

Bermingham Richard P
Form 4
March 02, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bermingham Richard P

(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)
02/28/2018

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)

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/28/2018		M ⁽¹⁾		7,503	A	\$ 44.79	11,087 ⁽²⁾	D
Common Stock	02/28/2018		D ⁽¹⁾		3,649	D	\$ 92.1	7,438	D
Common Stock	02/28/2018		M ⁽³⁾		4,526	A	\$ 79.58	11,964	D
Common Stock	02/28/2018		D ⁽³⁾		3,911	D	\$ 92.1	8,053	D
Common Stock	03/02/2018		S		3,800	D	\$ 91.77	4,253	D

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

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(9-02)

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)	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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 44.79	02/28/2018		M ⁽¹⁾	7,503	05/31/2015 05/31/2022	Common Stock	7,503
Stock Appreciation Rights	\$ 79.58	02/28/2018		M ⁽³⁾	4,526	12/19/2016 12/19/2023	Common Stock	4,526

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bermingham Richard P 800 W. OLYMPIC BLVD. SUITE 406 LOS ANGELES, CA 90015	X

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Richard P.
Bermingham 03/02/2018

__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 3,854 shares of common stock upon the net exercise of the 7,503 stock appreciation rights ("SARs"). The
(1) reporting person forfeited 3,649 shares of common stock underlying SARs in payment of the exercise price using the closing stock price on February 28, 2018 of \$92.10.

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- (2) Amount of securities beneficially owned following the reported transaction was corrected to add 1,665 shares previously disclosed on the reporting person's Form 4 filed on May 9, 2017.
- (3) The reporting person received 615 shares of common stock upon the net exercise of the 4,526 SARs. The reporting person forfeited 3,911 shares of common stock underlying SARs in payment of the exercise price using the closing stock price on February 28, 2018 of \$92.10.

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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