

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPR	ROVAL		
OMB Number:	3235-0104		
Estimated average burden			
nours per respons	se 0.5		

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

Statem			3. Issuer Name an	d Ticker or Tradia	ng Symbol		
	Statement (Month/Day/Year) 12/15/2004 HERBALIFE L 4. Relationship of R Issuer		3. Issuer Name and Ticker or Trading Symbol HERBALIFE LTD. [HLF]				
, 12/13			(Check all applicable)		Filed(Mont	5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line)XForm filed by One Reporting Person	
				6. Individ			
						ed by More than One Reporting Person	
		Table I	- Non-Derivati	ive Securities	Beneficially O	wned	
	Ben	eficially Own	ed	Form: Direct (D) or Indirect (I)		ct Beneficial Ownership	
	7,1	02		D			
ond to the splays a c	collection o	f information d OMB contr	n contained in to		·		
2. Date Exer Expiration I	Date Exercisable and Diration Date 3. Title and Amoun Securities Underlying		Amount of	4. Conversion ve or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Expiration Date	Title	Amount or Number of Share		Direct (D) or Indirect (I) (Instr. 5)		
(1)	12/04/2012	Common	25,000	\$ 0.88	D		
(1)	12/04/2012	Common Stock	25,000	\$ 3.52	D		
s c s	ss of securition to the splays a c tive Securiti 2. Date Exer Expiration I (Month/Day/Ye) Date Exercisable (1)	2. A Berr (Ins 7,1 ss of securities beneficially ond to the collection or splays a currently valid tive Securities Beneficially 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date (1) 12/04/2012	Table I 2. Amount of Sec Beneficially Own (Instr. 4) 7,102 ss of securities beneficially owned directly ond to the collection of information splays a currently valid OMB contractive Securities Beneficially Owned (e.g. 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Date (Instr. 4) Common Stock (I) 12/04/2012 Common	Table I - Non-Derivat 2. Amount of Securities Beneficially Owned (Instr. 4) 7,102 ss of securities beneficially owned directly or indirectly. ond to the collection of information contained in taplays a currently valid OMB control number. tive Securities Beneficially Owned (e.g., puts, calls, warr 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivati Security (Instr. 4) Date Exercisable Expiration Date (Month/Day/Year) Title Amount or Number of Share (1) 12/04/2012 Common Stock 25,000	Table I - Non-Derivative Securities Check all applicable	(Check all applicable) X_Director	

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORR CHARLES C/O HERBALIFE INTERNATIONAL, INC. 1800 CENTURY PARK EAST LOS ANGELES, CA 90067	X			

Signatures

/s/ Vicki Tuchman, by power of attorney	12/15/2004
Signature of Reporting Person	Date

Explanation of Responses:

- 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).
- (1) Options vest 5% upon issuance on 12/4/02 and thereafter in quarterly 5% increments beginning on 12/31/02.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number of the collection of the coll	ber.