

HERBALIFE LTD.  
Form S-8  
May 05, 2016

As filed with the Securities and Exchange Commission on May 5, 2016.

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**HERBALIFE LTD.**

**(Exact name of registrant as specified in its charter)**

**Cayman Islands**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**98-0377871**  
**(I.R.S. Employer**

**Identification Number)**

**P.O. Box 309GT**

**Ugland House, South Church Street**

**Grand Cayman, Cayman Islands**

**(Address of Principal Executive Offices)**

**Herbalife Ltd. 2014 Stock Incentive Plan (as amended and restated)**

**(Full Title of the Plans)**

**Mark J. Friedman**

**General Counsel**

**Herbalife Ltd.**

**P.O. Box 309GT**

**Ugland House, South Church Street**

**Grand Cayman, Cayman Islands**

**(213) 745-0500**

**(Name, address and telephone number including area code of agent for service)**

**Copies to:**

**Jonathan K. Layne**

**Gibson, Dunn & Crutcher LLP**

**2029 Century Park East**

**Los Angeles, CA 90067**

**(310) 552-8500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

---

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.001 per share	3,700,000	\$57.50	\$212,750,000	\$21,424

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), there is also being registered such additional common shares in the share capital of the Company, par value US\$0.001 per share (the Common Stock ), that become available under the Herbalife Ltd. 2014 Stock Incentive Plan, as amended to date, in connection with changes in the number of outstanding Common Stock because of events such as recapitalizations, stock dividends, stock splits and reverse stock splits, and any other securities with respect to which the outstanding shares are converted or exchanged.
- (2) Calculated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and (h)(1) of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the average of the high and low sales prices of Herbalife Ltd. s Common Stock, as reported on the New York Stock Exchange on May 4, 2016.

## INTRODUCTION

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 3,700,000 shares of the Common Stock of Herbalife Ltd. (the Company or Registrant ), which may be issued pursuant to awards under the Herbalife Ltd. 2014 Stock Incentive Plan, as amended to date (the Plan ). In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the Form S-8 filed by the Company with respect to the Plan on May 8, 2014 (SEC File No. 333-195798), together with all exhibits filed therewith or incorporated therein by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Securities and Exchange Commission, each of the following exhibits is filed herewith:

Exhibit No.	Description
4.1	Form of Amended and Restated Memorandum and Articles of Association of Herbalife Ltd., filed on May 5, 2015 as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 and is incorporated herein by reference.
4.2	Herbalife Ltd. 2014 Stock Incentive Plan (as amended and restated effective April 28, 2016), filed on May 5, 2016 as Exhibit 10.38 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 and is incorporated herein by reference.
5.1	Legal Opinion of Maples and Calder, special Cayman Islands Counsel to Herbalife Ltd.
23.1	Consent of Maples and Calder (contained in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (contained on signature page hereto).

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on this 5th day of May, 2016.

**HERBALIFE LTD.**

By: /s/ Mark J. Friedman  
Mark J. Friedman  
General Counsel

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature to this Registration Statement appears below hereby constitutes and appoints Michael O. Johnson and Mark J. Friedman, and each of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement (including any amendments thereto filed pursuant to Rule 462(b) increasing the number of securities for which registration is sought), with exhibits thereto and other documents in connection therewith, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Michael O. Johnson	Chief Executive Officer, Director,	May 5, 2016
Michael O. Johnson	Chairman of the Board (Principal Executive Officer)	
/s/ John G. DeSimone	Chief Financial Officer	May 5, 2016
John G. DeSimone	(Principal Financial Officer)	
/s/ Bosco Chiu	Senior Vice President and Principal	May 5, 2016
Bosco Chiu	Accounting Officer (Principal Accounting Officer)	

---

/s/ Richard P. Bermingham	Director	May 5, 2016
Richard P. Bermingham		
/s/ Pedro Cardoso	Director	May 5, 2016
Pedro Cardoso		
/s/ Richard H. Carmona	Director	May 5, 2016
Richard H. Carmona		
/s/ Jonathan Christodoro	Director	May 5, 2016
Jonathan Christodoro		
/s/ Keith Cozza	Director	May 5, 2016
Keith Cozza		
/s/ Jeffrey T. Dunn	Director	May 5, 2016
Jeffrey T. Dunn		
/s/ Hunter C. Gary	Director	May 5, 2016
Hunter C. Gary		
/s/ Jesse A. Lynn	Director	May 5, 2016
Jesse A. Lynn		
/s/ Michael Montelongo	Director	May 5, 2016
Michael Montelongo		
/s/ James L. Nelson	Director	May 5, 2016
James L. Nelson		
/s/ Maria Otero	Director	May 5, 2016
Maria Otero		
/s/ John Tartol	Director	May 5, 2016
John Tartol		

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Form of Amended and Restated Memorandum and Articles of Association of Herbalife Ltd., filed on May 5, 2015 as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 and is incorporated herein by reference.
4.2	Herbalife Ltd. 2014 Stock Incentive Plan (as amended and restated effective April 28, 2016), filed on May 5, 2016 as Exhibit 10.38 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 and is incorporated herein by reference.
5.1*	Legal Opinion of Maples and Calder, special Cayman Islands Counsel to Herbalife Ltd.
23.1*	Consent of Maples and Calder (contained in Exhibit 5.1).
23.2*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
24.1*	Power of Attorney (contained on signature page hereto).

\* *Filed herewith.*