

HERBALIFE LTD.  
Form 4  
February 11, 2005

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Diekroeger Kenneth

(Last) (First) (Middle)

ONE EMBARCADERO  
CENTER, 33RD FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

HERBALIFE LTD. [HLF]

3. Date of Earliest Transaction  
(Month/Day/Year)

12/15/2004

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/15/2004		S	173,648 (1)	D \$ 13.02	14,974,722	I (2)
							See footnote (2)

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: HERBALIFE LTD. - Form 4

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor 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
Diekroeger Kenneth ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111	X	X		

## Signatures

/s/ Kenneth J.  
Diekroeger

02/10/2005

\*\*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 151,628 shares directly owned and sold by CCG Investments (BVI), L.P., 7,622 shares directly owned and sold by CCG Associates--QP, LLC, 709 shares directly owned and sold by CCG Associates--AI, LLC, 2,031 shares directly owned and sold by CCG Investment Fund--AI, LP, 5,002 shares directly owned and sold by CCG AV, LLC--Series C, 4,063 shares directly owned and sold by CCG AV, LLC--Series E and 2,593 shares directly owned and sold by CCG CI, LLC. Golden Gate Capital Management, L.L.C., is general partner or managing member of all the above entities, and Mr. Kenneth J. Diekroeger as a member of Golden Gate Capital Management, L.L.C. may be deemed to share beneficial ownership of the reported shares.

(2) Consists of 13,075,768 shares directly owned by CCG Investments (BVI), L.P., 657,306 shares directly owned by CCG Associates--QP, LLC, 61,118 shares directly owned by CCG Associates--AI, LLC, 175,172 shares directly owned by CCG Investment Fund--AI, LP, 431,354 shares directly owned by CCG AV, LLC--Series C, 350,355 shares directly owned by CCG AV, LLC--Series E and 223,649 shares directly owned by CCG CI, LLC. Golden Gate Capital Management, L.L.C., is general partner or managing member of all the above entities, and Mr. Kenneth J. Diekroeger as a member of Golden Gate Capital Management, L.L.C. may be deemed to share beneficial ownership of the reported shares.

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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