
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

January 4, 2007

Herbalife Ltd.

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction
of incorporation)

1-32381

(Commission
File Number)

98-0377871

(I.R.S. Employer
Identification No.)

1800 Century Park East, Los
Angeles, California

(Address of principal executive offices)

90067

(Zip Code)

Registrant's telephone number, including area code:

c/o (310) 410-9600

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

The following information is furnished pursuant to Item 2.02, Results of Operations and Financial Condition.

On January 4, 2007, Herbalife Ltd. issued a press release announcing its preliminary financial results for its fiscal fourth quarter ended December 31, 2006. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information contained in this Item 2.02 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release issued by Herbalife Ltd. on January 4, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Herbalife Ltd.

January 4, 2007

By: /s/ Brett R. Chapman

Name: Brett R. Chapman

Title: General Counsel

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Herbalife Ltd. on January 4, 2007.

Media Contact:
Barbara Henderson
SVP, Worldwide Corp. Comm.
(310) 410-9600 ext. 32736

Investor Contact:
Anthony Runnels
Sr. Manager, Investor Relations
(310) 410-9600 ext. 32205

**HERBALIFE LTD. ANNOUNCES PRELIMINARY UNAUDITED FOURTH QUARTER 2006
FINANCIAL RESULTS
Company Provides Revised 2007 Guidance**

LOS ANGELES, January 4, 2007 — Herbalife Ltd. (NYSE: HLF) today announced it anticipates reporting record net sales between \$482.7 and \$484.7 million for its fourth quarter ended December 31, 2006 when it files its annual report on Form 10-K in late February 2007, reflecting a year-over-year increase between 18.0 percent and 18.5 percent. The expected net sales results reflect strong double digit growth in the U.S., Mexico and several South American and Southeast Asian markets. “Our distributors had a tremendously successful year expanding their businesses into new markets and more deeply penetrating existing markets,” said Michael O. Johnson, the company’s chief executive officer. “As a result, we believe the 2006 goal of exceeding \$3.0 billion in retail sales¹ has been achieved,” he continued.

Based on its expected net sales growth, the company anticipates that fourth quarter 2006 diluted earnings per share will be within its previously announced range of \$0.52 to \$0.55, excluding expenses associated with its realignment for growth initiative.

2007 Guidance

Based upon its preliminary fourth quarter 2006 financial results, the company is updating its full year 2007 guidance to reflect current business trends and is also providing first quarter 2007 guidance.

For the full year 2007, the company is reaffirming its previously announced diluted earnings per share guidance of \$2.40 to \$2.47, excluding expenses associated with its realignment for growth initiative. This guidance reflects net sales growth of between 6.0 percent and 10.0 percent (compared to 10.0 percent to 15.0 percent initially issued on November 6, 2006), coupled with improved operating margins and a lower effective tax rate.

The company’s outlook for net sales growth in 2007 reflects current business trends, primarily slower than expected net sales growth in Mexico. The company expects the adverse impact on overall 2007 net sales growth from this recent trend in Mexico will be partially offset by net sales growth in several other countries, primarily the U.S.

The company is also providing first quarter 2007 guidance with expected net sales growth in the range of between 6.0 percent and 10.0 percent, an effective tax rate between 35.0 percent and 36.0 percent and diluted earnings per share guidance in the range of \$0.50 to \$0.55, excluding expenses associated with its realignment for growth initiative.

Investor Conference Call

Herbalife’s management team will host an investor call to discuss its updated 2007 guidance and current business trends. The conference call will be conducted on Friday, January 5, 2007 at 8 a.m. PST (11 a.m. EST). The conference call numbers are (866) 802-4328 for domestic calls and (703) 639-1322 for calls made from outside the United States. An audio replay will be available following the completion of the conference call in MP3 format or by dialing (866) 837-8032 (domestic callers) and (703) 925-2474 (international callers) and entering access code 1022392.

¹ See Schedule B “Reconciliation of Non-GAAP Financial Measures” for more detail.

About Herbalife Ltd.

Herbalife (<http://www.herbalife.com>) is a global network marketing company that sells weight-management, nutritional supplements and personal care products intended to support a healthy lifestyle. Herbalife products are sold in 63 countries through a network of more than one million independent distributors. The company supports the Herbalife Family Foundation (<http://www.herbalifefamily.org>) and its Casa Herbalife program to bring good nutrition to children. Please visit Investor Relations (<http://ir.herbalife.com>) for additional financial information.

Disclosure Regarding Forward-Looking Statements

Except for historical information contained herein, the matters set forth in this press release are “forward-looking statements.” All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements may include the words, “may,” “will,” “estimate,” “intend,” “continue,” “believe,” “expect,” or “anticipate” and any other similar words.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, such as those disclosed or incorporated by reference in this prospectus. Important factors that could cause our actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in our forward-looking statements include, among others, the following:

- our relationship with, and our ability to influence the actions of, our distributors;
 - adverse publicity associated with our products or network marketing organization;
 - uncertainties relating to interpretation and enforcement of recently enacted legislation in China governing direct selling;
 - risk of our inability to obtain the necessary licenses to conduct a direct selling business in China;
 - adverse changes in the Chinese economy, Chinese legal system or Chinese governmental policies;
 - risk of improper action by our employees or international distributors in violation of applicable law;
 - changing consumer preferences and demands;
 - the competitive nature of our business;
 - regulatory matters governing our products, including potential governmental or regulatory actions concerning the safety or efficacy of our products, and network marketing program, including the direct selling market in which we operate;
 - risks associated with operating internationally, including foreign exchange risks;
 - our dependence on increased penetration of existing markets;
 - contractual limitations on our ability to expand our business;
 - our reliance on our information technology infrastructure and outside manufacturers;
 - the sufficiency of trademarks and other intellectual property rights;
 - product concentration;
 - our reliance on our management team;
 - uncertainties relating to the application of transfer pricing, duties and similar tax regulations;
 - taxation relating to our distributors; and
 - product liability claims.
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SCHEDULE A: 2007 FINANCIAL GUIDANCE**2007 Guidance**

For the Three and Twelve Months Ended December 31, 2007

	Three Months Ended March 31, 2007		Twelve Months Ended December 31, 2007	
	Low	High	Low	High
Net sales growth vs. 2006	6.0%	10.0%	6.0%	10.0%
Effective tax rate	35.0%	36.0%	35.0%	36.0%
Diluted EPS (1)	\$ 0.50	\$ 0.55	\$ 2.40	\$ 2.47
Cap Ex (\$ mm's)	\$ 10.0	\$ 15.0	\$ 35.0	\$ 45.0

(1) Excludes expenses expected to be incurred relating to the company's realignment for growth initiative.

SCHEDULE B: RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

The following is a reconciliation of retail sales to net sales. The company's use of retail sales reflects the fundamental role of "retail sales" in the company's accounting systems, internal controls and operations, including the basis upon which the company's independent distributors are paid.

Preliminary Reconciliation of Retail Sales to Net Sales (unaudited)

For the Twelve Months Ended December 31, 2006

	Twelve Months Ended December 31, 2006 (in billions, estimated)
Retail sales	\$ 3.1
Distributor allowance	(1.5)
Product sales	\$ 1.6
Handling and freight income	0.3
Net sales	\$ 1.9