

Birmingham Richard P
 Form 4
 March 02, 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 *
 Birmingham Richard P

(Last) (First) (Middle)

800 W. OLYMPIC BLVD. SUITE 406

(Street)

LOS ANGELES, CA 90015

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
Common Stock	02/28/2018		M ⁽¹⁾	7,503 A	\$ 44.79 11,087 ⁽²⁾	D	
Common Stock	02/28/2018		D ⁽¹⁾	3,649 D	\$ 92.1 7,438	D	
Common Stock	02/28/2018		M ⁽³⁾	4,526 A	\$ 79.58 11,964	D	
Common Stock	02/28/2018		D ⁽³⁾	3,911 D	\$ 92.1 8,053	D	
Common Stock	03/02/2018		S	3,800 D	\$ 91.77 4,253	D	

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

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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 44.79	02/28/2018		M ⁽¹⁾	7,503	05/31/2015 05/31/2022	Common Stock	7,503
Stock Appreciation Rights	\$ 79.58	02/28/2018		M ⁽³⁾	4,526	12/19/2016 12/19/2023	Common Stock	4,526

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Birmingham Richard P
800 W. OLYMPIC BLVD. SUITE 406 X
LOS ANGELES, CA 90015

Signatures

/s/ Eileen Uy, Attorney-in-Fact for Richard P.
Birmingham

03/02/2018

**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).

The reporting person received 3,854 shares of common stock upon the net exercise of the 7,503 stock appreciation rights ("SARs"). The (1) reporting person forfeited 3,649 shares of common stock underlying SARs in payment of the exercise price using the closing stock price on February 28, 2018 of \$92.10.

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- (2) Amount of securities beneficially owned following the reported transaction was corrected to add 1,665 shares previously disclosed on the reporting person's Form 4 filed on May 9, 2017.
- (3) The reporting person received 615 shares of common stock upon the net exercise of the 4,526 SARs. The reporting person forfeited 3,911 shares of common stock underlying SARs in payment of the exercise price using the closing stock price on February 28, 2018 of \$92.10.

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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