HERBALIFE LTD. Form 4 March 20, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * LEVY ROBERT

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

HERBALIFE LTD. [HLF]

(Check all applicable)

800 W. OLYMPIC BOULEVARD,

(First)

#406

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

03/19/2014

X_ Officer (give title

10% Owner Other (specify

below)

EVP, WW Sales & Marketing

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOS ANGELES, CA 90015

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Price

Securities Beneficially Owned Following

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or

Reported Transaction(s)

(Instr. 3 and 4)

Common Stock

(Instr. 3)

03/19/2014

Code V Amount $A^{(1)}$ 456

(D) Α

\$0 169,481

D

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

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date Amou		ınt of	Derivative	J	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities Acquired (A) or			Secur	ities	(Instr. 5)]	
	Derivative						(Instr. 3 and 4)			(
	Security]
											J
					Disposed						-
				of (D) (Instr. 3,							(
					4, and 5)						
									Amount		
									Amount		
						Date Expiration Exercisable Date	Expiration	Title	or Number		
								of			
				Code V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEVY ROBERT 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015

EVP, WW Sales & Marketing

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

Robert Levy by Jim Berklas, Attorney-in-Fact 03/20/2014

**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) Consists of dividend equivalents accrued with respect to previous awards of restricted stock units granted under the Herbalife Ltd. 2005 Stock Incentive Plan.

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.

Reporting Owners 2