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 Earlie | August 2, 2010 | | |
|---|--|--------------------------------------|--|
| | | | |
| | (Exact name of registrant as specified in its | s charter) | |
| Cayman Islands | 1-32381 | 98-0377871 | |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) | |
| P.O. Box 309GT, Ugland House Grand Cayman, Cayn | | KY1-1106 | |
| (Address of principal exe | ecutive offices) | (Zip Code) | |
| Registrant's telephone number | including area code: | c/o (213) 745-0500 | |
| | Not Applicable | | |
| | Former name or former address, if changed sine | ce last report | |
| □ Written communications pursuant to Rule 425 □ Soliciting material pursuant to Rule 14a-12 un □ Pre-commencement communications pursuant | under the Securities Act (17 CFR 230.425) | | |

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 August 2, 2010, Herbalife Ltd. (the "Company") issued a press release announcing its financial results for its fiscal second quarter ended June 30, 2010. 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 8.01 Other Events.

On August 2, 2010, the Company issued a press release announcing that the Company's Board of Directors authorized a \$0.25 per share dividend to shareholders of record effective August 12, 2010, payable on August 26, 2010.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by Herbalife Ltd. on August 2, 2010

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.

August 2, 2010 By: /s/ Brett R. Chapman

Name: Brett R. Chapman Title: General Counsel

Exhibit Index

Exhibit No. Description

99.1 Press release issued by Herbalife Ltd. on August 2, 2010

Herbalife Ltd. Announces Record Second Quarter, Raises FY'10 Guidance and Increases Quarterly Dividend

- Worldwide volume growth of 19.9 percent including U.S. volume growth of 21.8 percent compared to the prior year period.
- Second quarter EPS increased 71.4 percent to \$1.32 compared to the prior year period.
- Raises FY'10 EPS guidance to a range of \$4.30 to \$4.40 on higher volume and net sales growth.
- Repurchased 1.1 million shares during the quarter under the existing \$1 billion authorization
- Board of Directors authorizes increase in quarterly cash dividend from \$0.20 to \$0.25.

LOS ANGELES--(BUSINESS WIRE)--August 2, 2010--Herbalife Ltd. (NYSE:HLF) today reported second quarter net sales increased 20.5 percent to \$688.8 million. The record revenue reflects volume point growth of 19.9 percent and an increase in Average Active Sales Leaders of 11.9 percent, both compared to the second quarter of 2009.

For the quarter ended June 30, 2010, the company reported net income of \$81.9 million, or \$1.32 per diluted share compared to \$48.3 million or \$0.77 per diluted share in the second quarter of 2009, primarily reflecting the contribution margin from higher volume combined with a lower effective tax rate, partially offset by the impact of foreign currency fluctuations.

For the quarter ended June 30, 2010, the company generated cash flow from operations of \$83.0 million, paid dividends of \$12.0 million, invested \$12.3 million in capital expenditures and repurchased \$51.2 million in common stock. The company's net debt balance at the end of the second quarter was \$73.1 million, reflecting an improvement of \$26.4 million from December 31, 2009.

"This quarter our distributors have truly outdone themselves and delivered the three highest months of volume in our 30-year history, which far exceeded even our most optimistic expectations," said Chairman and Chief Executive Officer Michael O. Johnson. "Not only was our growth broad-based, but some of the countries we have been operating in the longest like the United States, Mexico and Korea are each experiencing double-digit growth even though they have been open 30, 20 and 15 years respectively. These results demonstrate the opportunity in front of us as our distributors continue to build sustainable businesses with long-term customers."

During the second quarter the company hosted approximately 43,000 people at Extravaganzas in Nanjing, China, Rio de Janiero, Brazil and Singapore.

Second Quarter 2010 Regional Key Metrics $^{1,\,2}$

Regional Breakdown

| | 2Q'10 | | | 2Q'10 |
|-------------------------|--------|--------|----------------|----------------|
| | Volume | | 2Q'10 | Average Active |
| Region | Points | % Chg | Average Active | Sales Leaders |
| | (Mil) | (Y/Y) | Sales Leaders | % Chg (Y/Y) |
| North America | 242.8 | 21.1% | 49,120 | 15.0% |
| Asia Pacific | 191.6 | 52.8% | 34,871 | 36.1% |
| EMEA | 127.5 | 8.6% | 32,904 | 3.3% |
| Mexico | 137.8 | 10.8% | 36,848 | 9.5% |
| South & Central America | 96.2 | (1.9%) | 27,173 | 0.7% |
| China | 41.2 | 25.7% | 6,676 | 4.9% |
| Worldwide Total | 837.1 | 19.9% | 180,132 | 11.9% |

Emerging and Established Market Breakdown

| | 2Q'10 Volume | | 2Q'10 | 2Q'10 Average Active |
|---------------------|-----------------|----------------|---------------------------------|------------------------------|
| Region | Points (Mil) | % Chg (Y/Y) | Average Active Sales Leaders | Sales Leaders % Chg (Y/Y) |
| Emerging Markets | 417.9 | 16.2% | 100,349 | 11.3% |
| Established Markets | 419.2 | 23.8% | 87,517 | 13.5% |

Updated 2010 Guidance

Based on current business trends, the company's third quarter 2010 and fiscal 2010 guidance is provided below.

Third Quarter - The company's third quarter 2010 diluted earnings per share guidance range is \$0.99 to \$1.03 on volume point and net sales growth of 13.0 percent to 15.0 percent compared to the same period in 2009 and an effective tax rate range of 30.5 percent to 31.5 percent. The company's third quarter 2010 capital expenditures are expected to be in the range of \$20.0 million to \$25.0 million.

Fiscal 2010 - The company's new full-year diluted earnings per share guidance is \$4.30 to \$4.40¹ on volume point growth of 12.0 percent to 14.0 percent and a net sales increase of 15.0 percent to 17.0 percent compared to 2009, respectively, along with an effective tax rate range of 29.0 percent to 30.0 percent³. Full-year 2010 capital expenditures are expected to be in the range of \$70.0 million to \$80.0 million.

Dividend Update

The company's board of directors has authorized a 25 percent increase in the quarterly cash dividend from \$0.20 to \$0.25 per share to shareholders of record effective August 12, 2010, payable on August 26, 2010.

"The company's first priority with cash flow generated from operations has always been to make investments in initiatives that enhance and support our distributors in growing their business," said Chief Financial Officer John DeSimone. "With the company's strong financial position and positive outlook, we believe we will be able to continue to make significant additional investments in our business while at the same time accelerating returns to shareholders through this increase in our cash dividend and the continued execution of our \$1.0 billion share buyback authorization."

¹ "Emerging" markets are being defined as those countries which the World Bank categorizes as having "low" or "medium" GDP per capita, while "Established" are those that the World Bank considers to have "high" GDP per capita.

² Supplemental tables that include additional business metrics can be found at http://www.ir.herbalife.com

³ FY'10 guidance excludes the impact from the first quarter implementation of highly inflationary accounting in Venezuela.

Second Quarter Earnings Conference Call

Herbalife's senior management team will host an investor conference call Tuesday, August 3, 2010 at 8 a.m. PDT (11 a.m. EDT) to discuss its recent financial results and provide an update on current business trends.

The dial-in number for this conference call for domestic callers is 866-903-5314 and 706-634-5671 for international callers (conference ID 82531104). Live audio of the conference call will be simultaneously webcast in the investor relations section of the company's website at http://ir.herbalife.com.

An audio replay will be available following the completion of the conference call in MP3 format or by dialing 800-642-1687 for domestic callers or 706-645-9291 for international callers (playback ID 66642385). The webcast of the teleconference will be archived and available on Herbalife's website.

About Herbalife Ltd.

Herbalife Ltd. (NYSE:HLF) is a global network marketing company that sells weight-management, nutrition, and personal care products intended to support a healthy lifestyle. Herbalife products are sold in 73 countries through a network of approximately 2.1 million independent distributors. The company supports the Herbalife Family Foundation and its Casa Herbalife program to help bring good nutrition to children. Herbalife's Web site contains a significant amount of information about Herbalife, including financial and other information for investors at https://ir.herbalife.com. The company encourages investors to visit its Web site from time to time, as information is updated and new information is posted.

Disclosure Regarding Forward-Looking Statements

FORWARD-LOOKING STATEMENTS

This document contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. 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 our filings with the Securities and Exchange Commission. 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:

- any collateral impact resulting from the ongoing worldwide financial "crisis," including the availability of liquidity to us, our customers and our suppliers or the willingness of our customers to purchase products in a recessionary economic environment
- our relationship with, and our ability to influence the actions of, our distributors:
- improper action by our employees or distributors in violation of applicable law;
- · adverse publicity associated with our products or network marketing organization;
- · changing consumer preferences and demands;
- our reliance upon, or the loss or departure of any member of, our senior management team which could negatively impact our distributor relations and operating results;
- 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;
- · third party legal challenges to our network marketing program;
- risks associated with operating internationally and the effect of economic factors, including foreign exchange, inflation, pricing and currency devaluation risks, especially in countries such as Venezuela;
- uncertainties relating to the application of transfer pricing, duties, value added taxes, and other tax regulations, and changes thereto;
- uncertainties relating to interpretation and enforcement of recently enacted legislation in China governing direct selling;
- our inability to obtain the necessary licenses to expand our direct selling business in China;
- adverse changes in the Chinese economy, Chinese legal system or Chinese governmental policies
- 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;
- changes in tax laws, treaties or regulations, or their interpretation;
- taxation relating to our distributors;
- product liability claims; and
- whether we will purchase any of our shares in the open markets or otherwise.

We do not undertake any obligation to update or release any revisions to any forward-looking statement or to report any events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

Herbalife Ltd. Consolidated Statements of Income (In thousands, except per share data) (Unaudited)

| | Quarter Ended | | | Six Months Ended | | | | |
|------------------------------|-------------------|----|-----------|------------------|-----|----|-----------|--|
| | 6/30/2010 | - | 6/30/2009 | 6/30/2010 | | | 6/30/2009 | |
| North America | \$ 166,437 | \$ | 138,389 | \$ 317,696 | | \$ | 261,464 | |
| Mexico | 80,918 | | 66,352 | 152,767 | | | 125,591 | |
| South and Central America | 82,797 | | 85,404 | 174,126 | | | 160,668 | |
| EMEA | 135,553 | | 126,575 | 266,377 | | | 249,888 | |
| Asia Pacific | 171,850 | | 114,539 | 312,863 | | | 228,483 | |
| China | 51,251 | | 40,546 | 83,610 | | | 67,394 | |
| Worldwide net sales | 688,806 | | 571,805 | 1,307,439 | | | 1,093,488 | |
| Cost of Sales | 136,561 | | 122,442 | 277,033 | (1) | | 224,842 | |
| Gross Profit | 552,245 | | 449,363 | 1,030,406 | | | 868,646 | |
| Royalty Overrides | 224,780 | | 186,750 | 432,099 | | | 362,282 | |
| SGA | 211,110 | | 190,794 | 417,993 | (1) | | 372,252 | |
| Operating Income | 116,355 | | 71,819 | 180,314 | | | 134,112 | |
| Interest Expense - net | 2,146 | | 1,338 | 4,099 | | | 3,050 | |
| Income before income taxes | 114,209 | | 70,481 | 176,215 | | | 131,062 | |
| Income Taxes | 32,276 | | 22,228 | 42,411 | (1) | | 41,267 | |
| Net Income | \$ 81,933 | \$ | 48,253 | \$ 133,804 | | \$ | 89,795 | |
| Basic Shares | 59,527 | | 61,642 | 59,843 | | | 61,583 | |
| Diluted Shares | 62,103 | | 62,929 | 62,389 | | | 62,413 | |
| Basic EPS | \$ 1.38 | \$ | 0.78 | \$ 2.24 | | \$ | 1.46 | |
| Diluted EPS | \$ 1.32 | \$ | 0.77 | \$ 2.14 | | \$ | 1.44 | |
| Dividends declared per share | \$ 0.20 | \$ | 0.20 | \$ 0.40 | | \$ | 0.40 | |

¹ Includes impact of items related to adoption of highly-inflationary accounting

in Venezuela that are further discussed in Schedule $B-\mbox{\tt "Reconciliation}$ of

Non-GAAP Financial Measures"

Herbalife Ltd. Consolidated Balance Sheets (In thousands) (Unaudited)

| | Jun 30, 2010 | | Dec 31, 2009 | |
|--|-----------------|---------|-----------------|--|
| ASSETS | | | | |
| Current Assets: | | | | |
| Cash & cash equivalents | \$ 170. | 218 \$ | 150,801 | |
| Receivables, net | 85 | ,411 | 76,958 | |
| Inventories | 152 | 035 | 145,962 | |
| Prepaid expenses and other current assets | 114 | 097 | 101,181 | |
| Deferred income taxes | 53 | ,546 | 38,600 | |
| Total Current Assets | 575, | 307 | 513,502 | |
| Property and equipment, net | 167 | | 178,009 | |
| Deferred compensation plan assets | | ,724 | 17,410 | |
| Deferred financing cost, net | 1, | 250 | 1,498 | |
| Other assets | 22 | ,587 | 21,306 | |
| Marketing related intangibles and other intangible assets, net | 311 | | 311,782 | |
| Goodwill | 102 | | 102,543 | |
| Total Assets | \$ 1,197 | .178 \$ | 1,146,050 | |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | |
| Current Liabilities: | | | | |
| Accounts payable | | ,318 \$ | 37,330 | |
| Royalty Overrides | 141 | | 144,689 | |
| Accrued compensation | | ,100 | 65,043 | |
| Accrued expenses | 117 | | 107,943 | |
| Current portion of long term debt | | 071 | 12,402 | |
| Advance sales deposits | | ,770 | 22,261 | |
| Income taxes payable | 29 | ,126 | 40,298 | |
| Total Current Liabilities | 442, | 492 | 429,966 | |
| Non-current liabilities | | | | |
| Long-term debt, net of current portion | 240 | | 237,931 | |
| Deferred compensation | | ,358 | 16,629 | |
| Deferred income taxes | | ,273 | 77,613 | |
| Other non-current liabilities | | ,659 | 24,600 | |
| Total Liabilities | 803 | 062 | 786,739 | |
| Contingencies | | | | |
| Shareholders' equity: | | | | |
| Common shares | | 118 | 120 | |
| Additional paid in capital | 232 | | 222,882 | |
| Accumulated other comprehensive loss | | ,126) | (23,396) | |
| Retained earnings | | 389 | 159,705 | |
| Total Shareholders' Equity | 394 | 116 | 359,311 | |
| Total Liabilities and Shareholders' Equity | \$ 1,197 | 178 \$ | 1,146,050 | |

Herbalife Ltd. Consolidated Statements of Cash Flows (In thousands) (Unaudited)

| | Six Months En | ded |
|--|-------------------|---------------|
| | 6/30/2010 | 6/30/2009 |
| | 0/30/2010 | 0/30/2009 |
| CACH ELONG EDOM ODED ATRIC A CTHUTTIES | | |
| CASH FLOWS FROM OPERATING ACTIVITIES | e 122.004 e | 90.705 |
| Net income | \$ 133,804 \$ | 89,795 |
| Adjustments to reconcile net income to net cash provided by operating activities: | 24.402 | 20.686 |
| Depreciation and amortization | 34,403 | 29,686 982 |
| (Excess) Deficiency in tax benefits from share-based payment arrangements | (4,705) 10,820 | |
| Share-based compensation expenses | * | 10,024 |
| Amortization of discount and deferred financing costs | 248 | 244 |
| Deferred income taxes | (15,053) | (1,657) |
| Unrealized foreign exchange transaction (gain) loss | (12,345) | 2,545 |
| Foreign exchange loss from adoption of highly inflationary accounting in Venezuela | 15,131 | |
| Other | 1,619 | 154 |
| Changes in operating assets and liabilities: | 44.440 | (4.000) |
| Receivables | (11,616) | (4,938) |
| Inventories | (12,172) | 12,022 |
| Prepaid expenses and other current assets | (15,099) | 971 |
| Other assets | (2,229) | (679) |
| Accounts payable | 13,781 | 1,202 |
| Royalty overrides | 1,072 | (3,622) |
| Accrued expenses and accrued compensation | 5,670 | (19,587) |
| Advance sales deposits | 30,937 | 17,164 |
| Income taxes payable | (4,604) | (12,599) |
| Deferred compensation plan liability | 729 | 557 |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | 170,391 | 122,264 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchases of property | (23,917) | (26,801) |
| Proceeds from sale of property | 6 | 60 |
| Deferred compensation plan assets | 686 | (252) |
| NET CASH USED IN INVESTING ACTIVITIES | (23,225) | (26,993) |
| CASH FLOWS FROM FINANCING ACTIVITIES | (23,225) | (20,555) |
| Dividends paid | (24,061) | (24,617) |
| Borrowings from long-term debt | 229,000 | 59,000 |
| Principal payments on long-term debt | (235,715) | (97,000) |
| Share repurchases | (79,220) | (97,009) |
| Excess (Deficiency in) tax benefits from share-based payment arrangements | 4,705 | (972) |
| Proceeds from exercise of stock options and sale of stock under employee stock purchase plan | 4,400 | 791 |
| · | | |
| NET CASH USED IN FINANCING ACTIVITIES | (100,891) | (63,789) |
| EFFECT OF EXCHANGE RATE CHANGES ON CASH | (26,858) | (893) |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | 19,417 | 30,589 |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD | 150,801 | 150,847 |
| CASH AND CASH EQUIVALENTS, END OF PERIOD | \$ 170,218 \$ | 181,436 |
| CASH PAID DURING THE PERIOD | | |
| Interest paid | \$ 4,988 \$ | 6,560 |
| Income taxes paid, net | \$ 58,718 \$ | 54,473 |
| • | Ψ 50,710 Φ | 51,175 |
| NON CASH ACTIVITIES | 6 | 227 |
| Assets acquired under capital leases and other long-term debt | <u> </u> | 327 |

Herbalife Ltd Volume Points by Region (Unaudited, In thousands)

| | Three Months Ended June 30, | | | | | | |
|--------------------------------|-----------------------------|---------|----------|--|--|--|--|
| | 2010 | 2009 | % Change | | | | |
| North America | 242,819 | 200,457 | 21.1% | | | | |
| Asia Pacific (excluding China) | 191,628 | 125,410 | 52.8% | | | | |
| EMEA | 127,470 | 117,346 | 8.6% | | | | |
| Mexico | 137,752 | 124,270 | 10.8% | | | | |
| South & Central America | 96,155 | 97,968 | (1.9%) | | | | |
| China | 41,224 | 32,802 | 25.7% | | | | |
| Worldwide | 837,048 | 698,253 | 19.9% | | | | |
| | | | | | | | |

SUPPLEMENTAL INFORMATION

SCHEDULE A: FINANCIAL GUIDANCE

2010 Guidance

For the Three Months Ending September 30, 2010 and Twelve Months Ending December 31, 2010

| | Three Months Ending September 30, 2010 | | | | Twelve Months I December 31, 2 | | | C |
|---|---|----------------|----|----------------|--------------------------------|----------------|----|----------------|
| - | | Low | | High | | Low | | High |
| Volume point growth vs 2009 Net sales growth vs 2009 | | 13.0% 13.0% | | 15.0% 15.0% | | 12.0% 15.0% | | 14.0% 17.0% |
| EPS 1 | \$ | 0.99 | \$ | 1.03 | \$ | 4.30 | \$ | 4.40 |
| Cap Ex (\$ millions) Effective Tax Rate 1 | \$ | 20.0 30.5% | \$ | 25.0 31.5% | \$ | 70.0 29.0% | \$ | 80.0 30.0% |

 $^{^{1}\} FY'10\ guidance\ excludes\ the\ impact\ from\ the\ first\ quarter\ implementation\ of\ highly\ inflationary\ accounting\ in\ Venezuela.$

SCHEDULE B: RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(Unaudited), (Dollars in Thousands, Except Per Share Data)

In addition to its reported results, the Company has included in the tables below adjusted results that the Securities and Exchange Commission defines as "non-GAAP financial measures." Management believes that such non-GAAP financial measures, when read in conjunction with the Company's reported results, can provide useful supplemental information for investors analyzing period to period comparisons of the Company's results.

The following is a reconciliation of net income and diluted earnings per share, presented and reported in accordance with U.S. generally accepted accounting principles, to net income adjusted for certain items:

Herbalife Ltd.
Supplemental Schedule
Non-GAAP Financial Measures
(In thousands, except per share data)
(Unaudited)

| | Quarter Ended 6/30/2010 | | | | | | | |
|----------------------------|-------------------------|---------|-----------|------------|---------|--|--|--|
| | Re | ported | Adjusting | Adj | justed | | | |
| | (G | AAP) | Items | (Non-GAAP) | | | | |
| Net Sales | \$ | 688,806 | | \$ | 688,806 | | | |
| Cost of Sales | | 136,561 | | | 136,561 | | | |
| Gross Profit | | 552,245 | | | 552,245 | | | |
| Royalty Overrides | | 224,780 | | | 224,780 | | | |
| SGA | | 211,110 | | | 211,110 | | | |
| Operating Income | | 116,355 | | | 116,355 | | | |
| Interest Expense - net | | 2,146 | | | 2,146 | | | |
| Income before income taxes | | 114,209 | | | 114,209 | | | |
| Income Taxes | | 32,276 | | | 32,276 | | | |
| Net Income | \$ | 81,933 | | \$ | 81,933 | | | |
| Diluted EPS | \$ | 1.32 | | \$ | 1.32 | | | |

Herbalife Ltd. Supplemental Schedule Non-GAAP Financial Measures (In thousands, except per share data) (Unaudited)

| | Quarter Ended 6/30/2009 | | | | | | | |
|----------------------------|-------------------------|---------|----|----------|------------------------|---------|--|--|
| | Re | ported | Ac | djusting | Adjusted (Non-GAAP) | | | |
| | (G | AAP) | | Items | | | | |
| Net Sales | \$ | 571,805 | | • | \$ | 571,805 | | |
| Cost of Sales | | 122,442 | | | | 122,442 | | |
| Gross Profit | · | 449,363 | | • | | 449,363 | | |
| Royalty Overrides | | 186,750 | | | | 186,750 | | |
| SGA | | 190,794 | \$ | (814) 1 | | 189,980 | | |
| Operating Income | | 71,819 | | 814 | | 72,633 | | |
| Interest Expense - net | | 1,338 | | | | 1,338 | | |
| Income before income taxes | · | 70,481 | | 814 | | 71,295 | | |
| Income Taxes | | 22,228 | | (277) 1 | | 21,951 | | |
| Net Income | \$ | 48,253 | \$ | 1,091 | \$ | 49,344 | | |
| Diluted EPS | \$ | 0.77 | \$ | 0.02 | \$ | 0.782 | | |

 $^{^{\}rm 1}$ Related to international income tax audit settlement

Herbalife Ltd. Supplemental Schedule Non-GAAP Financial Measures (In thousands, except per share data) (Unaudited)

| | Six Months Ended 6/30/2010 | | | | | | | |
|----------------------------|----------------------------|-----------|----|------------|----|------------|--|--|
| | Reported | | | Venezuela | | Adjusted | | |
| | (| GAAP) | | Items | (| (Non-GAAP) | | |
| Net Sales | \$ | 1,307,439 | | | \$ | 1,307,439 | | |
| Cost of Sales | | 277,033 | \$ | (12,715) 1 | | 264,318 | | |
| Gross Profit | | 1,030,406 | | 12,715 | | 1,043,121 | | |
| Royalty Overrides | | 432,099 | | | | 432,099 | | |
| SGA | | 417,993 | | (11,390) 2 | | 406,603 | | |
| Operating Income | | 180,314 | | 24,105 | | 204,419 | | |
| Interest Expense - net | | 4,099 | | | | 4,099 | | |
| Income before income taxes | | 176,215 | | 24,105 | | 200,320 | | |
| Income Taxes | | 42,411 | | 14,452 3 | | 56,863 | | |
| Net Income | \$ | 133,804 | \$ | 9,653 | \$ | 143,457 | | |
| Diluted EPS | \$ | 2.14 | \$ | 0.15 | \$ | 2.304 | | |

¹ Incremental U.S. dollar costs of 2009 imports which were recorded at the unfavorable parallel market exchange rate and were not devalued based on 2010 exchange rates but rather recorded at their historical dollar costs as products were sold

- 3 Favorable income taxes related to Venezuela becoming highly inflationary economy
- 4 Amounts may not total due to rounding

² Amounts may not total due to rounding

² Includes \$15,131 foreign exchange loss related to remeasurement of Venezuela's monetary assets and liabilities resulting from adoption of highly inflationary accounting and \$3,741 foreign exchange gain resulting from receipt of U.S. dollar approved by CADIVI at the official exchange rate relating to 2009 product importations which were previously registered with CADIVI

Herbalife Ltd. Supplemental Schedule Non-GAAP Financial Measures (In thousands, except per share data) (Unaudited)

| | Six Months Ended 6/30/2009 | | | | | | | |
|----------------------------|----------------------------|-----------|----|-----------|----|-----------|--|--|
| | R | eported | Α | djusting | | Adjusted | | |
| | (0 | GAAP) | | Items | (N | on-GAAP) | | |
| Net Sales | \$ | 1,093,488 | | <u> </u> | \$ | 1,093,488 | | |
| Cost of Sales | | 224,842 | | | | 224,842 | | |
| Gross Profit | | 868,646 | | | - | 868,646 | | |
| Royalty Overrides | | 362,282 | | | | 362,282 | | |
| SGA | | 372,252 | \$ | (1,404) 1 | | 370,848 | | |
| Operating Income | | 134,112 | | 1,404 | | 135,516 | | |
| Interest Expense - net | | 3,050 | | | | 3,050 | | |
| Income before income taxes | | 131,062 | | 1,404 | | 132,466 | | |
| Income Taxes | | 41,267 | | (92) 1 | | 41,175 | | |
| Net Income | \$ | 89,795 | \$ | 1,496 | \$ | 91,291 | | |
| Diluted EPS | \$ | 1.44 | \$ | 0.02 | \$ | 1.46 | | |

¹ Related to restructuring charge of \$590 with tax benefit of \$185 and an international income tax audit settlement of \$814 with tax charge of \$277.

The following is a reconciliation of total long-term debt to net debt:

| | 6/30/2010 | | 12/31/2009 | |
|--|---------------|----|------------|--|
| | | | | |
| Total long-term debt (current and long-term portion) | \$ 243,351 | \$ | 250,333 | |
| Less: Cash and cash equivalents | 170,218 | | 150,801 | |
| Net debt | \$ 73,133 | \$ | 99,532 | |

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