HERBALIFE LTD. Form 4

March 08, 2017 FORM 4

OMB

OMB APPROVAL

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

3235-0287 Number:

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

burden hours per

Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Walsh Des			2. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Choon an appheacle)		
			(Month/Day/Year)	Director 10% Owner		
800 W. OLYMPIC BOULEVARD,		EVARD,	03/07/2017	X Officer (give title Other (specification) below)		
#406				President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec		
			Filed(Month/Day/Year)	Applicable Line)		
LOS ANGELES, CA 90015				_X_Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (D)	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)
Common Stock	03/07/2017		M	32,236	A	\$ 20.125	\$ 158,339	D	
Common Stock	03/07/2017		D	12,218	D	\$ 53.1	146,121	D	
Common Stock	03/07/2017		F(1)	10,383	D	\$ 53.1	135,738	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(7:n)

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number.

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

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)	Code Securities		vative rities uired (A)	Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	and 5	r. 3, 4, 5)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Appreciation Right	\$ 20.125	03/07/2017		M		32,236	05/29/2010	05/29/2017	Common Stock	32,2

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Walsh Des

800 W. OLYMPIC BOULEVARD, #406 President

LOS ANGELES, CA 90015

Signatures

/s/ Mark J. Friedman, Attorney-in-Fact for Des
Walsh

03/08/2017

**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).

The reporting person received 9,635 shares of common stock upon the net exercise of the 32,236 stock appreciation rights ("SARS"). The reporting person forfeited 12,218 shares of common stock underlying the SARS in payment of the exercise price and 10,383 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on March 7, 2017 of \$53.10.

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.

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