Yea	ır)				Applicable Line)	One Denertine D		
LOS ANCE									_X_ Form filed by (Form filed by N			
LUS ANGE	LES, CA 90015								Person		1 0	
(City)	(State)	(Zip)	Table	I - Non-l	Deri	ivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of	2. Transaction Da	te 2A. Dee	emed	3.	2	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year	on Date, if TransactionAcquired (A) or						Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/	Code Disposed of (D) hth/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				·	Beneficially Owned		Beneficial Ownership		
		(WOIIII/	Day/rear)	(Instr. 8)) (msur. 5,	4 and	3)	Following	Indirect (I) (Instr. 4)	(Instr. 4)	
							(Λ)		Reported			
							(A) or		Transaction(s)			
				Code V	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	02/27/2014			F(1)	8	8,064	D	\$0	156,269	D		

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

Stock

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

Reporting Owners

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9	Director	10% Owner	Officer	Other				
GOUDIS RICHARD 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Chief Operating Officer					
Signatures								
Richard P. Goudis by James Berklas, Attorney-in-Fact		03/03	3/2014					
**Signature of Reporting Person		Ι	Date					
Explanation of Respons	66.							

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).

Pursuant to the Issuer's 2005 Stock Incentive Plan and the terms of the related award agreement, shares of the Issuer's common stock are issued to the Reporting Person as his or her restricted stock units vest, with a portion of the newly issued shares automatically withheld by

the Issuer to satisfy the resulting withholding tax obligation. This Statement of Changes of Beneficial Ownership has been filed to reflect (1) that withholding of shares due to a recent vesting of restricted stock units held by the Reporting Person. The withholding of the newly issued shares occurred automatically upon the vesting of the restricted stock units, and as such, no investment decision was made by the Reporting Person in connection with this transfer.

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.