

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

HERBALIFE LTD.

(Exact Name of Registrant as Specified in Its Charter)

Cayman Islands
*(State or Other Jurisdiction of
Incorporation or Organization)*

5122
*(Primary Standard Industrial
Classification Code No.)*

98-0377871
*(I.R.S. Employer
Identification Number)*

P.O. Box 309GT
Ugland House, South Church Street
George Town, Grand Cayman, Cayman Islands
(310) 410-9600

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Brett R. Chapman, Esq.
General Counsel
Herbalife Ltd.
P.O. Box 309GT
Ugland House, South Church Street
George Town, Grand Cayman, Cayman Islands
(310) 410-9600

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Jonathan K. Layne
Gibson, Dunn & Crutcher LLP
2029 Century Park East
Los Angeles, CA 90067
(310) 552-8500

Gregg A. Noel
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Ave, Suite 3400
Los Angeles, CA 90071
(213) 687-5000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-129683

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Shares, \$.002 par value	1,500,000	\$30.50	\$45,750,000	\$4,895.25

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV to Form S-3, both as promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (File No. 333-129683) filed by Herbalife Ltd. (the "Company") with the Securities and Exchange Commission (the "Commission") on November 14, 2005, as amended, which was declared effective by the Commission on December 13, 2005, including the exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

Item 16. Exhibits.

See Exhibit Index attached to this Registration Statement and incorporated herein by reference.

SIGNATURES-FORM S-3

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Los Angeles, State of California, on December 14, 2005.

HERBALIFE LTD.

By: /s/ Brett R. Chapman

Brett R. Chapman
General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* Michael O. Johnson	Director, Chief Executive Officer (<i>Principal Executive Officer</i>)	December 14, 2005
* Richard Goudis	Chief Financial Officer (<i>Principal Financial Officer</i>)	December 14, 2005
* David Pezzullo	Chief Accounting Officer (<i>Principal Accounting Officer</i>)	December 14, 2005
* Peter Castleman	Director, Chairman of the Board	December 14, 2005
* Leroy T. Barnes, Jr.	Director	December 14, 2005
* Richard P. Birmingham	Director	December 14, 2005
* Kenneth J. Diekroeger	Director	December 14, 2005
* James H. Fordyce	Director	December 14, 2005
* Peter Maslen	Director	December 14, 2005
* Charles L. Orr	Director	December 14, 2005
* Jesse T. Rogers	Director	December 14, 2005

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> John Tartol	Director	December 14, 2005
<u>*</u> Leon Waisbein	Director	December 14, 2005
By: <u>/s/ Brett R. Chapman</u> Brett R. Chapman <i>as attorney-in-fact</i>		

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Maples and Calder, special Cayman Islands Counsel to Herbalife Ltd.
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
23.3	Consent of Maples and Calder (included in Exhibit 5.1).
24.1*	Power of Attorney.

* Previously filed in connection with the Registration Statement on Form S-3 of the Company (File No. 333- 129683) and incorporated herein by reference.

Herbalife Ltd.
PO Box 309GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands

14 December, 2005

Dear Sirs

Herbalife Ltd. (the "Company")

We have acted as Cayman Islands legal advisers to Herbalife Ltd. (the "**Company**") a company incorporated in the Cayman Islands in connection with the Company's registration statement on Form S-3, including all amendments or supplements thereto ("**Form S-3**"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, (the "**Registration Statement**") relating to the offering and sale of Common Shares par value US\$0.002 per share of the Company, by some of the Company's shareholders (the "**Selling Shareholders**"). We are furnishing this opinion as Exhibit 5.1 to the Registration Statement.

1 DOCUMENTS REVIEWED

We have reviewed originals, copies, drafts or conformed copies of the following documents:

- 1.1 the Certificate of Incorporation and Certificate of Incorporation upon Change of Name and the Amended and Restated Memorandum and Articles of Association of the Company as adopted on 1st December, 2004;
 - 1.2 the written resolutions of the directors of the Company dated 9th April, 21st June and 28th June, 2002, the minutes of the meetings of the board of directors held on 28th September, 2004 and 13th December, 2004 and the corporate records of the Company maintained at its registered office in the Cayman Islands;
 - 1.3 the Form S-3; and
 - 1.4 a certificate from an officer of the Company dated, a copy of which is annexed hereto (the "**Officer's Certificate**").
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2 ASSUMPTIONS

Save as aforesaid we have not been instructed to undertake and have not undertaken any further enquiry or due diligence in relation to the transaction the subject of this opinion.

The following opinion is given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion. This opinion only relates to the laws of the Cayman Islands which are in force on the date of this opinion. In giving this opinion we have relied (without further verification) upon the completeness and accuracy of the Officer's Certificate.

3 OPINION

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that the Common Shares to be offered and sold by the Selling Shareholders have been legally and validly issued and are fully paid and non-assessable

4 QUALIFICATIONS

This opinion is subject to the following qualification and limitation that under the Companies Law (2004 Revision) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Law (2004 Revision) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

We hereby consent to filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the Form S-3 included in the Registration Statement. In the giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ MAPLES and CALDER

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Herbalife Ltd. (formerly WH Holdings (Cayman Islands) Ltd.):

We consent to the use of our reports dated March 14, 2005, with respect to the consolidated balance sheets of Herbalife Ltd. and subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of operations, changes in shareholders' equity and comprehensive income (loss), and cash flows for each of the years in the two-year period ended December 31, 2004, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2004, and the effectiveness of internal control over financial reporting as of December 31, 2004, included or incorporated by reference herein.

/s/ KPMG LLP

KPMG LLP

Los Angeles, California
December 13, 2005

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 19, 2004 (December 1, 2004 as to earnings per share information and the effect of the reverse stock split described in Note 1), related to the consolidated financial statements of Herbalife International, Inc., the predecessor, for the seven-month period ended July 31, 2002, and Herbalife Ltd. (formerly WH Holdings (Cayman Islands) Ltd.), the successor, for the five-month period ended December 31, 2002, appearing in and incorporated by reference in Herbalife Ltd.'s Registration Statement No. 333-129683 on Form S-3.

/s/ Deloitte & Touche LLP

Los Angeles, California
December 13, 2005