

HERBALIFE LTD.  
Form 8-K  
May 07, 2007

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

May 4, 2007

Herbalife Ltd.

(Exact name of registrant as specified in its charter)

Cayman Islands

1-32381

98-0377871

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

P.O. Box 309GT, Uglan House, South Church  
Street, Grand Cayman, Cayman Islands

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

c/o (310) 410-9600

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 8.01 Other Events.**

Based solely on the Company's (as hereinafter defined) review of Amendment No. 10 to a Schedule 13D ("Amendment No. 10") filed by Whitney V., L.P. ("Whitney V") and certain of its affiliates, on May 4, 2007 (i) Whitney and certain of its affiliates made pro rata distributions of an aggregate of 17,694,238 common shares of Herbalife Ltd. (the "Company"), representing all common shares of the Company held by Whitney and certain of its affiliates, to their general partner Whitney Equity Partners V, LLC ("WEP") and their respective limited partners, and (ii) WEP made a pro rata distribution to its members of all of the common shares of the Company that it received from Whitney V and certain of its affiliates. Additionally, based solely on the Company's review of Amendment No. 10, Whitney Private Debt Fund, L.P. is pursuing the sale, in a transaction pursuant to Rule 144 under the Securities Act of 1933, as amended, or otherwise, and/or distribution of its 70,873 common shares of the Company.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*May 7, 2007*

Herbalife Ltd.

By: */s/ Brett R. Chapman*

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*Name: Brett R. Chapman*

*Title: General Counsel*