

HERBALIFE LTD.  
Form 8-K  
April 29, 2014

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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 29, 2014

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 2014 Annual General Meeting of Shareholders held on April 29, 2014, the following items were voted upon:

|     |   |            |            |
|-----|---|------------|------------|
| (1) | Election of Directors   |            |            |
|     | Nominee   | For        | Withheld   |
|     | Class I Directors (two-year terms)  |            |            |
|     | Michael Johnson   | 72,033,569 | 1,364,187  |
|     | John Tartol   | 69,616,469 | 3,781,287  |
|     | Hunter Gary   | 55,656,720 | 17,741,036 |
|     | Jesse Lynn  | 72,646,764 | 750,992    |
|     | Class II Director (one-year term)   |            |            |
|     | James Nelson  | 71,780,310 | 1,617,446  |
| (2) | Advise as to the Company's Executive Compensation                                       |            |            |
|     | For   | Against    | Abstain    |
|     | 71,732,322  | 1,392,775  | 272,652    |
| (3) | Adoption of the Herbalife Ltd. 2014 Stock Incentive Plan                                |            |            |
|     | For   | Against    | Abstain    |
|     | 71,843,176  | 1,313,511  | 241,069    |
| (4) | Ratification of the Company's Independent Registered Public Accountants for Fiscal 2014 |            |            |
|     | For   | Against    | Abstain    |
|     | 89,314,936  | 213,241    | 272,302    |

There were 16,402,723 broker non-votes in the election of directors and with respect to each of the three aforementioned proposals.

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**Top of the Form**

**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 29, 2014*

By: *Jim Berklas*

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*Name: Jim Berklas*

*Title: Associate General Counsel*