

HERBALIFE LTD.  
Form DEFA14A  
March 19, 2009

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO. \_\_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**HERBALIFE LTD.**

---

(Name of Registrant as Specified In Its Charter)

---

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- Fee not required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.  
(1) Title of each class of securities to which

transaction  
applies:

---

(2) Aggregate  
number of  
securities to  
which transaction  
applies:

---

(3) Per unit  
price or other  
underlying value  
of transaction  
computed  
pursuant to  
Exchange Act  
Rule 0-11 (set  
forth the amount  
on which the  
filing fee is  
calculated and  
state how it was  
determined):

---

(4) Proposed  
maximum  
aggregate value  
of transaction:

---

(5) Total fee  
paid:

---

Fee paid  
previously with  
preliminary  
materials.  Check  
box if any part of  
the fee is offset as  
provided by  
Exchange Act  
Rule 0-11(a)(2)  
and identify the  
filing for which  
the offsetting fee  
was paid  
previously.  
Identify the  
previous filing by  
registration  
statement  
number, or the  
Form or Schedule  
and the date of its  
filing.

(1) Amount

Previously Paid:

---

(2) Form,  
Schedule or  
Registration  
Statement No.:

---

(3) Filing Party:

---

(4) Date Filed:

---

HERBALIFE LTD. 800 West Olympic Blvd, Suite 406, Los Angeles, California 90015 Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting of Shareholders to Be Held on Thursday, April 30, 2009 The Proxy Statement, Annual Report and other proxy materials are available at: <http://bnymellon.mobular.net/bnymellon/hlf> This communication presents only an overview of the more complete proxy HERBALIFE LTD. materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 16, 2009 to facilitate timely delivery. Dear Herbalife Ltd. Shareholder: The 2009 Annual General Meeting of Shareholders (the Meeting ) of Herbalife Ltd. (the Company ) will be held at the principal executive offices of one of the Company s U.S. subsidiaries at 800 West Olympic Blvd, Suite 406, Los Angeles, California, 90015, on Thursday, April 30, 2009, at 9:00 a.m. (local time). Proposals to be considered at the Annual Meeting: (1) to elect three directors, each for a term of three years; (2) to ratify the appointment of the Company s independent registered public accountants; and (3) to act upon such other matters as may properly come before the Meeting or any adjournment(s) thereof. The Board of Directors recommends a vote FOR Items 1 and 2. The Board of Directors has fixed the close of business on March 2, 2009 as the record date (the Record Date ) for the determination of shareholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof. CONTROL NUMBER You may vote your proxy when you view the materials on the Internet. You will be asked to enter this 11-digit control number 43215

---

Shareholders of record as of the Record Date are encouraged and cordially invited to attend the Meeting. Directions to attend the Meeting where you may vote in person can be found under Upcoming Events on the Company's investor relations website, [www.herbalife.com](http://www.herbalife.com). Meeting Location: Herbalife International of America, Inc. Suite 406 800 West Olympic Blvd. Suite 406 Los Angeles, California 90015 The following materials are available for you to review online: the Company's 2009 Proxy Statement (including all attachments thereto); the Proxy Card; the Company's Annual Report for the year ended December 31, 2008 (which is not deemed to be part of the official proxy soliciting materials); and any amendments to the foregoing materials that are required to be furnished to shareholders. To request a paper copy of the Proxy Materials, (you must reference your 11 digit control number) Telephone: 1-888-313-0164 (outside of the U.S and Canada call 201-680-6688), Email : [shrrelations@bnymellon.com](mailto:shrrelations@bnymellon.com) Internet <http://bnymellon.mobular.net/bnymellon/hlf>. **ACCESSING YOUR PROXY MATERIALS ONLINE YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER WHEN YOU REQUEST A PAPER COPY OF THE PROXY MATERIALS OR TO VOTE YOUR PROXY ELECTRONICALLY.** The Proxy Materials for Herbalife Ltd. are available to review at: <http://bnymellon.mobular.net/bnymellon/hlf> Have this notice available when you request a PAPER copy of the Proxy Materials, when you want to view your proxy materials online **OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY. VOTE BY INTERNET** Use the Internet to vote your shares. Have this card in hand when you access the above web site. On the top right hand side of the website click on Vote Now to access the electronic proxy card and vote your shares 43215