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HERBALIFE Form 4											
May 02, 2014	Л	SECUR	ITIFS AT	т	OMB APPROVAL						
		SECURITIES AND EXCHANGE C Washington, D.C. 20549					OMB Number:	3235-0287			
Check this if no long subject to Section 16 Form 4 or	er STATE 5.	DOX								January 31, 2005 average irs per 0.5	
Form 5 obligation may conti <i>See</i> Instru 1(b).	Section 16 Public Ut of the Inv	ility Hold	n								
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Dunn Jeff			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/D 20962 PACIFIC COAST 04/30/20 HIGHWAY				•				XDirector10% Owner Officer (give titleOther (specify below)below)			
	(Street)			ndment, Date Original th/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
MALIBU, C	A 90265							Form filed by I Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
(Instr. 3) any			on Date, if TransactionAcquired (A) or Code Disposed of (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)))	SecuritiesForm: DirectBeneficially(D) orOwnedIndirect (I)Following(Instr. 4)ReportedTransaction(s)		 7. Nature of Indirect Beneficial Ownership (Instr. 4) 		
Common				Code V		or (D)	Price	(Instr. 3 and 4)			
Stock	04/30/2014			A <u>(1)</u>	2,000	А	\$0	4,400	D		
Common Stock	04/30/2014			A <u>(2)</u>	4,168	А	\$0	8,568	D		

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

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.

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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 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur 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						
	Director	10% Owner	Officer	Other			
Dunn Jeff 20962 PACIFIC COAST HIGHWAY MALIBU, CA 90265	Х						
Signatures							
Jeff Dunn by Jim Berklas, Attorney-in-Fact		05/02/2014					
**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 restricted stock units granted under the Herbalife Ltd. 2014 Stock Incentive Plan, of which 25% will vest on each of July 15, 2014, October 15, 2014, January 15, 2015 and April 15, 2015.

Participant's Stock Units and rights in and to the Common Shares shall not be vested as of the Grant Date and shall be forfeitable unless and until otherwise vested pursuant to the terms of this Agreement. Subject to the participants continued service as the Lead Independent Director of the Board, the Award shall become vested on each of July 15, 2014, October 15, 2014, January 15, 2015, April 15, 2015, July

15, 2015, October 15, 2015, January 15, 2016, and April 15, 2016

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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