

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>WindAcre Partnership Master Fund, LP</u> <hr/> (Last) (First) (Middle) 2200 POST OAK BLVD. SUITE 1580 <hr/> (Street) HOUSTON TX 77056 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/31/2022	3. Issuer Name and Ticker or Trading Symbol <u>HERBALIFE NUTRITION LTD. [ HLF ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> X Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	9,983,500	D <sup>(1)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Total Return Swap	(2)	(2)	Common Shares	4,839,200	(2)	D <sup>(1)</sup>

1. Name and Address of Reporting Person \*

WindAcre Partnership Master Fund, LP

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(Last) (First) (Middle)

2200 POST OAK BLVD.  
SUITE 1580

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(Street)

HOUSTON TX 77056

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*

WindAcre General Partner LP

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(Last) (First) (Middle)

2200 POST OAK BLVD.  
SUITE 1580

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(Street)

HOUSTON TX 77056

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(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<u>WINDACRE PARTNERSHIP LLC</u>		
(Last)	(First)	(Middle)
2200 POST OAK BOULEVARD SUITE 1580		
(Street)		
HOUSTON	TX	77056
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<u>Amin Snehal</u>		
(Last)	(First)	(Middle)
2200 POST OAK BLVD. SUITE 1580		
(Street)		
HOUSTON	TX	77056
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<u>WAPGP LLC</u>		
(Last)	(First)	(Middle)
2200 POST OAK BLVD. SUITE 1580		
(Street)		
HOUSTON	TX	77056
(City)	(State)	(Zip)

**Explanation of Responses:**

- The securities are owned directly by The WindAcre Partnership Master Fund, LP (the "Master Fund") and may be deemed to be indirectly beneficially owned by (i) The WindAcre Partnership LLC, the investment adviser to the Master Fund, (ii) The WindAcre General Partner LP and The WAPGP LLC, the general partners of the Master Fund, and (iii) Snehal Amin, the managing member of The WindAcre Partnership LLC and The WAPGP LLC.
- The WindAcre Partnership Master Fund, LP (the "Master Fund") has entered into certain cash-settled total return swap agreements (the "Swap Agreements"), which represent economic exposure to an aggregate of 4,839,200 notional shares of HLF ordinary shares. The Swap Agreements provide the Master Fund with economic results that are comparable to the economic results of ownership but do not provide it with the power to vote or direct the voting or dispose of or direct the disposition of the securities that are referenced by the Swap Agreements (the "Subject Shares"). Additionally, under the Swap Agreements, the Master Fund will pay the counterparty interest on the purchase price notional share value, at a rate tied to a market index

The WindAcre Partnership Master Fund, LP By: The WAP GP LLC, its General Partner By: /s/ Snehal Amin Managing Member 11/03/2022

The WindAcre General Partner LP By: The WAP GP LLC, By: /s/ Snehal Amin Managing Member 11/03/2022

The WindAcre Partnership LLC By: /s/ Snehal Amin Managing Member 11/03/2022

/s/ Snehal Amin Snehal Amin 11/03/2022

The WAP GP LLC By: /s/ Snehal Amin Managing Member 11/03/2022

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**