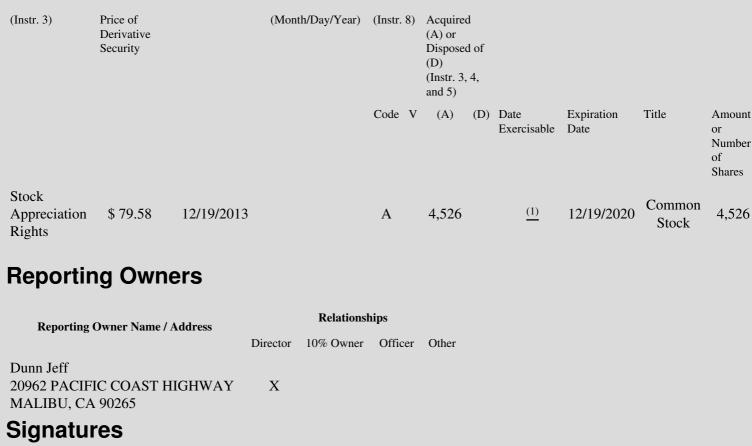
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HERBALIFE LT	D.										
Form 4											
December 23, 20	13										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Form 5 (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								3235-0287		
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.									January 31, 2005 average Jrs per . 0.5		
(Print or Type Respo	nses)										
1. Name and Address of Reporting Person <u>*</u> Dunn Jeff			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction				(Chi	eck an applicable	=)		
20962 PACIFIC COAST HIGHWAY			(Month/Day/Year) 12/19/2013				X_ Director10% Owner Officer (give titleOther (specify below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MALIBU, CA 9	0265						Form filed by Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficial	lly Owned		
	ansaction Date hth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D)	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly				
Kenninger, Keport of	i a separate fille				Perso inform requir	ns who res nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Jeffrey T. Dunn by Jim Berklas, Attorney-in-fact <u>**</u>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 stock appreciation rights granted under the Herbalife Ltd. 2005 Stock Incentive Plan. Half of these stock appreciation rights were vested upon grant, 25% will vest on January 15, 2014 and 25% will vest on April 15, 2014.

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.