

PEZZULLO DAVID

Form 4

March 07, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEZZULLO DAVID

(Last) (First) (Middle)

800 W. OLYMPIC BLVD, SUITE 406

(Street)

LOS ANGELES, CA 90015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HERBALIFE LTD. [HLF]

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2018

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)

Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/05/2018		M ⁽¹⁾	19,832	A \$ 22.94	83,358	D
Common Stock	03/05/2018		D ⁽¹⁾	4,826	D \$ 94.27	78,532	D
Common Stock	03/05/2018		F ⁽¹⁾	7,440	D \$ 94.27	71,092	D
Common Stock	03/05/2018		M ⁽²⁾	50,000	A \$ 6.82	121,092	D
Common Stock	03/05/2018		D ⁽²⁾	3,618	D \$ 94.27	117,474	D

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(1) The reporting person received 7,566 shares of common stock upon the net exercise of the 19,832 stock appreciation rights ("SARs"). The reporting person forfeited 4,826 shares of common stock underlying SARs in payment of the exercise price and 7,440 shares of common stock underlying the SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on March 5, 2018 of \$94.27.

(2) The reporting person received 24,413 shares of common stock upon the net exercise of the 50,000 SARs. The reporting person forfeited 3,618 shares of common stock underlying the SARs in payment of the exercise price and 21,969 shares of common stock underlying the SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on March 5, 2018 of \$94.27.

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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