

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 19)\*

Herbalife Nutrition Ltd.  
(Name of Issuer)

Common Shares, par value \$0.0005 per share  
(Title of Class of Securities)

G4412G101  
(CUSIP Number)

Andrew Langham, Esq.  
Icahn Capital LP  
16690 Collins Avenue, Suite PH-1  
Sunny Isles Beach, FL 33160  
(305) 422-4100

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

August 12, 2020  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box //.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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## SCHEDULE 13D

This statement constitutes Amendment No. 19 to the Schedule 13D relating to the Common Shares, par value \$0.001 per share (the "Shares"), issued by Herbalife Nutrition Ltd. (the "Issuer"), and hereby amends the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on February 14, 2013 (as previously amended, the "Schedule 13D"), to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

### Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

On August 12, 2020, Carl C. Icahn, one of the Reporting Persons, issued a statement (the "August 12 Statement") relating to the Issuer's self-tender offer that expired on August 11, 2020. A copy of the August 12 Statement is filed herewith as Exhibit 1 and incorporated herein by reference.

### Item 7. Material to be Filed as Exhibits

Exhibit 1	August 12 Statement
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SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 12, 2020

ICAHN PARTNERS LP  
ICAHN PARTNERS MASTER FUND LP  
ICAHN ONSHORE LP  
ICAHN OFFSHORE LP  
ICAHN CAPITAL LP  
IPH GP LLC

By: /s/ Irene March  
Name: Irene March  
Title: Executive Vice President

BECKTON CORP.

By: /s/ Irene March  
Name: Irene March  
Title: Executive Vice President

ICAHN ENTERPRISES HOLDINGS L.P.  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho  
Name: SungHwan Cho  
Title: Chief Financial Officer

/s/ Carl C. Icahn  
CARL C. ICAHN

[Signature Page of Schedule 13D, Amendment No. 19 – Herbalife Ltd.]

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August 12, 2020

Contact:  
Icahn Capital LP  
Susan Gordon  
(305) 422-4100

**CARL C. ICAHN ISSUES STATEMENT**  
**REGARDING HERBALIFE NUTRITION**

Sunny Isles Beach, Florida, August 12, 2020 – Today, Carl C. Icahn issued the following statement regarding Herbalife Nutrition Ltd. (NYSE: HLF):

Yesterday, Icahn Enterprises L.P. (Nasdaq: IEP) sold approximately 14.7 million shares pursuant to Herbalife Nutrition's self-tender offer. We remain the Company's largest shareholder with approximately 20.5 million shares, representing approximately 15.5% of the outstanding shares, and we continue to strongly believe in the great future of the Company.

IEP's investment in Herbalife is a quintessential example of our activist investment strategy. In late 2012 and early 2013, the stock was meaningfully out of favor for a number of reasons. We studied the business and assessed the risks. At that time, we concluded that the risk/reward ratio was very favorable. We amassed a large position and joined the Board. Our directors worked closely with management to stabilize the Company.

We believe that all shareholders have benefited from our involvement with the Company. An investment in Herbalife made on the first day we began purchasing shares would have earned a total return of approximately 200% through yesterday.

We wish to congratulate and thank all employees, management and the independent distributors who stood by and helped to steer the Company so effectively over the last 8 years.