

GOUDIS RICHARD

Form 3

December 15, 2004

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**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. Name and Address of Reporting
Person *

Â GOUDIS RICHARD

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/15/2004

3. Issuer Name and Ticker or Trading Symbol
HERBALIFE LTD. [HLF]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Financial Officer

6. Individual or Joint/Group
Filing(Check Applicable Line)☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O HERBALIFE
INTERNATIONAL,
INC.,Â 1800 CENTURY PARK
EAST

(Street)

LOS ANGELES,Â CAÂ 90067

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option	Â <u>(1)</u>	06/14/2014	Common Stock	40,000	\$ 8.02	D	Â
Non-Qualified Stock Option	Â <u>(2)</u>	09/01/2014	Common Stock	7,500	\$ 9	D	Â
Non-Qualified Stock Option	Â <u>(1)</u>	06/14/2014	Common Stock	40,000	\$ 12	D	Â
Non-Qualified Stock Option	Â <u>(2)</u>	09/01/2014	Common Stock	7,500	\$ 13	D	Â
Non-Qualified Stock Option	Â <u>(3)</u>	12/01/2014	Common Stock	150,000	\$ 15.5	D	Â
Non-Qualified Stock Option	Â <u>(1)</u>	06/14/2014	Common Stock	40,000	\$ 16	D	Â
Non-Qualified Stock Option	Â <u>(2)</u>	09/01/2014	Common Stock	7,500	\$ 17	D	Â
Non-Qualified Stock Option	Â <u>(1)</u>	06/14/2014	Common Stock	40,000	\$ 20	D	Â
Non-Qualified Stock Option	Â <u>(2)</u>	09/01/2014	Common Stock	7,500	\$ 21	D	Â
Non-Qualified Stock Option	Â <u>(1)</u>	06/14/2014	Common Stock	40,000	\$ 24	D	Â
Non-Qualified Stock Option	Â <u>(2)</u>	09/01/2014	Common Stock	7,500	\$ 25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
GOUDIS RICHARD C/O HERBALIFE INTERNATIONAL, INC. 1800 CENTURY PARK EAST LOS ANGELES, CA 90067	Â	Â	Â Chief Financial Officer		Â

Signatures

/s/ Vicki Tuchman, by power of attorney
12/15/2004
 **Signature of Reporting Person
Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options vest quarterly in 5% increments beginning 6/30/04.

(2) Options vest quarterly in 5% increments beginning 9/30/04.

(3) Options vest in three equal installments on 12/1/07, 12/1/08 and 12/1/09

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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