

LEVY ROBERT
Form 4
June 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 *
LEVY ROBERT

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)
800 W. OLYMPIC BOULEVARD,
#406

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2018

____ Director
 Officer (give title below) _____ Other (specify below)
EVP, The Americas

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	Price	
Common Stock	06/14/2018		M ⁽¹⁾		10,008	\$ 29.99	A
Common Stock	06/14/2018		D ⁽²⁾		5,559	\$ 54	D
Common Stock	06/14/2018		F ⁽²⁾		2,343	\$ 54	D
Common Stock	06/14/2018		M ⁽¹⁾		21,206	\$ 15.22	A
Common Stock	06/14/2018		D ⁽³⁾		5,977	\$ 54	D

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Common Stock	06/14/2018	F ⁽³⁾	8,019	D	\$ 54	522,304	D
Common Stock	06/18/2018	S ⁽¹⁾	9,316	D	\$ 54	512,988	D

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

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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	\$ 29.99 ⁽⁴⁾	06/14/2018		M ⁽¹⁾	10,008	04/30/2017 04/30/2024	Common Stock	10,008 ⁽⁴⁾
Stock Appreciation Rights	\$ 15.22 ⁽⁵⁾	06/14/2018		M ⁽¹⁾	21,206	03/02/2018 03/02/2025	Common Stock	21,206 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVY ROBERT 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			EVP, The Americas	

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Robert Levy
Date: 06/18/2018

 **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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2018.

The reporting person received 2,106 shares of common stock upon the net exercise of 10,008 stock appreciation rights ("SARs"). The reporting person forfeited 5,559 shares of common stock underlying such SARs in payment of the exercise price and 2,343 shares of common stock underlying such SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on June 14, 2018 of \$54.00.

(2) The reporting person received 7,210 shares of common stock upon the net exercise of 21,206 SARs. The reporting person forfeited 5,977 shares of common stock underlying such SARs in payment of the exercise price and 8,019 shares of common stock underlying such SARs to satisfy the withholding tax obligation resulting from the exercise, using the closing stock price on June 14, 2018 of \$54.00.

(3) These SARs were previously reported as covering 5,004 shares at an exercise price of \$59.98 per share, but were adjusted to reflect the stock split that occurred on May 14, 2018.

(4) These SARs were previously reported as covering 10,603 shares at an exercise price of \$30.44 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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