

HERBALIFE LTD.
Form 8-K
April 29, 2013

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 25, 2013

Herbalife Ltd.

(Exact name of registrant as specified in its charter)

Cayman Islands

1-32381

98-0377871

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

P.O. Box 309GT, Uglan House, South Church
Street, Grand Cayman, Cayman Islands

KY1-1106

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

c/o (213) 745-0500

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Top of the Form**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Company's 2013 Annual General Meeting of Shareholders held on April 25, 2013 (the "AGM"), the following items were voted upon:

| | | | |
|-----|---|------------|-----------|
| (1) | Election of Directors | | |
| | Nominee | For | Withheld |
| | Class II Directors (two-year terms) | | |
| | Jonathan Christodoro | 70,845,531 | 715,995 |
| | Keith Cozza | 70,846,227 | 715,299 |
| | Class III Directors (three-year terms) | | |
| | Leroy T. Barnes, Jr. | 70,212,129 | 1,349,397 |
| | Richard P. Bermingham | 70,542,379 | 1,019,147 |
| | Jeffrey T. Dunn | 70,020,704 | 1,540,822 |
| (2) | Advise as to the Company's Executive Compensation | | |
| | For | Against | Abstain |
| | 61,228,606 | 9,043,450 | 1,289,471 |
| (3) | Approve an amendment to the Company's Amended and Restated Memorandum and Articles of Association to implement the annual election of directors | | |
| | For | Against | Abstain |
| | 71,358,513 | 142,062 | 60,952 |

There were 14,058,506 broker non-votes in the election of directors and with respect to each of the two aforementioned proposals.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Herbalife Ltd.

April 26, 2013

By: *Brett R. Chapman*

Name: Brett R. Chapman
Title: Chief Legal Officer