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HERBALIFI Form 4	E LTD.										
November 00	6, 2014										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
		51412551	Washington,					OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 o	ger STATEN 6.	IENT OF C	CHANGES IN SECUR		ICIA	L OWI	NERSHIP OF	Expires: Estimated a burden hou response			
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a) of the Pub	tion 16(a) of the blic Utility Hold the Investment	ling Con	npan	y Act of	1935 or Section		0.0		
(Print or Type F	Responses)										
DeSimone John S			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (N	Middle) 3.	3. Date of Earliest Transaction				(Chech	Check an applicable)			
			Ionth/Day/Year) //05/2014	-				Director 10% Owner X Officer (give title Other (specify below) below) Chief Financial Officer			
			If Amendment, Da ed(Month/Day/Year	-	l		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
LOS ANGE	LES, CA 90015						Person		porting		
(City)	(State)	(Zip)	Table I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if Transactic Code (Year) (Instr. 8)	(Instr. 3,	spose 4 and (A) or	d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	11/05/2014		Code V P	Amount 2,420	(D) A	Price \$ 41.22 (1)	2,420	I	In Trusts For Children (2)		
Common Stock							28,690	D			

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

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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)	of		Date	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own 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			
DeSimone John 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			Chief Financial Officer				
Signatures							
John DeSimone by Jim Berklas, Attorney-in-Fact							
**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).

This transaction was executed in multiple trades at prices ranging from \$41.18 to \$41.27. The price reported above reflects the weighted
 (1) average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed 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.