

GOUDIS RICHARD  
Form 4  
September 18, 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 \*  
GOUDIS RICHARD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

800 W. OLYMPIC BOULEVARD,  
#406

09/17/2018

Chief Executive Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

LOS ANGELES, CA 90015

(City) (State) (Zip)

### 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |                                   |
| Common Stock                    | 09/17/2018                           |  | M <sup>(1)</sup>               |   | 240,000   | \$ 10.33   | A 676,802 <sup>(2)</sup> D        |
| Common Stock                    | 09/17/2018                           |  | D <sup>(1)</sup>               |   | 44,998  | \$ 55.11   | D 631,804 D                       |
| Common Stock                    | 09/17/2018                           |  | F <sup>(1)</sup>               |   | 102,084   | \$ 55.11   | D 529,720 D                       |
| Common Stock                    | 09/17/2018                           |  | M <sup>(3)</sup>               |   | 106,186   | \$ 11.47   | A 635,906 D                       |
| Common Stock                    | 09/17/2018                           |  | D <sup>(3)</sup>               |   | 22,101  | \$ 55.11   | D 613,805 D                       |

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|              |            |                          |         |   |          |         |   |
|--------------|------------|--------------------------|---------|---|----------|---------|---|
| Common Stock | 09/17/2018 | <u>F</u> <sup>(3)</sup>  | 44,019  | D | \$ 55.11 | 569,786 | D |
| Common Stock | 09/17/2018 | <u>M</u> <sup>(4)</sup>  | 116,018 | A | \$ 26.65 | 685,804 | D |
| Common Stock | 09/17/2018 | <u>D</u> <sup>(4)</sup>  | 56,094  | D | \$ 55.11 | 629,710 | D |
| Common Stock | 09/17/2018 | <u>F</u> <sup>(4)</sup>  | 31,371  | D | \$ 55.11 | 598,339 | D |
| Common Stock | 09/17/2018 | <u>M</u> <sup>(5)</sup>  | 236,852 | A | \$ 22.4  | 835,191 | D |
| Common Stock | 09/17/2018 | <u>D</u> <sup>(5)</sup>  | 96,250  | D | \$ 55.11 | 738,941 | D |
| Common Stock | 09/17/2018 | <u>F</u> <sup>(5)</sup>  | 73,606  | D | \$ 55.11 | 665,335 | D |
| Common Stock | 09/17/2018 | <u>M</u> <sup>(6)</sup>  | 109,322 | A | \$ 39.79 | 774,657 | D |
| Common Stock | 09/17/2018 | <u>D</u> <sup>(6)</sup>  | 78,934  | D | \$ 55.11 | 695,723 | D |
| Common Stock | 09/17/2018 | <u>F</u> <sup>(6)</sup>  | 15,911  | D | \$ 55.11 | 679,812 | D |
| Common Stock | 09/17/2018 | <u>M</u> <sup>(7)</sup>  | 166,804 | A | \$ 29.99 | 846,616 | D |
| Common Stock | 09/17/2018 | <u>D</u> <sup>(7)</sup>  | 90,774  | D | \$ 55.11 | 755,842 | D |
| Common Stock | 09/17/2018 | <u>F</u> <sup>(7)</sup>  | 39,804  | D | \$ 55.11 | 716,038 | D |
| Common Stock | 09/17/2018 | <u>M</u> <sup>(8)</sup>  | 244,698 | A | \$ 15.22 | 960,736 | D |
| Common Stock | 09/17/2018 | <u>D</u> <sup>(8)</sup>  | 67,582  | D | \$ 55.11 | 893,154 | D |
| Common Stock | 09/17/2018 | <u>F</u> <sup>(8)</sup>  | 92,723  | D | \$ 55.11 | 800,431 | D |
| Common Stock | 09/17/2018 | <u>M</u> <sup>(9)</sup>  | 166,500 | A | \$ 23.9  | 966,931 | D |
| Common Stock | 09/17/2018 | <u>D</u> <sup>(9)</sup>  | 72,209  | D | \$ 55.11 | 894,722 | D |
| Common Stock | 09/17/2018 | <u>F</u> <sup>(9)</sup>  | 49,364  | D | \$ 55.11 | 845,358 | D |
| Common Stock | 09/17/2018 | <u>M</u> <sup>(10)</sup> | 48,532  | A | \$ 31.26 | 893,890 | D |
|              | 09/17/2018 | <u>D</u> <sup>(10)</sup> | 27,526  | D |          | 866,364 | D |

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|              |            |  |                   |        |   |          |         |   |
|--------------|------------|--|-------------------|--------|---|----------|---------|---|
| Common Stock |            |  |                   |        |   | \$ 55.11 |         |   |
| Common Stock | 09/17/2018 |  | F <sup>(10)</sup> | 10,998 | D | \$ 55.11 | 855,366 | D |
| Common Stock | 09/17/2018 |  | M <sup>(11)</sup> | 25,508 | A | \$ 28.6  | 880,874 | D |
| Common Stock | 09/17/2018 |  | D <sup>(11)</sup> | 13,236 | D | \$ 55.11 | 867,638 | D |
| Common Stock | 09/17/2018 |  | F <sup>(11)</sup> | 6,425  | D | \$ 55.11 | 861,213 | D |

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

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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 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 of Underlying Security (Instr. 3 and 4) |                 |              |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|--------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount |
| Stock Appreciation Rights                  | \$ 10.33   | 09/17/2018                           |  | M <sup>(1)</sup>               |   | 240,000  |     | 01/04/2015  | 01/04/2020      | Common Stock | 2      |
| Stock Appreciation Rights                  | \$ 11.47   | 09/17/2018                           |  | M <sup>(3)</sup>               |   | 106,186  |     | 05/07/2013  | 05/07/2020      | Common Stock | 1      |
| Stock Appreciation Rights                  | \$ 26.65   | 09/17/2018                           |  | M <sup>(4)</sup>               |   | 116,018  |     | 05/18/2014  | 05/18/2021      | Common Stock | 1      |
| Stock Appreciation Rights                  | \$ 22.4  | 09/17/2018                           |  | M <sup>(5)</sup>               |   | 236,852  |     | 05/31/2015  | 05/31/2022      | Common Stock | 2      |
| Stock Appreciation Rights                  | \$ 39.79   | 09/17/2018                           |  | M <sup>(6)</sup>               |   | 109,322  |     | 06/21/2016  | 12/19/2023      | Common Stock | 1      |
| Stock                                      | \$ 29.99   | 09/17/2018                           |  | M <sup>(7)</sup>               |   | 166,804  |     | 04/30/2017  | 04/30/2024      | Common       | 1      |

|                           |          |            |                   |         |             |            |              |       |
|---------------------------|----------|------------|-------------------|---------|-------------|------------|--------------|-------|
| Appreciation Rights       |          |            |                   |         |             |            |              | Stock |
| Stock Appreciation Rights | \$ 15.22 | 09/17/2018 | M <sup>(8)</sup>  | 244,698 | 03/02/2018  | 03/02/2025 | Common Stock | 2     |
| Stock Appreciation Rights | \$ 23.9  | 09/17/2018 | M <sup>(9)</sup>  | 166,500 | 05/07/2018  | 05/07/2025 | Common Stock | 1     |
| Stock Appreciation Rights | \$ 31.26 | 09/17/2018 | M <sup>(10)</sup> | 48,532  | <u>(20)</u> | 05/09/2026 | Common Stock | 4     |
| Stock Appreciation Rights | \$ 28.6  | 09/17/2018 | M <sup>(11)</sup> | 25,508  | <u>(22)</u> | 02/27/2027 | Common Stock | 2     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| GOUDIS RICHARD<br>800 W. OLYMPIC BOULEVARD, #406<br>LOS ANGELES, CA 90015 |               |           | Chief Executive Officer |       |

## Signatures

/s/ Rashmi Chachra, Attorney-in-Fact for Richard P. Goudis

09/18/2018

\_\_\_\_\_\*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).
- (1) The reporting person received 92,918 shares of common stock upon the net exercise of the 240,000 Stock Appreciation Rights ("SARS"). The reporting person forfeited 44,998 shares of common stock underlying the SARS in payment of the exercise price and 102,084 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of \$55.11.
  - (2) On May 14, 2018, the common stock of Herbalife Nutrition Ltd. split 2-for-1, resulting in the reporting person's acquisition of 218,401 additional shares of common stock.
  - (3) The reporting person received 40,066 shares of common stock upon the net exercise of the 106,186 SARS. The reporting person forfeited 22,101 shares of common stock underlying the SARS in payment of the exercise price and 44,019 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of \$55.11.
  - (4) The reporting person received 28,553 shares of common stock upon the net exercise of the 116,018 SARS. The reporting person forfeited 56,094 shares of common stock underlying the SARS in payment of the exercise price and 31,371 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of \$55.11.
  - (5) The reporting person received 66,996 shares of common stock upon the net exercise of the 236,852 SARS. The reporting person forfeited 96,250 shares of common stock underlying the SARS in payment of the exercise price and 73,606 shares of common stock

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underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of \$55.11.

- (6) The reporting person received 14,477 shares of common stock upon the net exercise of the 109,322 SARS. The reporting person forfeited 78,934 shares of common stock underlying the SARS in payment of the exercise price and 15,911 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of \$55.11.
- (7) The reporting person received 36,226 shares of common stock upon the net exercise of the 166,804 SARS. The reporting person forfeited 90,774 shares of common stock underlying the SARS in payment of the exercise price and 39,804 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of \$55.11.
- (8) The reporting person received 84,393 shares of common stock upon the net exercise of the 244,698 SARS. The reporting person forfeited 67,582 shares of common stock underlying the SARS in payment of the exercise price and 92,723 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of \$55.11.
- (9) The reporting person received 44,927 shares of common stock upon the net exercise of the 166,500 SARS. The reporting person forfeited 72,209 shares of common stock underlying the SARS in payment of the exercise price and 49,364 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of \$55.11.
- (10) The reporting person received 10,008 shares of common stock upon the net exercise of the 48,532 SARS. The reporting person forfeited 27,526 shares of common stock underlying the SARS in payment of the exercise price and 10,998 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of \$55.11.
- (11) The reporting person received 5,847 shares of common stock upon the net exercise of the 25,508 SARS. The reporting person forfeited 13,236 shares of common stock underlying the SARS in payment of the exercise price and 6,425 shares of common stock underlying the SARS to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on September 17, 2018 of \$55.11.
- (12) These SARS were previously reported as covering 120,000 shares at an exercise price of \$20.67 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (13) These SARS were previously reported as covering 66,366 shares at an exercise price of \$22.94 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (14) These SARS were previously reported as covering 58,009 shares at an exercise price of \$53.29 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (15) These SARS were previously reported as covering 118,426 shares at an exercise price of \$44.79 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (16) These SARS were previously reported as covering 54,661 shares at an exercise price of \$79.58 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (17) These SARS were previously reported as covering 83,402 shares at an exercise price of \$59.98 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (18) These SARS were previously reported as covering 122,349 shares at an exercise price of \$30.44 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (19) These SARS were previously reported as covering 83,250 shares at an exercise price of \$47.80 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (20) On May 9, 2016, the reporting person was granted 60,665 SARs. These SARs vested 20% each on May 9, 2017 and May 9, 2018, and 60% will vest on May 9, 2019.
- (21) These SARS were previously reported as covering 60,665 shares at an exercise price of \$62.51 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.
- (22) On February 27, 2017, the reporting person was granted 63,771 SARs. These SARs vested 20% on February 27, 2018 and 20% will vest on February 27, 2019 and 60% will vest on February 27, 2020.
- (23) These SARS were previously reported as covering 63,771 shares at an exercise price of \$57.19 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

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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