

Chiu Shin-Shing Bosco
 Form 4
 March 08, 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 *
 Chiu Shin-Shing Bosco

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)
 800 W. OLYMPIC BOULEVARD,
 SUITE 406
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/06/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Principal Accounting Officer

LOS ANGELES, CA 90015

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/06/2018		M ⁽¹⁾		15,396	A	\$ 59.98
Common Stock	03/06/2018		D ⁽¹⁾		9,538	D	\$ 96.84
Common Stock	03/06/2018		F ⁽¹⁾		2,908	D	\$ 96.84
Common Stock	03/06/2018		M ⁽²⁾		18,760	A	\$ 30.44
Common Stock	03/06/2018		D ⁽²⁾		5,899	D	\$ 96.84

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Common Stock 03/06/2018 F(2) 6,379 D \$ 96.84 11,314 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)	8. Amount or Number of Shares
Stock Appreciation Rights	\$ 59.98	03/06/2018		M(1)	15,396	04/30/2017 04/30/2024	Common Stock	15,396
Stock Appreciation Rights	\$ 30.44	03/06/2018		M(2)	18,760	03/02/2018 03/02/2025	Common Stock	18,760

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chiu Shin-Shing Bosco
800 W. OLYMPIC BOULEVARD, SUITE 406
LOS ANGELES, CA 90015

Principal Accounting Officer

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Shin-Shing Bosco
Chiu

03/08/2018

**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)

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The reporting person received 2,950 shares of common stock upon the net exercise of 15,396 stock appreciation rights ("SARS"). The reporting person forfeited 9,538 shares of common stock underlying the SARS in payment of the exercise price and 2,908 shares of common stock underlying the SARS to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on March 6, 2018 of \$96.84.

- The reporting person received 6,482 shares of common stock upon the net exercise of 18,760 SARS. The reporting person forfeited 5,899 (2) shares of common stock underlying the SARS in payment of the exercise price and 6,379 shares of common stock underlying the SARS to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on March 6, 2018 of \$96.84.

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.